

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 1629/CSPH-TCKT

Ho Chi Minh City, October 16, 2026

Re: Disclosure of Information on the Resolution
and Minutes of the Extraordinary General Meeting
of Shareholders.

EXTRAORDINARY INFORMATION DISCLOSURE

To:

- The State Securities Commission;
- Ho Chi Minh Stock Exchange.

1. Name of organization: PHUOC HOA RUBBER JOINT STOCK COMPANY

- Stock code: PHR
- Head office address: Hamlet 2A, Phuoc Hoa Commune, Ho Chi Minh City
- Telephone: 02743 657 111 Fax: 02743 657 110
- Email: tckt@phr.vn

2. Disclosed information:

On October 16, 2026, Phuoc Hoa Rubber Joint Stock Company disclosed information on Resolution No. 63/2026/NQ-CSPH and Minutes of Meeting No. 62/2026/BB-ĐHĐCĐCSPH.

3. This information was published on the Company's website on October 16, 2026 at the link: [www.phr.vn/Shareholder Information](http://www.phr.vn/Shareholder%20Information).

We hereby declare that the information disclosed above is true and accurate, and we accept full legal responsibility for the contents of the disclosed information.

Attached documents: Resolution, Meeting Minutes./.

Receiving place:

- As stated above;
- Company website;
- Archived: Office, Accounting and Finance Department.

**PERSON AUTHORIZED TO
DISCLOSE INFORMATION**



Vo Thanh Hai

**CÔNG TY
CỔ PHẦN
CAO SU
PHƯỚC
HÒA**

Digitally signed by CÔNG TY
CỔ PHẦN CAO SU PHƯỚC
HÒA
DN: C=VN, CN=CÔNG TY
CỔ PHẦN CAO SU PHƯỚC
HÒA, ST=Bình Dương, UID=
NST:3700147532
Reason: I am the author of
this document
Location:
Date: 2026.10.16
18:17:29
+0700
Foxit PDF Reader Version:
2025.3.0

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 63/2026/NQ-CSPH

Ho Chi Minh City, October 16th, 2026



RESOLUTION

THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PHUOC HOA RUBBER JOINT STOCK COMPANY THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Phuoc Hoa Rubber Joint Stock Company (amended and supplemented) approved by the Annual General Meeting of Shareholders on May 28, 2026;

Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company dated October 16, 2026.

RESOLVED:

Article 1. Approval of the adjustment and addition of business lines and re-determination of the maximum foreign ownership ratio at Phuoc Hoa Rubber Joint Stock Company pursuant to Proposal No. 1608/TTr-CSPH dated October 14, 2026

The Meeting voted and approved with 96,115,561 affirmative voting shares, accounting for 96.50236% of the total voting shares attending the Meeting.

Article 2. Approval of the amendment and supplement to the Charter on Organization and Operation of the Company pursuant to Proposal No. 1609/TTr-CSPH dated October 14, 2026

The Meeting voted and approved with 97,832,961 affirmative voting shares, accounting for 98.22667% of the total voting shares attending the Meeting.

Article 3. Approval of the amendment and supplement to the Operating Regulations of the Board of Directors of the Company pursuant to Proposal No. 1440/TTr-CSPH dated September 21, 2026

The Meeting voted and approved with 99,599,164 affirmative voting shares, accounting for 99.99998% of the total voting shares attending the Meeting.

Article 4. Approval of the amendment and supplement to the Internal Regulations on Corporate Governance of the Company pursuant to Proposal No. 1483/TTr-CSPH dated September 30, 2026

The Meeting voted and approved with 97,832,961 affirmative voting shares, accounting for 98.22667% of the total voting shares attending the Meeting.

Article 5. Approval of the dismissal of a Member of the Board of Directors of the Company for the 2023–2028 term pursuant to Proposal No. 1534/TTr-CSPH dated October 06, 2026, specifically:

Dismissal from the position of Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term for Ms. Nguyen Thi Phi Nga in accordance with her Resignation Letter.

The Meeting voted and approved with 99,599,164 affirmative voting shares, accounting for 99.99998% of the total voting shares attending the Meeting.

Article 6. This Resolution was approved in full text by the 2026 Extraordinary General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company at the Meeting.

The Board of Directors, the Supervisory Board, the Board of Management of the Company, shareholders, and relevant organizations and individuals are responsible for executing this Resolution. This Resolution takes effect from the date of signing./.

Recipients:

- As per Article 6;
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- The Party Standing Committee;
- Company's Departments and Unions;
- Production Units; Processing Plants;
- Subsidiaries;
- Company's Website;
- Archived: Admin, Meeting Files, BOD Secretariat.

**ON BEHALF OF THE GMS
MEETING CHAIR
CHAIRMAN OF THE BOD**



[Handwritten signature]
Huynh Kim Nhut

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 62/2026/BB-ĐHĐCĐCSPH



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, October 16th, 2026

MINUTES
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS

I. CORPORATE INFORMATION

Corporate Name: Phuoc Hoa Rubber Joint Stock Company
(hereinafter referred to as the Company)

Stock Code: PHR

Head Office Address: Hamlet Phuoc Hoa So, Phuoc Hoa Commune, Ho Chi Minh City

Business Registration Number: 3700147532

Charter capital: VND 2,438,977,990,000 (Two trillion, four hundred thirty-eight billion, nine hundred seventy-seven million, nine hundred ninety thousand Vietnamese dong).

II. TIME, VENUE, AND ATTENDEES:

Time: Opening at 09:00 AM, Friday, October 16, 2026;

Venue: Hall of the Cultural and Sports Center of Phuoc Hoa Rubber Joint Stock Company, address: Phuoc Hoa So Hamlet, Phuoc Hoa Commune, Ho Chi Minh City.

Attendees: Shareholders / authorized representatives of shareholders of Phuoc Hoa Rubber Joint Stock Company pursuant to the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date of September 14, 2026; Members of the Board of Directors, the Supervisory Board, the Board of Management; and Heads of specialized departments of the Company.

III. MEETING PROCEDURES:

1. Introduction of the Shareholder Eligibility Verification Committee:

1.1. Mr. Nguyen Hong Ha, Head of the Company's Supervisory Board – Head of the Committee.

1.2. Mr. Nguyen Dinh Cuong, Head of the Company's Planning and Materials Department – Member.

1.3. Ms. Le Thi Thuy Trang, Officer of the Company's Finance and Accounting Department – Member.

At 09:10 AM, Mr. Nguyen Hong Ha, Head of the Shareholder Eligibility Verification Committee, reported the results of shareholder eligibility verification attending the 2026 Extraordinary General Meeting of Shareholders:

The total number of shareholders according to the finalized list was 4,897 shareholders, representing 135,499,198 voting shares. The total number of shareholders and validly authorized representatives attending the Meeting was 37 delegates (including 24 shareholders attending directly and 13 authorized representatives), representing 99,599,184 voting shares, accounting for 73.50537% of the total number of voting shares. Of which: Institutional shareholders: 12, representing and owning 98,033,046 shares, accounting for 72.34954%; Individual shareholders: 46, representing and owning 1,566,138 shares, accounting for 1.15583%.

Therefore, the 2026 Extraordinary General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company is valid and eligible to convene in accordance with the prevailing Law on Enterprises and the Charter of Phuoc Hoa Rubber Joint Stock Company.

2. Introduction and approval of the Presidium, the Secretariat, and the Election - Vote Counting Committee:

2.1. The Presidium of the Meeting:

- Mr. Huynh Kim Nhut, Chairman of the Board of Directors – Chairman.
- Mr. Tran Hoang Giang, Member of the Board of Directors, General Director.
- Ms. Nguyen Thi Phi Nga, Member of the Board of Directors, Permanent Deputy General Director.

The Presidium of the Meeting was approved by the General Meeting of Shareholders with an approval voting rate of 100% of the total voting shares attending the Meeting.

2.2. The Secretariat of the Meeting:

- Ms. Nguyen Thi Binh Yen, Deputy Head of the Planning and Materials Department – Person in charge of Corporate Governance cum Secretary to the Board of Directors.
- Mr. Tran Hoang, Officer of the Industrial Park Development and Management Department.

The Secretariat was approved by the General Meeting of Shareholders with an approval voting rate of 100% of the total voting shares attending the Meeting.

2.3. Election of the Election - Vote Counting Committee:

- Mr. Tran Minh Hoang, Head of the Legal and Inspection Department - Head of the Committee.

- Mr. Nguyen Dinh Cuong, Head of the Planning and Materials Department
- Member.

- Ms. Le Thi Thuy Trang, Officer of the Finance and Accounting Department - Member.

The Vote Counting Committee was approved by the General Meeting of Shareholders with an approval voting rate of 100% of the total voting shares attending the Meeting.

IV. WORKING CONTENTS OF THE MEETING:

1. Mr. Huynh Kim Nhut, Chairman of the Board of Directors, approved the Meeting Agenda and the Working Regulations of the Meeting.

The contents of the Meeting Agenda were unanimously approved by the Meeting, with an approval voting rate of 100% of the voting shares attending the Meeting.

The Working Regulations of the Meeting were unanimously approved by the Meeting, with an approval voting rate of 100% of the voting shares attending the Meeting.

2. Mr. Tran Hoang Giang provided additional briefing to the General Meeting of Shareholders regarding the Company's business performance in the first 09 months of 2026 and orientations for the last 03 months of 2026.

3. The Meeting approved the Proposals:

3.1. Mr. Tran Hoang Giang, Member of the Board of Directors, presented Proposal No. 1608/TTr-CSPH dated October 14, 2026 on the adjustment and addition of business lines and re-determination of the maximum foreign ownership ratio (foreign ownership limit) at Phuoc Hoa Rubber Joint Stock Company.

3.2. Mr. Huynh Kim Nhut, Chairman of the Board of Directors, presented Proposal No. 1609/TTr-CSPH dated October 14, 2026 on the amendment and supplement to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company.

3.3. Ms. Nguyen Thi Phi Nga, Member of the Board of Directors, presented Proposal No. 1440/TTr-CSPH dated September 21, 2026 on the amendment and supplement to the Operating Regulations of the Board of Directors, and Proposal No. 1483/TTr-CSPH dated September 30, 2026 on the amendment and supplement to the Internal Regulations on Corporate Governance of the Company.

3.4. Mr. Tran Hoang Giang, Member of the Board of Directors, presented Proposal No. 1534/TTr-CSPH dated October 06, 2026 on the dismissal of a Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term.

4. Discussion at the Meeting:

The Meeting proceeded to discuss the proposals submitted to the General Meeting of Shareholders.

Attending shareholders exchanged views, discussed, and raised opinions regarding: the 9-month business results and annual profit targets (consolidated/parent company); land compensation revenue from industrial park projects (THACO, VSIP); new agricultural land rental costs and unit prices, their impact on rubber production cost of goods sold, and the development progress of new industrial park projects (Tan Lap, Bac Tan Uyen 2, Bau Bang, Lai Hung); investment cooperation plans and capital contribution mechanisms with partners; natural disaster and heavy rain response solutions to ensure rubber output; and implementation plans, total investment capital, and efficiency of new projects such as renewable energy (solar power) and high-tech agriculture in cooperation with Unifarm.

The Chairman of the Meeting, members of the Board of Directors, and the Board of Management acknowledged, addressed, and clarified the issues of concern to shareholders; at the same time, they provided additional information regarding development orientations, business plans, corporate governance, investments, and execution solutions in the coming period. The exchanged opinions and responses were duly recorded by the Meeting. Attending shareholders reached full consensus with the explanations and clarifications provided by the Chairman of the Meeting and the Board of Directors.

5. Voting and Approval of Proposals:

Item 1: Approval of the Proposal on the adjustment and addition of business lines and re-determination of the maximum foreign ownership ratio at Phuoc Hoa Rubber Joint Stock Company

Voting results:

Affirmative votes: 96,115,561 shares, representing 96.50236% of the voting shares attending the Meeting.

Negative votes: 1,766,203 shares, representing 1.77331% of the voting shares attending the Meeting.

Abstentions: 1,717,420 shares, representing 1.72433% of the voting shares attending the Meeting.

Item 1 was approved with an approval rate of 96.50236%.

Item 2: Approval of the Proposal on the amendment and supplement to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company

Voting results:

Affirmative votes: 97,832,961 shares, representing 98.22667% of the voting shares attending the Meeting.

Negative votes: 1,766,203 shares, representing 1.77331% of the voting shares attending the Meeting.

Abstentions: 20 shares, representing 0.00002% of the voting shares attending the Meeting.

Item 2 was approved with an approval rate of 98.22667%.

Item 3: Approval of the Proposal on the amendment and supplement to the Operating Regulations of the Board of Directors

Voting results:

Affirmative votes: 99,599,164 shares, representing 99.99998% of the voting shares attending the Meeting.

Negative votes: 0 shares, representing 0.00000% of the voting shares attending the Meeting.

Abstentions: 20 shares, representing 0.00002% of the voting shares attending the Meeting.

Item 3 was approved with an approval rate of 99.99998%.

Item 4: Approval of the Proposal on the amendment and supplement to the Internal Regulations on Corporate Governance

Voting results:

Affirmative votes: 97,832,961 shares, representing 98.22667% of the voting shares attending the Meeting.

Negative votes: 1,766,203 shares, representing 1.77331% of the voting shares attending the Meeting.

Abstentions: 20 shares, representing 0.00002% of the voting shares attending the Meeting.

Item 4 was approved with an approval rate of 98.22667%.

Item 5: Approval of the Proposal on the dismissal of Ms. Nguyen Thi Phi Nga from the position of Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term

Voting results:

Affirmative votes: 99,599,164 shares, representing 99.99998% of the voting shares attending the Meeting.

Negative votes: 0 shares, representing 0.00000% of the voting shares attending the Meeting.

Abstentions: 20 shares, representing 0.00002% of the voting shares attending the Meeting.

Item 5 was approved with an approval rate of 99.99998%.

6. Reading and Voting to Approve the Draft Minutes and Resolution of the Meeting:

The Secretariat read the full text of the Draft Minutes and Resolution of the Meeting.

The Meeting voted and unanimously approved the full text of the Minutes and Resolution of the 2026 Extraordinary General Meeting of Shareholders, with the voting results as follows:

The Meeting unanimously approved with an approval voting rate of 100% of the voting shares attending the Meeting.

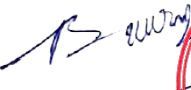
This Minutes is made in both Vietnamese and English, and archived in the Dossier of Documents of the 2026 Extraordinary General Meeting of Shareholders of the Company pursuant to regulations. The Meeting concluded at 11:00 AM on the same day./.

Recipients:

- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Company Shareholders;
- Company Party Committee;
- Board of Directors;
- Supervisory Board;
- Board of General Directors;
- Departments, Divisions, and Unions;
- Production Units; Processing Plants;
- Subsidiaries;
- Company's Website;
- Archived: Admin, Meeting Files, BOD Secretariat.

**ON BEHALF OF THE
SECRETARIAT**

**CHAIRMAN OF THE
MEETING**




Nguyen Thi Binh Yen Huynh Kim Nhut

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY



DOCUMENTS
EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS IN 2026

October, 2026



Ho Chi Minh City, September 17th, 2026

AGENDA
THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHUOC HOA RUBBER JOINT STOCK COMPANY

Meeting Format: Virtual / Online (or Hybrid combining in-person and online attendance).

Meeting Venue: Meeting Hall of the Cultural and Sports Center, Phuoc Hoa Rubber Joint Stock Company, Phuoc Hoa So Hamlet, Phuoc Hoa Commune, Ho Chi Minh City, Vietnam.

Time: 08:30 AM, Friday, October 16th, 2026.

No.	Content / Items
1	Welcome delegates and shareholders logging into the online meeting software
2	National Anthem Ceremony
3	Opening remarks and introduction of delegates and honorable guests
4	Report on shareholder eligibility verification results
5	- Presentation of the Presidium and the Secretariat; - Approval of the Vote Counting Committee composition.
6	- Approval of the Meeting Agenda and Working Regulations for the Virtual Extraordinary General Meeting of Shareholders; - Announcement of the 1st Voting results.
7	Proposal for approval of amendments and supplements to the Company's registered business lines

No.	Content / Items
8	Proposal for approval of amendments and supplements to the Charter of Organization and Operation of the Company
9	Proposal for approval of amendments and supplements to the Operational Regulations of the Board of Directors
10	Proposal Approval of the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company
11	Proposal for approval of the dismissal of member(s) of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023 – 2028 term
12	- Discussion; - Voting and announcement of voting results on submitted meeting proposals (2nd Voting).
13	Presentation of flowers of appreciation to dismissed member(s) of the Board of Directors
14	Remarks by Leader(s) of Vietnam Rubber Group (if any)
15	Break / Intermission
16	- Approval of the Meeting Minutes; - Approval of the Meeting Resolution; - Voting and announcement of the results of the third vote.
17	- Closing of the Meeting; - Closing Ceremony.

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



Ho Chi Minh City, September 18, 2026

WORKING REGULATIONS
THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHUOC HOA RUBBER JOINT STOCK COMPANY

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents;

Pursuant to 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;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles 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;

Pursuant to the Charter of Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (amended and supplemented) as approved by the Annual General Meeting of Shareholders on May 28, 2026;

Pursuant to Decision No. 447/QD-CSPH dated July 03, 2023 of Phuoc Hoa Rubber Joint Stock Company on the promulgation of the Internal Regulations on Corporate Governance (amended and supplemented);

Pursuant to Decision No. 516/QD-CSPH dated June 17, 2021 of Phuoc Hoa Rubber Joint Stock Company on the promulgation of the Operational Regulations of the Board of Directors (amended).

In order to ensure that the 2026 Extraordinary General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company is conducted openly, transparently, orderly, and in compliance with the provisions of applicable laws and the Company's Charter, the Board of Directors establishes the Working Regulations for the 2026 Extraordinary General Meeting of Shareholders applicable to in-person or hybrid (combining in-person and online) formats as follows:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope and Applicable Entities

1. Scope of Application: These Regulations apply to the organization of the 2026 Extraordinary General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Phuoc Hoa Rubber Joint Stock Company (hereinafter referred to as the "Company") conducted under an in-person or hybrid format (combining in-person and

online attendance), combining voting by raising Voting Cards directly and/or balloting via the Electronic Voting System.

2. Applicable Entities: All shareholders, authorized representatives of shareholders of Phuoc Hoa Rubber Joint Stock Company, members of the Board of Directors (BOD), the Supervisory Board, the Board of General Directors, the Meeting Organizing Committee, the Secretariat, the Vote Counting Committee, the Shareholder Eligibility Verification Committee, and invited guests attending the Meeting shall strictly comply with the provisions set forth in these Regulations.

Article 2. Interpretation of Terms

1. "Hybrid Meeting" (In-person combined with online): The meeting organization format held at the Cultural and Sports Center Hall of the Company combined with online live-streaming and electronic voting, enabling shareholders to choose either in-person attendance at the hall or remote online attendance via the Internet.

2. "Electronic Voting System" (E-voting): The information technology system designated by the Company or operated by a contracted professional service provider, providing online tools for shareholders/authorized representatives to register attendance, monitor proceedings, discuss, submit inquiries, and exercise online voting and election rights.

3. "Voting Card": The card issued by the Organizing Committee to shareholders or authorized representatives attending the Meeting in person to exercise voting rights by raising the card at the meeting hall.

4. "Cumulative Voting" (Equal cumulative voting / Number-designated cumulative voting): The election method for members of the BOD and the Supervisory Board pursuant to Clause 3, Article 148 of the Law on Enterprises 2020. Shareholders may accumulate all votes for 01 candidate, distribute votes equally among multiple candidates, or specify exact vote numbers for each candidate according to preference.

CHAPTER II: ELIGIBILITY CRITERIA AND PARTICIPANTS

Article 3. Conditions for Meeting Attendance

1. All shareholders holding voting shares of Phuoc Hoa Rubber Joint Stock Company listed in the Shareholder Register finalized as of the record date for exercising the right to attend the Meeting, or their duly authorized representatives.

2. Shareholders or authorized representatives may select one of the two attendance methods:

– **In-person Attendance:** Presenting in person at the meeting venue (Meeting Hall of the Cultural and Sports Center, Phuoc Hoa Rubber Joint Stock Company, Phuoc Hoa So Hamlet, Phuoc Hoa Commune, Ho Chi Minh City, Vietnam) and carrying out registration procedures with the Shareholder Eligibility Verification Committee.

– **Online Attendance:** Utilizing Internet-connected electronic devices (computers, smartphones, tablets) to log into the Electronic Voting System using the login credentials and passwords provided in the Invitation Letter to confirm attendance.

Article 4. Authorization to Attend the Meeting (Proxy)

1. Shareholders have the right to authorize in writing another individual or organization to attend and vote at the Meeting on their behalf. The authorization must comply with the Law on Enterprises, the Company's Charter, and be prepared using the Power of Attorney (Proxy Form) template issued by the Company.

2. The Proxy Form must bear original signatures of both the authorizer (principal) and the authorized representative (proxy); in the case of institutional shareholders, it must be signed by the legal representative and affixed with the organization's official seal.

3. Valid Proxy Forms must be delivered to the Company's Organizing Committee prior to the deadline stipulated in the Notice of Invitation or presented in original copy during direct registration prior to the opening of the Meeting. For online attendance, authorized representative information (including email/phone number) must be registered in a timely manner to facilitate the issuance of system login accounts.

4. Revocation of authorization is only effective if the Company receives a written revocation notice before the official opening of the Meeting and provided that the proxy has not executed any voting on the system.

Article 5. Rights and Obligations of Shareholders, Authorized Representatives, and Invited Guests

1. Rights of Shareholders and Authorized Representatives:

To attend, discuss, and exercise voting and election rights on all matters within the competence of the General Meeting of Shareholders in accordance with applicable laws and the Company's Charter.

To access all meeting documents, reports, and proposals published on the Company's website or provided directly at the Meeting.

Shareholders/Authorized representatives arriving late are entitled to register immediately and participate in voting on subsequent agenda items from the time registration is completed. The validity of previously voted items shall not be affected, and prior votes shall not be conducted again.

2. Obligations of Shareholders and Authorized Representatives:

To comply with the direction of the Chairperson, and strictly observe meeting hall rules, security regulations, and orderly conduct checks (for in-person participants).

To assume personal responsibility for managing and maintaining the confidentiality of their online voting login account and password. To bear full legal responsibility before the law and the Company for the authenticity and validity of all voting and election actions executed under their assigned account.

Not to record audio, capture video, or disseminate internal meeting information and documents outside the Meeting without prior approval from the Presidium.

3. Provisions for Invited Guests:

Guests attending pursuant to the Company's invitation have the right to observe the proceedings but possess no voting or election rights.

Guests may speak only upon invitation by the Chairperson or if registered in advance and approved by the Chairperson.

Guests are obligated to comply with meeting hall rules and confidentiality regulations of the Meeting.

CHAPTER III: GOVERNING AND SUPPORTING BODIES OF THE MEETING

Article 6. The Meeting Presidium

1. The Chairman of the BOD shall serve as the Chairperson or authorize another BOD member to chair the General Meeting of Shareholders. The Presidium consists of the Chairperson and members introduced by the Chairman of the BOD.

2. The Presidium operates under the principle of democratic centralism and decides by majority. The Presidium is responsible for:

Directing the Meeting in accordance with the Agenda and Regulations approved by the General Meeting of Shareholders;

Guiding discussions, receiving questions raised directly at the hall and via the online chatbox, and assigning personnel to address shareholders' inquiries;

Presenting draft proposals, making conclusions, and presiding over voting and election procedures;

The Chairperson has the authority to implement necessary measures to maintain meeting order or adjourn the Meeting in accordance with the Law on Enterprises.

Article 7. The Secretariat

1. The Secretariat is appointed by the Chairperson to carry out recording and administrative support duties for the Meeting.

2. Duties of the Secretariat: Honestly and fully record the proceedings of the Meeting into the Meeting Minutes; receive speaking registration slips and synthesize discussion inquiries from both in-person and online shareholders; assist in drafting the Meeting Resolution and announce documents when requested by the Chairperson.

Article 8. The Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee consists of 03 members introduced by the BOD and approved by the Meeting.

2. Duties: Verify the validity of identity documents and proxy forms of shareholders attending in person; receive attendance registration data from the Online System; compile and report before the Meeting the percentage of attending shareholders and proxies at the time of opening and prior to key voting sessions.

Article 9. The Vote Counting Committee

1. The Vote Counting Committee is nominated by the Presidium and approved by the Meeting. Nominees or candidates running for the BOD or Supervisory Board shall not be members of the Vote Counting Committee.

2. Duties of the Vote Counting Committee:

Disseminate rules and instruct procedures for voting by raising cards and electronic voting;

Supervise the voting process, tally in-person voting cards at the hall, and extract electronic voting results from the Electronic Voting System;

Prepare a consolidated Vote Counting Minutes (combining in-person and online votes), announce results before the Meeting, and deliver the minutes to the Chairperson and the Secretariat.

CHAPTER IV: DISCUSSION, VOTING, AND ELECTION PROCEDURES

Article 10. Conditions for Conducting the Meeting

1. The Meeting shall be legally conducted when the total number of attending participants (consolidating both participants present in person at the hall and participants successfully logged into and confirmed on the Online System) represents more than 50% of the total voting shares of the Company.

2. In case the first convocation fails to meet the quorum, the convening of the second and third meetings shall be conducted in strict compliance with Article 19 of the Company's Charter and Article 145 of the Law on Enterprises 2020.

Article 11. Discussion Order at the Meeting

1. Participants attending in person speak only after receiving consent from the Chairperson, keeping remarks concise and directly focused on the agenda items.

2. Participants attending online submit inquiries via the chatbox feature on the Online System. The Secretariat gathers, synthesizes, and forwards inquiries to the Presidium for public response during the Meeting.

Article 12. Voting Procedures on Meeting Matters

1. **Principle:** Each ordinary voting share corresponds to one (01) voting right. Participants may choose one of three voting options: "For" (Approve), "Against" (Disapprove), or "Abstain".

2. Combined Voting Formats:

For procedural matters (composition of the Presidium, Secretariat, Vote Counting Committee, Meeting Agenda, Working Regulations): Voting is conducted by raising Voting Cards at the hall (for in-person participants) and/or quick confirmation on the electronic system (for online participants). When raising cards, participants hold the front side of the card facing the Presidium.

For substantive proposals and key agenda items (9-month business performance report, amendments to registered business lines, amendments to the Charter, amendments to the BOD Regulations, dismissal and additional election of BOD/Supervisory Board members, approval of Minutes and Resolutions): Voting/balloting is conducted via the Electronic Voting System within designated time windows. In-person participants are provided with accounts/QR codes to execute votes on personal devices or on-site support equipment; online participants vote directly on their user interface.

3. **Consolidation of Results:** The Vote Counting Committee aggregates all "For", "Against", and "Abstain" votes from both channels (in-person and online) to determine final outcomes.

Article 13. Principles for Election of Members of BOD and Supervisory Board (if any)

1. The additional election of member(s) of the BOD and the Supervisory Board for the 2023 – 2028 term is conducted under the Cumulative Voting method pursuant to Clause 3, Article 148 of the Law on Enterprises 2020 and the specific Election Regulations approved by the Meeting.

2. Each participant has total election votes equal to their total owned/represented shares multiplied by the number of members to be elected. Participants may choose equal cumulative distribution or allocate specific vote counts per candidate on the electronic ballot interface.

3. Elected candidates are determined based on vote counts from highest to lowest until the required number of members is filled.

Article 14. Conditions for Approval of Meeting Resolutions

1. Resolutions regarding amendments and supplements to registered business lines and amendments and supplements to the Company's Charter of Organization and Operation are approved when endorsed by shareholders representing at least 65% of the total voting shares of all attending participants.

2. Resolutions on other matters within the competence of the General Meeting of Shareholders are approved when endorsed by shareholders representing more than 50% of the total voting shares of all attending participants (except for elections of BOD/Supervisory Board members conducted by cumulative voting).

CHAPTER V: MINUTES, RESOLUTIONS, AND FORCE MAJEURE HANDLING

Article 15. Meeting Minutes and Resolutions

1. All proceedings and decisions of the Meeting must be fully and truthfully recorded in the Meeting Minutes and formulated into the General Meeting of Shareholders Resolution.

2. The Meeting Minutes and Resolution must be read and adopted prior to the closing of the Meeting, signed by the Chairperson and the Secretary, archived at the Company, and publicly disclosed in compliance with securities market regulations.

Article 16. Handling of Force Majeure Events

1. In the event of force majeure occurrences such as natural disasters, widespread power outages, severed Internet connectivity, or technical failures of the Online System, the Company will make every effort to rectify the issue within a period not exceeding 60 minutes.

2. If technical failures cannot be resolved after 60 minutes to ensure equitable voting rights for all shareholders, the Chairperson has the authority to decide to suspend or adjourn the Meeting to an appropriate time pursuant to applicable laws and the Company's Charter.

CHAPTER VI: IMPLEMENTATION PROVISIONS

Article 17. Validity

1. These Regulations comprise 06 Chapters and 17 Articles, entering into full force and effect immediately upon being approved by the 2026 Extraordinary General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company.

2. Matters not specifically addressed herein shall be governed by the Law on Enterprises 2020, the Law on Securities 2019, the Company's Charter, and the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company./.

Recipients:

- 2026 EGM;
- Member of the BOD;
- Executive Board;
- Supervisory Board;
- Company's Website;
- Archive: Admin, BOD Secretary.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 1608/TTr-CSPH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, October 14th, 2026

PROPOSAL

Re: Approval of the adjustment and addition of business lines and the re-determination of the maximum foreign ownership limit at Phuoc Hoa Rubber Joint Stock Company

To: The General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company

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

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

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and the Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities and several other laws;

Pursuant to 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 and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification (VSIC);

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (as amended and supplemented) approved by the Annual General Meeting of Shareholders on May 28, 2026;

Pursuant to Official Letter No. 864/HDQTCSVN-TCCB dated October 12, 2026 of the Vietnam Rubber Group regarding consensus on adjusting and supplementing business lines and adjusting the maximum foreign ownership limit at Phuoc Hoa Rubber Joint Stock Company;

Pursuant to Resolution No. 60/2026/NQ-HDQT dated October 14, 2026 of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company, which agreed on adjusting and supplementing business lines and adjusting the maximum foreign ownership limit at Phuoc Hoa Rubber Joint Stock Company for submission to the Extraordinary General Meeting of Shareholders in 2026;

The Board of Directors of Phuoc Hoa Rubber Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the plan to adjust and supplement business lines and re-determine the maximum foreign ownership limit at the Company, with the following contents:

I. NECESSITY OF ADJUSTING AND SUPPLEMENTING BUSINESS LINES

In the new phase of development, to enable the Company to proactively seize business opportunities and optimize shareholder value, the Board of Directors recognizes that adjusting and supplementing business lines and reviewing the foreign ownership limit is an inevitable and urgent requirement. Specifically:

1. Reviewing, removing dormant business lines, and unlocking foreign room: Abolishing business line code 4773 (Retail sale of automotive fuel) due to many consecutive years of generating no revenue and no longer aligning with the Company's operational orientation. The removal of this code, combined with adding standard exclusion clauses per State Securities Commission (SSC) guidelines, resolves legal bottlenecks and establishes the conditions to re-determine the maximum foreign ownership limit from 0% to 50%.

2. Updating to the new Vietnam Standard Industrial Classification (VSIC): Standardizing business names and industry codes in accordance with Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification.

3. Serving the Strategic Development Plan for 2026–2030, with a vision to 2045: Establishing a solid legal framework to proactively implement the Company's core strategic pillars:

- *Industrial infrastructure, urban development & logistics*: Developing industrial parks (IPs), industrial clusters, and residential areas; centralized water supply and wastewater treatment; warehousing and logistics.

- *Energy and technical services*: Rooftop solar power in IPs; technical design consultancy, inspection, and calibration of electrical equipment.

- *High-tech agriculture*: Cultivation of high-tech short-term crops and fruit trees; plant propagation and agricultural product processing.

- *Green economy & carbon credits*: Greenhouse gas (GHG) inventory, formulation of emission reduction projects; creation, registration, and transfer of carbon credits derived from rubber plantation land and planted forest funds.

II. CONTENTS OF THE PLAN TO ADJUST AND SUPPLEMENT BUSINESS LINES

Following review and adjustments, the Company's business lines portfolio consists of 43 business lines (comprising 24 newly added business lines, 11 business lines with revised details and updated names, and 08 unchanged business lines) and 01 business line completely removed:

1. Addition of 24 new business lines: High-tech agriculture, plant propagation, silviculture/forestry; manufacturing of rubber products; IP utilities (water supply and drainage, waste treatment); engineering construction and electrical equipment installation; warehousing, logistics; technical consultancy; carbon credits; and healthcare and educational support services for employees.

2. Revision, supplementation of details, and name updates for 11 business lines: Adding market-access exclusion clauses for foreign investors and sectors under State

monopoly; updating business line names in line with Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister (codes: 0210, 0220, 3512, 3513, 4101, 4102, 4673, 4679, 5229, 6499, 6810).

3. Retention of 08 business lines: Code 0125 (Growing of rubber trees - primary business line), 0161, 0163, 1610, 2012, 2220, 4212, and 4933.

4. Complete removal of 01 business line: Code 4773 (Retail sale of automotive fuel).

(Details are set out in the attached Appendix).

These amended and supplemented business lines shall be incorporated into Clause 1, Article 4 of the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company.

III. RE-DETERMINATION OF THE MAXIMUM FOREIGN OWNERSHIP LIMIT

Current limit: 0%.

Proposed adjusted limit: 50%.

Basis for determination: Point a, Clause 4, Article 141 of Decree No. 155/2020/ND-CP (as amended and supplemented by Decree No. 245/2025/ND-CP) and the list of market-access business lines agreed with the SSC under Form No. 39.

Impact: Raising the foreign ownership limit to 50% will help increase liquidity for PHR shares, improve corporate valuation, and facilitate capital mobilization; at the same time, it does not affect the governing control of Vietnam Rubber Group (which currently holds 66.62% of the Company's charter capital).

IV. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

The Board of Directors respectfully submits to the 2026 Extraordinary General Meeting of Shareholders for consideration and voting on the following:

1. Approve the adjustment and addition of business lines of Phuoc Hoa Rubber Joint Stock Company according to the detailed summary in the attached Appendix.

2. Approve the re-determination of the maximum foreign ownership limit at Phuoc Hoa Rubber Joint Stock Company from 0% to 50%.

3. Assign and authorize the Board of Directors (with the right to re-authorize the General Director / Legal Representative of the Company) to perform the following tasks:

- Carry out all procedures for registration of changes to corporate registration information with the competent business registration authority;

- Update, amend, and supplement the corresponding article regarding business lines in the Company's Charter on Organization and Operation; promulgate the newly amended Charter;

- Complete all formal notification dossiers confirming the maximum foreign ownership limit with the State Securities Commission and carry out information disclosure in strict compliance with the law.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Company Website;
- Archived: Archives, BOD Secretary.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut



APPENDIX
DETAILED SUMMARY TABLE OF BUSINESS LINES PROPOSED FOR ADJUSTMENT AND SUPPLEMENTATION

(Attached to Proposal No. 1608/TTr-CSPH dated 14/10/2026 of Phuoc Hoa Rubber Joint Stock Company submitted to the General Meeting of Shareholders)

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
1	0125	Growing of rubber trees		Unchanged	Unrestricted
2	0118	Growing of vegetables, beans and flowers	Detail: High-tech cultivation of short-term agricultural crops.	Newly added	Unrestricted
3	0119	Growing of other annual crops		Newly added	Unrestricted
4	0121	Growing of fruit trees	Detail: High-tech cultivation of fruit trees.	Newly added	Unrestricted
5	0129	Growing of other perennial crops	Detail: High-tech cultivation of other perennial crops.	Newly added	Unrestricted
6	0130	Plant propagation and care of agricultural seedlings	Detail: High-tech propagation and care of agricultural seedlings.	Newly added	Unrestricted
7	0161	Agricultural support activities		Unchanged	51%
8	0163	Post-harvest crop activities	Detail: Exploitation and processing of rubber latex.	Unchanged	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
9	0210	Silviculture, forest care, and seedling propagation for forestry		Updated industry name	50%
10	0220	Logging	Detail: Logging of planted forests (excluding: forest inventory, assessment, and logging of natural forests).	Revised details	Unrestricted
11	1030	Processing and preserving of fruit and vegetables		Newly added	Unrestricted
12	1610	Sawing, shaping, planing, and preserving of wood	Detail: Processing of rubberwood.	Unchanged	Unrestricted
13	2012	Manufacture of fertilizers and nitrogen compounds		Unchanged	Unrestricted
14	2013	Manufacture of plastics and synthetic rubber in primary forms		Newly added	Unrestricted
15	2219	Manufacture of other rubber products		Newly added	Unrestricted
16	2220	Manufacture of plastics products		Unchanged	Unrestricted

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
17	3314	Repair and maintenance of electrical equipment	Detail: Maintenance of transformers, generators, converters, batteries/accumulators, electrical equipment, etc.	Newly added	Unrestricted
18	3512	Production of electricity from renewable energy	Detail: Solar power generation and generation from other renewable energy sources (excluding transmission, national power system dispatching; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	Revised details	50%
19	3513	Transmission and distribution of electricity	Detail: Retail sale of electricity to end-users (excluding transmission, national power system dispatching; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	Revised details	Unrestricted
20	3600	Water collection, treatment and supply	Detail: Water supply for production and daily living activities in industrial parks and industrial clusters.	Newly added	Unrestricted
21	3700	Sewerage and wastewater treatment	Detail: Wastewater treatment in industrial parks and industrial clusters.	Newly added	Unrestricted
22	3811	Collection of non-hazardous waste	Exclusion: Excluding direct household waste collection services.	Newly added	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
23	3900	Remediation activities and other waste management services		Newly added	Unrestricted
24	4101	Construction of residential buildings	Detail: Construction of technical infrastructure for residential areas and urban areas.	Revised details	50%
25	4102	Construction of non-residential buildings	Detail: Construction of technical infrastructure for industrial parks.	Revised details	50%
26	4212	Construction of road projects	Detail: Construction and repair of road works.	Unchanged	50%
27	4221	Construction of power projects	Detail: Execution and construction of power works (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	Newly added	50%
28	4299	Construction of other civil engineering projects	Detail: Construction of non-building industrial works and hydraulic works (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	Newly added	50%
29	4321	Electrical installation	Detail: Installation of electrical equipment.	Newly added	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
30	4329	Other construction installation	Detail: Installation of specialized aluminum mounting frames, brackets, and scaffolding systems for rooftop or ground-mounted solar panels.	Newly added (Added missing code)	50%
31	4673	Wholesale of other construction materials and installation equipment	Detail: Wholesale of rubberwood (excluding the exercise of export rights, import rights, and distribution rights for: tobacco and cigars; books, newspapers, and magazines; recorded items; precious metals and gemstones; pharmaceutical products; explosives; crude oil and processed oil; rice; cane sugar and beet sugar). (excluding the exercise of export rights, import rights, and distribution rights for: tobacco and cigars; books, newspapers, and magazines; recorded items; precious metals and gemstones; pharmaceutical products; explosives; crude oil and processed oil; rice; cane sugar and beet sugar).	Revised details	Unrestricted

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
32	4679	Other specialized wholesale not elsewhere classified	Detail: Wholesale of fertilizers; agricultural chemicals; rubber latex, raw rubber, and rubber products (Only applicable to goods and activities where Vietnamese law and international treaties to which Vietnam is a signatory do not restrict market access for foreign investors. Excluding the exercise of export rights, import rights, and distribution rights for goods in which foreign investors and foreign-invested economic entities are prohibited from exercising such rights).	Revised details	Unrestricted
33	4933	Freight transport by road	Detail: Freight transport by motor vehicles.	Unchanged	51%
34	5210	Warehousing and storage of goods		Newly added	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
35	5229	Other service activities supporting transport	Detail: Entrusted goods import-export agency services; freight forwarding agency services; logistics services (excluding the exercise of export rights, import rights, and distribution rights for goods: cigarettes and cigars; books, newspapers, and magazines; recorded items; precious metals and gemstones; pharmaceutical products; explosives; crude oil and processed oil; rice; cane sugar and beet sugar; and maritime pilotage services, other support services related to air transport, and shipping agency services, tugboat services).	Revised details	50%
36	6499	Other financial service activities not elsewhere classified (excluding insurance and pension funding)	Detail: Financial investment.	Updated industry name	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
37	6810	Real estate activities with own or leased property	Detail: Investment, business operation, management, development, and leasing of infrastructure in industrial parks, industrial clusters, residential areas, and commercial areas; investment in construction, management, operation, and leasing of worker dormitories, worker housing, and staff housing serving employees and experts within industrial parks and industrial clusters invested by the Company; real estate business within the scope permitted by law (excluding investment in infrastructure construction of cemeteries and graveyards for transferring land use rights associated with infrastructure).	Revised details	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
38	7110	Architectural and engineering activities and related technical consultancy	Detail: Consultancy for survey, design, and construction supervision of transmission lines and substations up to 110 kV; design and supervision consultancy for solar power systems; project management consultancy, formulation of investment projects, cost estimation; consultancy for detailed master planning of industrial parks and residential areas (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	Newly added	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
39	7120	Technical testing and analysis	Detail: Inspection, calibration, testing, and examination of electrical equipment; electrical equipment experimental testing and calibration. (Excluding: inspection (testing, examination) and certificate issuance for transport vehicles (including systems, assemblies, components, and parts); technical safety and environmental protection inspection and certification for specialized vehicles, equipment, containers, and packaging of dangerous goods in transport; technical safety and environmental protection inspection and certification for offshore oil and gas exploration, exploitation, and transport vehicles and equipment; occupational safety technical inspection for machinery and equipment subject to strict safety requirements installed on transport vehicles and offshore oil and gas exploration/exploitation equipment; fishing vessel registration and inspection).	Newly added	50%

No.	Industry Code	Business Lines	Detailed Content / Exclusion Clauses / Operational Scope	Adjustment Status	Maximum Foreign Ownership Limit
40	7499	Other professional, scientific, and technical activities not elsewhere classified	Detail: Environmental and technological consultancy; greenhouse gas (GHG) inventory; measurement, reporting, and verification (MRV) of GHG emission reduction results; development and implementation of GHG emission reduction and carbon sink enhancement programs and projects; creation, registration, management, and transfer of carbon credits generated from rubber plantations, planted forests, and the Company's emission reduction activities in accordance with the law.	Newly added	50%
41	8569	Other education support activities		Newly added	50%
42	8610	Hospital and medical station activities	Detail: Activities of medical stations/clinics.	Newly added	50%
43	8620	Medical, specialized, and dental practice activities		Newly added	50%

Note: Industry Code 4773 – Other retail sale of new goods in specialized stores (Detail: Retail sale of automotive fuel): Removed as the Company no longer carries out this business activity, and to ensure non-applicability of restrictions on the foreign ownership limit.

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 1609/TTr-CSPH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, October 14th, 2026

PROPOSAL

Re: Approval of the amendment and supplementation of the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company

To: The General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock
Company

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and
amending and supplementing legal documents;*

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

*Pursuant to Decree No. 366/2025/ND-CP dated December 31, 2025 of the
Government on management and investment of state capital in enterprises;*

*Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber
Joint Stock Company (as amended and supplemented) approved by the General Meeting
of Shareholders on May 28, 2026;*

*Pursuant to relevant legal regulations and practical requirements in corporate
governance and production and business activities of the Company;*

*Pursuant to Official Letter No. 2551/CSVN-TCCB dated September 11, 2026 of
the Vietnam Rubber Group on the policy to convene the 2026 Extraordinary General
Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company;*

*Pursuant to Official Letter No. 864/HDQTCSVN-TCCB dated October 12, 2026
of the Vietnam Rubber Group regarding consensus on adjusting and supplementing
business lines and adjusting the maximum foreign ownership limit at Phuoc Hoa Rubber
Joint Stock Company;*

*Pursuant to Resolution No. 60/2026/NQ-HDQT dated October 14, 2026 of the
Board of Directors of Phuoc Hoa Rubber Joint Stock Company, which agreed to add
the content of amending and supplementing the Company's Charter for submission to
the Extraordinary General Meeting of Shareholders in 2026;*

The Board of Directors of the Company respectfully submits to the General
Meeting of Shareholders for consideration and approval the amendment and
supplementation of the Company's Charter on Organization and Operation, specifically
as follows:

1. Necessity and Content of Amending and Supplementing the Charter

In order to meet corporate governance requirements, comply with newly enacted
legal regulations, and address the practical needs of production and business operations,

the Company has conducted a comprehensive review of the current Charter on Organization and Operation.

Based on the review results and matters scheduled to be submitted to the 2026 Extraordinary General Meeting of Shareholders for consideration and decision, the Company is undertaking amendments and supplementations to the Charter towards updating, standardizing, and synchronizing provisions regarding corporate organization, governance, and operations. The amendments include: updating the business lines in accordance with the proposal submitted to the General Meeting of Shareholders for approval at this Meeting; amending and supplementing regulations relating to the adoption of General Meeting of Shareholders' resolutions by means of written consultation; and simultaneously reviewing, amending, supplementing, and standardizing other provisions throughout the Charter to reflect current laws, ensure consistent terminology and legal bases, clarify authorities and execution procedures, and safeguard the coherence and rigour of the Charter.

The Draft Amended and Supplemented Charter is accompanied by a Comparison Appendix between current provisions and proposed amendments and supplementations, serving as a basis for the General Meeting of Shareholders to consider and vote.

Upon approval by the General Meeting of Shareholders of the relevant matters, the Company will proceed to finalize the Charter and complete business registration change procedures in accordance with the law.

2. Recommendations

The Board of Directors respectfully submits to the 2026 Extraordinary General Meeting of Shareholders:

1. Consider and approve the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (as amended and supplemented) in accordance with the Draft Charter.

2. Authorize the Board of Directors to finalize, promulgate the amended and supplemented Charter, and carry out all necessary legal procedures in accordance with applicable laws and the Resolution of the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and resolution.

Sincerely./.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Website;
- Archived: Admin, BOD Secretariat.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut



**APPENDIX: COMPARATIVE SUMMARY TABLE OF PROPOSED AMENDMENTS AND SUPPLEMENTS
TO THE CHARTER OF PHUOC HOA RUBBER JOINT STOCK COMPANY**

(Attached to Submission No. 609/TTr-CSPH dated 14/10/2026 of Phuoc Hoa Rubber Joint Stock Company)

Notes:

1. This comparative table is formulated to contrast and review the current 2026 Charter of Organization and Operation (promulgated under Decision No. 590/QD-CSPH dated June 3, 2026) against the proposed Draft Amended and Supplemented Charter.

2. The table details specifically the articles and clauses that are amended, supplemented, standardized, or newly added to serve the review, discussion, and approval process at the General Meeting of Shareholders; clauses retained with no substantive changes are expressly noted to ensure the structural integrity of all 60 articles.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
1	Legal basis of promulgation	Decision No. 590/QD-CSPH cites: Law on Enterprises 2020; Law No. 76/2025/QH15; Law No. 68/2025/QH15; Law on Securities 2019; Decree No. 155/2020/ND-CP; Circular No. 116/2020/TT-BTC; GMS Resolution No. 30/2026/NQ-CSPH.	Article 1 extends the definitions of the Law on Enterprises (including Law No. 03/2022/QH15, Law No. 76/2025/QH15), Law on Securities, Law No. 68/2025/QH15, and guiding/superseding statutory documents.	Standardizing statutory drafting techniques and updating newly effective legal systems directly applicable to the Company.
2	Structure and Chapter titles	Divided into 21 sections, 60 articles; titles of selected sections structured by topic.	Restructured into 19 chapters, 60 articles; retitled selected articles (Articles 4, 10, 21, 24, 43, 46, 59).	Legal drafting technique: Systematizing the Charter's layout into the standard "Chapter – Article" hierarchy and standardizing article titles consistent with updated content.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
3	Article 1 – Interpretation of terms	Defines foundational terms: charter capital, voting capital, Law on Enterprises 2020, Law on Securities 2019, executive, manager, related person, major shareholder, Stock Exchange.	Supplements definitions: "Company", "Group/VRG", "Group's Capital Representative", "Law on Management and Investment of State Capital", "Internal Regulations on Corporate Governance", "Board of Directors Operating Regulations", "Applicable Law"; updates cross-references to amending legislation and the supremacy of mandatory legal provisions, corporate legal entity independence, and asset segregation.	In accordance with the Law on Enterprises, Law No. 68/2025/QH15, and Group regulations: Clarifying Parent–Subsidiary company relations, legal status, and authority of the State/Group Capital Representative.
4	Article 2, Clause 3 – Registered address and contact information	Head office: Hamlet 2A, Phuoc Hoa Commune, Ho Chi Minh City; Phone: 0274 3657.106; Fax: 0274 3657.110; Email: phuochoarubber@phr.vn; Website: phr.vn; Operational term: indefinite.	Head office: Phuoc Hoa So Hamlet, Phuoc Hoa Commune, Ho Chi Minh City; Phone: 0274 3657.106; removes Fax information; Email: vanthu@phr.vn; Website: phr.vn; Operational term: indefinite.	Reflecting actual corporate information: Standardizing the registered hamlet toponym in accordance with cadastral records and updating corporate email.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
5	Article 3 – Legal representatives	States the Company has 02 Legal Representatives: the Chairman of the Board of Directors and the General Director; cross-references rights and duties to Article 35.	Separately delineates the representative scope of each representative; internal division of duties does not prejudice bona fide third-party rights; duty of loyalty and care; power-of-attorney/substitution mechanisms during absence or incapacity.	In accordance with the Law on Enterprises: Clarifying legal representative authority between the governance body (BOD) and executive body (General Director), mitigating transactional legal risks with third parties.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
6	Article 4 – Business lines and operational objectives	Bulleted business line listing; lacks exhaustive industry codes (VSIC) and contains generic descriptions.	Retitled; converted to a structured schedule of 43 business lines with detailed VSIC codes; adds high-tech agriculture, renewable/clean energy, industrial park (IP) water supply/drainage & waste treatment, infrastructure construction, logistics, emissions measurement and carbon credit transfers (code 7499), IP healthcare; incorporates principles of non-engagement in prohibited sectors and compliance with conditional business criteria.	In accordance with the Vietnam Standard Industrial Classification (VSIC) and the Company's Business Development Strategy: Expanding into next-generation industrial parks, auxiliary infrastructure services, high-tech agriculture, and the carbon credit market.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
7	Article 5 – Scope of business and operations	Authorizes operations in published lines and other lines permitted by law as approved by the GMS.	Retains Clauses 1 and 2; supplements Clause 3 on relational principles with the Group: respecting VRG’s shareholder rights, coordinating document provision to enable Capital Representatives to report and seek instructions prior to voting under state-capital regulations.	In accordance with Law No. 68/2025/QH15 and the Group’s internal corporate governance regulations: Establishing inter-entity document coordination to ensure the Group’s Capital Representative properly exercises authority and reporting duties prior to voting.
8	Article 6 – Charter capital, shares, and founding shareholders	Charter capital: VND 1,354,991,980,000; 135,499,198 shares, par value VND 10,000/share; detailed provisions on rights offerings, treasury share repurchases, and founding shareholder particulars.	Charter capital: VND 2,438,977,990,000; 243,897,799 shares, par value VND 10,000/share; converts provisions on capital adjustments, issuances, and founding shareholders to cross-reference the Law on Enterprises and the Group's authority/rights (Clause 3).	Updating actual completed capital increase results and conforming with the Law on Enterprises, Law on Securities, and Group regulations on capital scale management authority.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
9	Article 7 – Share certificates	Provides for the issuance of physical certificates, specific issuance timeframes (15 days from submission or 2 months from payment), and replacement procedures for lost/damaged certificates.	Supplements share forms as "certificates, book entries, or electronic data"; converts procedures for issuance, maintenance, and replacement into cross-references under the Law on Enterprises and securities laws.	In accordance with the Law on Securities and the Law on Enterprises: Standardizing listed share ownership administered in electronic/book-entry form at the Vietnam Securities Depository and Clearing Corporation (VSDC).
10	Article 8 – Other securities certificates	Physical bonds or other securities must bear the signature of the Legal Representative and the Company seal.	Governs the issuance, registration, depository, transfer of ownership, and management of bonds/other securities via cross-references to the Law on Enterprises and securities laws.	In accordance with the Law on Securities and the Law on Enterprises: Streamlining procedures and encompassing electronic issuance methods for bonds and other securities.
11	Article 9 – Transfer of shares	Shares are freely transferable except as otherwise provided by law/Charter; unpaid shares are subject to transfer restrictions and forfeit associated rights.	Refines phrasing; cites statutory provisions under the Law on Enterprises and securities legislation concerning payment settlement, transfer restrictions, and transfer of share purchase rights.	In accordance with the Law on Enterprises and securities market legislation: Standardizing statutory references and phrasing.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
12	Article 10 – Treatment of unpaid shares	Retitled from: "Forfeiture of shares"; specifies 7-day payment notices, share forfeiture, penalty interest up to 1.5 times the SBV ceiling rate, and liability for the value of forfeited shares.	Retitled to: "Treatment of unpaid shares"; removes the 1.5x penalty interest provision; transitions to disposal/sale mechanism for unpaid shares pursuant to the Law on Enterprises, securities laws, and issuance conditions.	In accordance with the Law on Enterprises 2020: Eliminating obsolete notions of "share forfeiture" and penal interest; aligning with statutory resale procedures and approved issuance plans.
13	Article 11 – Organizational, governance, and control structure	Structure: 1. GMS; 2. Board of Directors; 3. Supervisory Board; 4. General Director.	Structure: 1. GMS; 2. Board of Directors; 3. Supervisory Board; 4. General Director.	Retained pursuant to the Law on Enterprises: Maintaining the traditional governance model appropriate to the Company's operational nature.
14	Article 12 – Rights of shareholders	Clause 1: Common shareholder rights.	Clauses 1 & 2: Standardizes wording regarding the right to petition the cancellation of GMS resolutions.	In strict compliance with Clause 5, Article 115 of the Law on Enterprises 2020: Aligning the statutory ownership threshold to 10% or more of total common shares for nominating candidates to the BOD and Supervisory Board.
		Clause 2: Shareholders/groups holding from 5% have the right to request GMS convening, inspect records, submit proposals.	Clause 3: Amends the ownership threshold for nominating candidates to the BOD and Supervisory Board to: holding 10% or more of total common shares.	

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
		Clause 3: Shareholders/groups holding from 5% of common shares have the right to nominate candidates to the BOD and Supervisory Board.		
15	Article 13 – Obligations of shareholders	Comprises 8 clauses specifying capital contribution, Charter compliance, confidentiality, GMS attendance/voting, and personal liability when using corporate status for personal benefit.	Condensed into 6 clauses; transfers provisions on GMS attendance/voting modalities to Article 20; focuses on full capital contribution, prohibition against unlawful capital withdrawal, Charter compliance, and data confidentiality.	Eliminating redundant text; relocating meeting procedural mechanics into the dedicated chapter/article on GMS conduct.
16	Article 14 – General Meeting of Shareholders	Mandates Annual GMS once per fiscal year within 04 months (BOD may extend up to 06 months); extraordinary meeting circumstances and replacement convening mechanism by the Supervisory Board/shareholders.	Editorial refinements; standardizes references regarding grounds, terms, and procedures for convening extraordinary meetings pursuant to the Law on Enterprises.	In accordance with the Law on Enterprises: Standardizing statutory grounds and sequence for convening extraordinary GMS sessions.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
17	Article 15 – Rights and duties of the GMS	Lists GMS authority, in which Point a, Clause 2 provides that the GMS discusses and approves: The annual business plan of the Company.	Amends Point a, Clause 2: The GMS reviews, discusses, and decides corporate orientations, strategies, and annual business plans (formulated by the BOD based on comments of the Capital Representative under state capital regulations and submitted to the GMS); supplements Clause 3: BOD duty to provide dossiers for the Capital Representative to consult VRG prior to voting, affirming that such consultation does not displace the GMS's ultimate statutory authority.	In accordance with the Law on Enterprises, Law No. 68/2025/QH15, and Group regulations: Clarifying the workflow whereby the BOD drafts and solicits State shareholder input prior to submitting items for GMS approval, while upholding statutory GMS decision-making authority.
18	Article 16 – Authorization to attend the GMS	Shareholders may attend directly or authorize proxies; specifies mandatory power-of-attorney terms; voting validity of authorized proxies.	Retains substantive principles; refines technical drafting in Clause 2: authorized proxies must "present the power of attorney upon registration" (replacing "submit").	Drafting technique and operational practice: Facilitating delegate credential verification during GMS attendee registration.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
19	Article 17 – Amendment of rights	Resolutions adversely altering preferred share rights require approval by preferred shareholders of that class holding 75% or more; meeting quorum requires at least 02 holders representing 1/3 of the par value.	Retains all substantive terms, requisite affirmative voting ratios, and procedural quorum conditions for class meetings of preferred shareholders.	Retained pursuant to the Law on Enterprises: Protecting statutory rights and legitimate interests attached to preference share classes.
20	Article 18 – Convening, agenda & meeting notices of GMS	Convened by BOD; shareholder list finalized no more than 10 days before notice issuance; notices dispatched at least 21 days prior; documents sent or downloadable via links; proposal rights within 03 business days.	Supplements electronic dispatch (email) of meeting notices to registered shareholder addresses; supplements mandatory disclosures via the SSC and HOSE information disclosure systems.	In accordance with the Law on Enterprises, Law on Securities, and digital corporate governance trends: Legitimizing electronic delivery of meeting invitations and materials, optimizing administrative expenditures.
21	Article 19 – Conditions for conducting the GMS	1st session: attending shareholders represent over 50% of total voting shares; 2nd session (within 30 days): 33% or more; 3rd session (within 20 days): independent of representation ratio.	Retains all voting threshold percentages and notice convening timelines across 1st, 2nd, and 3rd GMS convocations.	Retained pursuant to Article 145 of the Law on Enterprises 2020: Ensuring statutory shareholder representation ratios for meeting validity.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
22	Article 20 – Meeting format & voting at the GMS	Attendee registration procedures; appointment of Chairperson, Secretary, Vote Counting Committee; item-by-item voting; meeting adjournment up to 03 business days; virtual/hybrid GMS organization.	Retains the entire sequence, registration procedures, adjournment rules, and virtual/hybrid meeting modalities; polishes wording for clarity.	In accordance with the Law on Enterprises and Decree No. 155/2020/ND-CP: Standardizing organizational procedures for in-person and hybrid/virtual GMS meetings.
23	Article 21 – Passing GMS resolutions	65% threshold for critical matters calculated on total votes of "attending shareholders"; cumulative voting for BOD/Supervisory Board; ordinary matters require over 50% of attending shareholders.	Refines precise denominator: calculated on total votes of "shareholders attending and voting at the meeting"; supplements Clause 7: VRG's instructions to its Capital Representative do not alter statutory GMS approval thresholds.	In accordance with Article 148 of the Law on Enterprises 2020 and Group regulations: Standardizing the statutory denominator ("attending and voting") and establishing voting principles for the Capital Representative.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
24	Article 22 – Written shareholder ballots	Governs BOD written solicitation; dossier, ballot contents, minimum 10-day response window, vote counting minutes, and over 50% approval threshold of total voting shares.	Details in Clauses 2 and 3 the specific catalog of matters eligible for written shareholder approval (Charter amendments, strategic orientations, personnel, projects $\geq 35\%$, dividends, reserve funds, issuances, capital adjustments, related-party contracts, etc.).	In accordance with the Law on Enterprises: Enumerating and expanding matters eligible for written solicitation to enhance executive flexibility and operational responsiveness.
25	Article 23 – GMS minutes	Minutes drafted in Vietnamese; summarizes proceedings, vote tally; approved prior to adjournment; joint liability of Chairperson and Secretary; archival and disclosure duties.	Retains all mandatory contents of meeting minutes, default execution mechanisms when the Chairperson/Secretary declines to sign, and information disclosure/record-keeping duties.	Retained pursuant to the Law on Enterprises and securities laws: Ensuring evidential validity and mandatory information disclosure compliance.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
26	Article 24 – Petition to cancel GMS resolutions	Retitled from: "Petition to cancel GMS decisions"; 90-day statutory limitation; cites standing pursuant to Clause 3, Article 12 of the Charter; reconvening within 30 days.	Retitled to: "Petition to cancel GMS resolutions"; cites standing pursuant to Clause 2, Article 115 of the Law on Enterprises; reconvening within 30 days of effective Court/Arbitration decisions.	In accordance with the Law on Enterprises 2020: Standardizing title terminology ("decisions" to "resolutions") and correctly cross-referencing shareholder standing under Clause 2, Article 115.
27	Article 25 – Nomination and candidacy for BOD	Nominee disclosures at least 10 days prior; shareholders/groups holding from 5% may nominate (5% to <10%: 1 candidate; 10% to <30%: 2; 30% to <50%: 3; 50% to <65%: 4; ≥65%: full slate).	Disclosures 10 days prior; shareholders/groups holding from 10% eligible to nominate (10% to <30%: up to 2 candidates; 30% to <50%: 3; 50% to <65%: 4; ≥65%: full slate); incumbent BOD introduces candidates upon insufficient nominations.	In strict compliance with Clause 5, Article 115 of the Law on Enterprises 2020: Setting the nomination threshold at 10% or more of common shares and realigning candidate quota tiers accordingly.
28	Article 26 – Composition & term of the BOD	Fixed BOD size of 05 members; term not exceeding 05 years; at least 1/3 non-executive members; at least 01 independent member.	Amends BOD size to: from 3 to 5 members; term not exceeding 05 years; at least 01 non-executive member; at least 01 independent member.	In accordance with the Law on Enterprises and corporate governance realities: Establishing a flexible range (3 to 5 members) to maintain structural governance stability during personnel transitions.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
29	Article 27 – Rights and duties of the BOD	Management powers: business strategy, capital, investments, organizational structure, personnel, internal regulations pursuant to the Law on Enterprises and Circular No. 116.	Supplements obligation to provide records for the Capital Representative to report/consult VRG (Clauses 3, 4, 5); decentralizes investment decisions per Group regulations; establishes state capital preservation and supervision regimes (Clause 7).	In accordance with the Law on Enterprises, Law No. 68/2025/QH15, and Group regulations: Aligning BOD managerial duties with state capital monitoring, capital preservation, and hierarchical Group consultation workflows.
30	Article 28 – Remuneration and salaries of the BOD	Remuneration calculated on working days, decided by GMS; expensed as operational costs; executive/committee member pay; reimbursement of travel/lodging expenses; D&O insurance.	Retains principles governing remuneration, bonuses, expense reimbursements, and D&O insurance; technical drafting edit in Clause 4: salary/remuneration disbursed per GMS resolutions and statutory law.	In accordance with the Law on Enterprises and Law on Corporate Income Tax: Standardizing GMS approval authority over BOD salaries and remuneration.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
31	Article 29 – Chairman of the Board of Directors	Elected/dismissed by BOD; cannot hold concurrent position of General Director; convenes and chairs BOD/GMS meetings; delegates powers when absent.	Supplements duty to directly supervise/coordinate financial oversight, strategic planning, land administration, and rubber plantation liquidations (Clause 3); supplements consultation/alignment with the Group prior to electing the Chairman (Clause 4).	In accordance with Group cadre decentralization policies and the specific requirements of rubber asset management: Enhancing supervisory authority over land and rubber plantations while ensuring alignment on executive appointments.
32	Article 30 – Board of Directors meetings	Governs convening, quorum (at least 3/4 members), attendance forms, voting, and meeting minutes; notices served at least 03 business days in advance.	Retains substantive provisions, quorum (3/4), participation modalities, and 3-business-day notice requirement; editorial enhancements to Clause 8 for clarity.	Retained pursuant to Article 157 of the Law on Enterprises 2020 and standard legal drafting techniques.
33	Article 31 – BOD Subcommittees	BOD may establish subcommittees for development policy, personnel, remuneration, internal audit, risk; minimum 3 members; dominated by independent/non-executive members.	Retains entire framework on establishment, composition, and operating principles of BOD subcommittees.	Retained pursuant to Decree No. 155/2020/ND-CP and best public company corporate governance practices.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
34	Article 32 – Corporate Governance Officer	At least 1 person appointed (concurrently Corporate Secretary); cannot work for the Company’s independent auditor; lists governance support rights and duties.	Retains all requirements, qualifications, and statutory duties of the Corporate Governance Officer.	Retained pursuant to Article 156 of the Law on Enterprises 2020 and Decree No. 155/2020/ND-CP.
35	Article 33 – Organizational management structure	Executive body reports to BOD; comprises General Director, Deputy General Directors, Chief Accountant, and positions appointed/dismissed by the BOD.	Retains principles governing executive management architecture and BOD appointment/dismissal authority.	Retained pursuant to the Law on Enterprises: Reinforcing executive management accountability directly to the Board of Directors.
36	Article 34 – Corporate executives	Includes General Director, Deputy General Directors, Chief Accountant; recruited upon General Director's recommendation and BOD approval; compensation fixed by BOD, expensed, and reported to GMS.	Retains full provisions governing executive composition, appointment protocols, and compensation schemes.	Retained pursuant to the Law on Enterprises and corporate financial regimes.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
37	Article 35 – General Director	BOD appoints a Director or hires externally; term not exceeding 05 years; specifies 9 categories of day-to-day operational rights and duties.	Retains structure of operational duties; supplements: personnel under the Group's management matrix must follow VRG personnel protocols for nomination, appointment, dismissal, and contract execution/termination (Clause 1).	In accordance with the Group's personnel management and capital representative decentralization regulations: Ensuring highest executive appointments adhere to Parent company oversight protocols.
38	Article 36 – Nomination of the Supervisory Board	Nominee disclosures 10 days prior; shareholders/groups holding from 5% may nominate (5% to <30%: 1 candidate; 30% to <50%: 2; ≥50%: full slate); incumbent board introduces candidates when deficient.	Disclosures 10 days prior; shareholders/groups holding from 10% eligible to nominate (10% to <30%: up to 1 candidate; 30% to <50%: 2; 50% to <65%: 3; ≥65%: full slate); incumbent board introduces candidates when deficient.	In strict compliance with Clause 5, Article 115 of the Law on Enterprises 2020: Standardizing the Supervisory Board nomination threshold to 10% or more, aligned with BOD nomination criteria.
39	Article 37 – Composition of the Supervisory Board	Fixed at 03 members; term up to 05 years; independence criteria: not serving in finance/accounting or auditing the Company within the prior 3 years; grounds for removal/dismissal.	Retains 03-member size, term, professional independence qualifications, and statutory grounds for removal or dismissal.	Retained pursuant to Articles 168 and 169 of the Law on Enterprises 2020.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
40	Article 38 – Head of the Supervisory Board	Elected by majority vote; over 1/2 must reside in Vietnam; holds university degree or higher in economics, finance, accounting, or law; convenes meetings, signs reports.	Retains qualifications, election protocols, and duties of the Head of the Supervisory Board.	Retained pursuant to Clause 2, Article 168 of the Law on Enterprises 2020.
41	Article 39 – Rights and duties of the Supervisory Board	Monitors financial health and legal compliance of the BOD and General Director; recommends independent auditors; submits reports to GMS; access to records and facilities.	Retains all 10 statutory categories of Supervisory Board rights and obligations.	Retained pursuant to Article 170 of the Law on Enterprises 2020.
42	Article 40 – Meetings of the Supervisory Board	Meets at least twice annually; quorum requires 2/3 members; detailed meeting minutes; right to request BOD, General Director, and independent auditor to attend and provide explanations.	Retains meeting frequency, quorum requirements, and authority to request explanations.	Retained pursuant to Article 171 of the Law on Enterprises 2020.
43	Article 41 – Salaries and remuneration of the Supervisory Board	GMS approves total remuneration, bonuses, and operational budget annually; reimburses expenses and engagement of outside experts; expensed to operational costs.	Retains remuneration structures, bonuses, independent consultancy budgets, and expense reimbursements.	Retained pursuant to Article 172 of the Law on Enterprises 2020.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
44	Article 42 – Duty of care	Members of BOD, Supervisors, General Director, and other executives must perform duties honestly and prudently in the best interests of the Company.	Retains substantive duty-of-care obligations.	Retained pursuant to Article 165 of the Law on Enterprises 2020.
45	Article 43 – Loyalty, conflicts of interest, and capital representatives	Retitled from: "Duty of loyalty and avoiding conflicts of interest"; imposes a fixed threshold for related-party transactions (>0.5% of assets requires GMS approval).	Retitled: adds "and the Group's Capital Representative"; removes the rigid 0.5% ceiling, cross-referencing thresholds to the Law on Enterprises and securities laws; adds duties for VRG Capital Representatives (Clauses 6–11).	In accordance with the Law on Enterprises, Law on Securities, and Group regulations: Removing the 0.5% threshold to align with statutory limits (35% threshold under the Law on Enterprises); institutionalizing reporting and voting obligations of the State Capital Representative.
46	Article 44 – Liability for damages and indemnification	Breaches of loyalty and care obligate compensation; Company indemnifies managers against claims if acting lawfully; GMS approves liability insurance purchases.	Retains principles regarding damages, indemnification, and GMS approval for D&O liability insurance coverage.	Retained pursuant to the Law on Enterprises and public company governance best practices.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
47	Article 45 – Right to inspect books and corporate records	Common shareholders inspect shareholder registers, Charter, GMS minutes; shareholders holding $\geq 5\%$ inspect BOD minutes, financial reports, Supervisory Board reports; archival and online publication terms.	Retains inspection rights for shareholders and governance bodies, alongside disclosure and archival duties.	Retained pursuant to Articles 11 and 176 of the Law on Enterprises 2020.
48	Article 46 – Employees and the trade union	Retitled from: "Employees and trade union"; General Director must formulate plans for BOD approval on hiring, dismissals, salaries, insurance, benefits, discipline.	Retitled to: "Employees and the trade union"; General Director independently executes personnel administration per law; only matters under statutory BOD authority are submitted to the BOD for decision.	In accordance with the Labor Code and internal governance decentralization: Standardizing labor terminology and empowering the General Director's operational autonomy, avoiding administrative overburdening of the Board.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
49	Article 47 – Profit distribution	Clause 6 (amended per Decision No. 590/QD-CSPH): Development Investment Fund appropriation decided by GMS per capital needs/plans; bonus/welfare fund appropriations and cash dividend payouts.	Comprehensively amended: Cites statutory mechanisms governing profit distribution, Development Investment Fund, bonus/welfare funds, and budget obligations under state capital management laws and applicable guiding Decrees.	In accordance with Law No. 68/2025/QH15 and Group rules on state capital: Standardizing post-tax profit distribution, reserve appropriations, and state budget/dividend payouts under the financial regime for state-controlled enterprises.
50	Article 48 – Bank accounts	Accounts opened at banks in Vietnam; opening offshore accounts requires "prior approval from the competent state authority".	Accounts opened at banks in Vietnam; opening offshore accounts complies with "foreign exchange laws and relevant legal regulations".	In accordance with the Ordinance on Foreign Exchange and guiding regulations of the State Bank of Vietnam.
51	Article 49 – Fiscal year	Fiscal year commences on January 1 and concludes on December 31 of the same solar calendar year.	Fiscal year commences on January 1 and concludes on December 31 of the same solar calendar year.	Retained pursuant to the Law on Accounting.
52	Article 50 – Accounting regime	Adopts the Vietnamese Enterprise Accounting System; records kept in Vietnamese; accounting currency is Vietnam Dong (or foreign currency where eligible).	Retains provisions on the accounting regime, record language, and functional accounting currency.	Retained pursuant to the Law on Accounting.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
53	Article 51 – Financial statements	Preparation, audit, submission, and public disclosure of annual audited, semi-annual reviewed, and quarterly financial statements under securities laws.	Retains statutory reporting duties; supplements Clauses 4 and 5: establishes state capital preservation monitoring/evaluation and ad-hoc reporting duties to the ownership representative agency.	In accordance with the Law on Securities and Law No. 68/2025/QH15: Adding reporting regimes to support financial monitoring and capital preservation assessments by the state ownership representative agency.
54	Article 52 – Annual report	Formulates and publishes Annual Reports pursuant to securities and stock market laws.	Retains statutory obligations regarding the preparation and public disclosure of Annual Reports.	Retained pursuant to regulatory Circulars on securities information disclosure.
55	Article 53 – Auditing	GMS appoints or authorizes the BOD to select an independent audit firm; audit report attached to annual financials; auditor's right to attend GMS.	Retains GMS/BOD authority in selecting independent auditors and auditor attendance rights at the GMS.	Retained pursuant to the Law on Independent Audit and the Law on Securities.
56	Article 54 – Corporate seal	Physical stamps or digital signatures; BOD decides seal type, quantity, and design; BOD and General Director manage and use seals per law.	Retains provisions on seal forms, governance authorization, and statutory custody/usage responsibilities.	Retained pursuant to Article 43 of the Law on Enterprises 2020 and the Law on E-Transactions.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
57	Article 55 – Dissolution of the Company	Enumerates grounds for dissolution (term expiry, GMS resolution, license revocation...); GMS resolves, BOD implements.	Retains dissolution grounds; supplements Clause 2: must secure formal written approval on dissolution policy from the Group/Ownership Representative Agency prior to BOD submitting to the GMS.	In accordance with Law No. 68/2025/QH15 and Group regulations: Upholding the role of the State capital owner by requiring Parent-group policy clearance prior to initiating dissolution or bankruptcy proceedings.
58	Article 56 – Extension of operational term	GMS convened at least 07 months prior to expiration; approval requires 65% of attending voting shares.	Follows statutory timelines and sequences; supplements compliance with state capital management laws and Group rules (Clause 2); affirms the Company operates for an indefinite term (Clause 3).	In accordance with the Law on Enterprises, Law No. 68/2025/QH15, and Group regulations: Streamlining administrative procedures and clarifying the Company's indefinite operational duration.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
59	Article 57 – Liquidation	BOD sets up a 3-member Liquidation Committee (02 appointed by GMS, 01 appointed by BOD from an audit firm); specifies debt settlement priorities.	Shifts to statutory liquidation principles under the Law on Enterprises, Law on Bankruptcy, and state capital laws; adds principles of transparency, capital preservation, and compliance with Group decentralization (Clause 4).	In accordance with the Law on Enterprises, Law on Bankruptcy, and Group regulations: Streamlining internal liquidation committee formalities, applying statutory liquidation frameworks, and linking asset disposals to State capital preservation duties.
60	Article 58 – Internal dispute resolution	Negotiation and conciliation within 30 business days; BOD Chairman presides; independent experts; 6-week mediation window prior to filing at Arbitration or Court.	Retains all internal negotiation, mediation, dispute escalation timeframes, and judicial/arbitral jurisdictions.	Retained pursuant to the Law on Enterprises and the Civil Procedure Code.

No.	Article/Clause for Comparison	Current 2026 Charter (Summary)	Proposed Draft Charter (Summary)	Rationale for Amendments & Supplements
61	Article 59 – Amendments and supplements to the Charter	Retitled from: "Company Charter"; amendments decided by GMS; where statutory laws conflict with the Charter, applicable law prevails.	Retitled to: "Amendments and supplements to the Charter"; supplements BOD responsibilities in regular review and proposals; supplements Clause 3: safeguarding Group rights and interests regarding changes affecting ownership ratios/voting power.	In accordance with the Law on Enterprises and the Group's capital governance regulations: Standardizing article titles, setting proactive BOD review duties, and protecting State shareholder ownership rights during Charter revisions.
62	Article 60 – Effective date	Notes 21 sections, 60 articles; adopted on May 28, 2026 at Hamlet 2A; made in 10 original counterparts.	Notes 19 chapters, 60 articles; takes effect from the date of GMS approval; entirely supersedes the previous Charter.	Formally establishes the total supersession and replacement of the predecessor Charter.

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY



CHARTER
PHUOC HOA RUBBER JOINT STOCK COMPANY

Ho Chi Minh City, October 2026

TABLE OF CONTENTS

CHAPTER I	4
DEFINITIONS OF TERMS IN THE CHARTER	4
Article 1. Interpretation of terms	4
CHAPTER II.....	5
NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY	5
Article 2. Name, form, head office, branches, representative offices and operational duration of the Company	5
Article 3. Legal representatives of the Company	6
CHAPTER III	7
OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY.....	7
Article 4. Business lines and operational objectives of the Company	7
Article 5. Scope of business and operations of the Company.....	11
CHAPTER IV.....	12
CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	12
Article 6. Charter Capital, Shares, and Founding Shareholders	12
Article 7. Share certificates	13
Article 8. Other securities certificates.....	13
Article 9. Transfer of shares	14
Article 10. Handling of unpaid shares	14
CHAPTER V	14
ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE	14
Article 11. Organizational, governance and control structure	14
CHAPTER VI.....	15
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....	15
Article 12. Rights of shareholders	15
Article 13. Obligations of shareholders	17
Article 14. The General Meeting of Shareholders.....	17

Article 15. Rights and duties of the General Meeting of Shareholders.....	19
Article 16. Authorization to attend the General Meeting of Shareholders	21
Article 17. Variation of rights.....	22
Article 18. Convening, agenda, and notice of the General Meeting of Shareholders.....	22
Article 19. Conditions for conducting the General Meeting of Shareholders .	24
Article 20. Formalities for conducting meetings and voting at the General Meeting of Shareholders	25
Article 21. Adoption of resolutions of the General Meeting of Shareholders.	27
Article 22. Competence and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders	28
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	30
Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders.....	31
Article 25. Candidacy and nomination of members of the Board of Directors	32
Article 26. Composition and term of office of members of the Board of Directors	33
Article 27. Rights and duties of the Board of Directors	34
Article 28. Remuneration, salaries, and other benefits of members of the Board of Directors	36
Article 29. Chairman of the Board of Directors.....	37
Article 30. Meetings of the Board of Directors.....	38
Article 31. Committees of the Board of Directors	40
Article 32. Person in charge of corporate governance.....	40
Article 33. Organization of the management apparatus	41
Article 34. Executives of the Company	41
Article 35. Appointment, dismissal, duties, and powers of the General Director	42
Article 36. Candidacy and nomination of members of the Supervisory Board	43
Article 37. Composition of the Supervisory Board	44
Article 38. Head of the Supervisory Board.....	45
Article 39. Rights and obligations of the Supervisory Board	45

Article 40. Meetings of the Supervisory Board.....	46
Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board.....	46
Article 42. Duty of care.....	47
Article 43. Duty of loyalty, avoidance of conflicts of interest, and Representatives of the Group's Capital Contribution.....	47
Article 44. Liability for damages and indemnification.....	48
CHAPTER XI.....	49
RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY...	49
Article 45. Right to inspect books and records	49
Article 46. Employees and the trade union organization.....	50
Article 47. Profit distribution	50
Article 48. Bank accounts	51
Article 49. Fiscal year	51
Article 50. Accounting regime	51
Article 51. Annual, semi-annual, and quarterly financial statements	52
Article 52. Annual report.....	52
Article 53. Audit	52
Article 54. Seal of the enterprise	53
Article 55. Dissolution of the Company	53
Article 56. Extension of operational duration	54
Article 57. Liquidation	54
Article 58. Settlement of internal disputes.....	54
Article 59. Amendment and supplementation of the Charter	55
Article 60. Effective date.....	56

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the terms below shall be construed as follows:

a) “Company” means Phuoc Hoa Rubber Joint Stock Company;

b) “Group” or “VRG” means Vietnam Rubber Group - Joint Stock Company, being the parent company and a shareholder of the Company; exercising the rights and obligations of a shareholder as well as the rights and responsibilities of the parent company in accordance with the law, this Charter, the Group's Charter, and relevant regulations;

c) “Charter Capital” means the total par value of shares sold or registered for subscription upon the establishment of the Company and as provided by the law and this Charter;

d) “Voting Share” means a share whose holder is entitled to vote at the General Meeting of Shareholders pursuant to the provisions of the law and this Charter;

e) “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, Law No. 76/2025/QH15, and documents amending, supplementing, replacing, or guiding the implementation thereof from time to time;

f) “Law on Securities” means Law on Securities No. 54/2019/QH14 dated November 26, 2019, and documents amending, supplementing, replacing, or guiding the implementation thereof from time to time;

g) “Law on Management and Investment of State Capital in Enterprises” means Law No. 68/2025/QH15 dated June 14, 2025, and documents amending, supplementing, replacing, or guiding the implementation thereof from time to time;

h) “Representative of the Group’s Capital Contribution in the Company” means an individual designated, assigned, or authorized by the Group to exercise part or all of the Group's rights, responsibilities, and obligations in its capacity as a shareholder of the Company in accordance with the law and the Group's regulations;

i) “Enterprise Manager” means the Chairman of the Board of Directors, a member of the Board of Directors, the General Director, and any other individual holding a managerial position authorized to act in the name of the Company pursuant to the law and this Charter;

k) “Executive” means the General Director, Deputy General Directors, Chief Accountant, and other executives as provided by the Company;

l) “Related Person” means an individual or organization determined in accordance with the Law on Enterprises, the Law on Securities, and relevant laws from time to time;

m) “Major Shareholder” means a shareholder determined in accordance with the provisions of the Law on Securities;

n) “Date of Establishment” means the date on which the Company was first issued the Enterprise Registration Certificate;

o) “Internal Regulations on Corporate Governance” means the regulations approved by the General Meeting of Shareholders governing the corporate governance of the Company in accordance with the law and this Charter;

p) “Operating Regulations of the Board of Directors” means the regulations approved by the General Meeting of Shareholders governing the organization, operational principles, powers, responsibilities, assignment, delegation of authority, and working regime of the Board of Directors;

q) “Law” means the entire system of Vietnamese law relevant to the organization, governance, operation, and capital management of the Company.

2. Where this Charter references one or more legal provisions or legal normative documents, such reference shall include documents amending, supplementing, or replacing them, and documents guiding the implementation thereof, unless otherwise provided in this Charter.

3. In the event of any conflict between the provisions of this Charter and mandatory provisions of the law, the provisions of the law shall prevail. The exercise of shareholders' rights, the parent company's rights, and the governance and management of the Company must comply with the law and this Charter, and ensure the independence of the Company's legal personality, assets, rights, and obligations. The Group shall exercise its rights and obligations toward the Company in accordance with the law, this Charter, the Group's Charter, and relevant regulations.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices and operational duration of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN CAO SU PHƯỚC HÒA
- English name: PHUOC HOA RUBBER JOINT STOCK COMPANY
- Transaction name: CÔNG TY CỔ PHẦN CAO SU PHƯỚC HÒA

- Abbreviated name: PHURUCO
- Company logo:



2. The Company is a joint stock company possessing legal personality in accordance with the prevailing laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: Phuoc Hoa So Hamlet, Phuoc Hoa Commune, Ho Chi Minh City.

- Telephone: 0274 3657.106

- E-mail: vanthu@phr.vn

- Website: www.phr.vn

4. The Company may establish branches and representative offices in its operational areas to realize the business objectives of the Company, subject to decisions of the Board of Directors and to the extent permitted by law.

5. Unless terminated early pursuant to Clause 2, Article 52 or extended pursuant to Article 53 of this Charter, the operational duration of the Company commences from the date of establishment and is indefinite.

Article 3. Legal representatives of the Company

1. The Company has 02 (two) legal representatives, comprising: a) The Chairman of the Board of Directors; and b) The General Director.

2. The Chairman of the Board of Directors is a legal representative of the Company, representing the Company within the scope of rights, obligations, and authority provided by the law, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

3. The General Director is a legal representative of the Company, representing the Company within the scope of rights, obligations, and authority provided by the law, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; and organizing and managing the day-to-day production and business activities of the Company in accordance with regulations.

4. The division of the scope of representation between the Legal Representatives as stipulated in Clauses 2 and 3 of this Article constitutes a demarcation of internal responsibilities and authority within the Company, and shall not prejudice or restrict the rights of third parties under the law. A legal

representative must exercise their rights and perform their obligations honestly, prudently, and to the best of their ability to ensure the legitimate interests of the Company, and shall be held liable in accordance with the provisions of the law.

5. In the event that one of the Legal Representatives is absent from Vietnam or is unable to exercise their rights and perform their obligations, the authorization or replacement of such legal representative shall be carried out in accordance with the provisions of the Law on Enterprises, relevant laws, and this Charter.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Business lines and operational objectives of the Company

1. Business lines

The Company engages in investment and business activities in the following business lines:

No.	Business Lines	Industry Code
1	Growing of rubber trees	0125
2	Growing of vegetables, beans and flowers Detail: High-tech cultivation of short-term agricultural crops.	0118
3	Growing of other annual crops	0119
4	Growing of fruit trees Detail: High-tech cultivation of fruit trees.	0121
5	Growing of other perennial crops Detail: High-tech cultivation of other perennial crops.	0129
6	Plant propagation and care of agricultural seedlings Detail: High-tech propagation and care of agricultural seedlings.	0130
7	Agricultural support activities	0161
8	Post-harvest crop activities Detail: Exploitation and processing of rubber latex.	0163
9	Silviculture, forest care, and seedling propagation for forestry	0210
10	Logging Detail: Logging of planted forests (excluding: forest inventory, assessment, and logging of natural forests).	0220
11	Processing and preserving of fruit and vegetables	1030
12	Sawing, shaping, planing, and preserving of wood Detail: Processing of rubberwood.	1610
13	Manufacture of fertilizers and nitrogen compounds	2012
14	Manufacture of plastics and synthetic rubber in primary forms	2013
15	Manufacture of other rubber products	2219
16	Manufacture of plastics products	2220

No.	Business Lines	Industry Code
17	Repair and maintenance of electrical equipment Detail: Maintenance of transformers, generators, converters, batteries/accumulators, and electrical equipment, etc.	3314
18	Production of electricity from renewable energy Detail: Solar power generation and generation from other renewable energy sources (excluding transmission, national power system dispatching; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	3512
19	Transmission and distribution of electricity Detail: Retail sale of electricity to end-users (excluding transmission, national power system dispatching; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	3513
20	Water collection, treatment and supply Detail: Water supply for production and daily living activities in industrial parks and industrial clusters.	3600
21	Sewerage and wastewater treatment Detail: Wastewater treatment in industrial parks and industrial clusters.	3700
22	Collection of non-hazardous waste Exclusion: Excluding direct household waste collection services.	3811
23	Remediation activities and other waste management services	3900
24	Construction of residential buildings Detail: Construction of technical infrastructure for residential areas and urban areas.	4101
25	Construction of non-residential buildings Detail: Construction of technical infrastructure for industrial parks.	4102
26	Construction of road projects Detail: Construction and repair of road works.	4212
27	Construction of power projects Detail: Execution and construction of power works (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	4221
28	Construction of other civil engineering projects Detail: Construction of non-building industrial works and hydraulic works (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	4299

No.	Business Lines	Industry Code
29	Electrical installation Detail: Installation of electrical equipment.	4321
30	Other construction installation Detail: Installation of specialized aluminum mounting frames, brackets, and scaffolding systems for rooftop or ground-mounted solar panels.	4329
31	Wholesale of other construction materials and installation equipment Detail: Wholesale of rubberwood (excluding the exercise of export rights, import rights, and distribution rights for: tobacco and cigars; books, newspapers, and magazines; recorded items; precious metals and gemstones; pharmaceutical products; explosives; crude oil and processed oil; rice; cane sugar and beet sugar).	4673
32	Other specialized wholesale not elsewhere classified Detail: Wholesale of fertilizers, agricultural chemicals, rubber latex, raw rubber, and rubber products (Only applicable to goods and activities where Vietnamese law and international treaties to which Vietnam is a signatory do not restrict market access for foreign investors. Excluding the exercise of export rights, import rights, and distribution rights for goods in which foreign investors and foreign-invested economic entities are prohibited from exercising such rights).	4679
33	Freight transport by road Detail: Freight transport by motor vehicles.	4933
34	Warehousing and storage of goods	5210
35	Other service activities supporting transport Detail: Entrusted goods import-export agency services; freight forwarding agency services; logistics services (excluding the exercise of export rights, import rights, and distribution rights for: tobacco and cigars; books, newspapers, and magazines; recorded items; precious metals and gemstones; pharmaceutical products; explosives; crude oil and processed oil; rice; cane sugar and beet sugar; maritime pilotage services; and other aviation transport support services).	5229
36	Other financial service activities not elsewhere classified (excluding insurance and pension funding) Detail: Financial investment.	6499

No.	Business Lines	Industry Code
37	Real estate activities with own or leased property Detail: Investment, business operation, management, development, and leasing of infrastructure in industrial parks, industrial clusters, residential areas, and commercial areas; investment in construction, management, operation, and leasing of worker dormitories, worker housing, and staff housing serving employees and experts within industrial parks and industrial clusters invested by the Company; real estate business within the scope permitted by law (excluding investment in infrastructure construction of cemeteries and graveyards for transferring land use rights associated with infrastructure).	6810
38	Architectural and engineering activities and related technical consultancy Detail: Consultancy for survey, design, and construction supervision of transmission lines and substations up to 110 kV; design and supervision consultancy for solar power systems; project management consultancy, formulation of investment projects, cost estimation; consultancy for detailed master planning of industrial parks and residential areas (excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic significance).	7110
39	Technical testing and analysis Detail: Inspection, calibration, testing, and examination of electrical equipment; electrical equipment experimental testing and calibration. (Excluding: inspection (testing, examination) and certificate issuance for transport vehicles (including systems, assemblies, components, and parts); technical safety and environmental protection inspection and certification for specialized vehicles, equipment, containers, and packaging of dangerous goods in transport; technical safety and environmental protection inspection and certification for offshore oil and gas exploration, exploitation, and transport vehicles and equipment; occupational safety technical inspection for machinery and equipment subject to strict safety requirements installed on transport vehicles and offshore oil and gas exploration/exploitation equipment; fishing vessel registration and inspection).	7120

No.	Business Lines	Industry Code
40	Other professional, scientific, and technical activities not elsewhere classified Detail: Environmental and technological consultancy; greenhouse gas (GHG) inventory; measurement, reporting, and verification (MRV) of GHG emission reduction results; development and implementation of GHG emission reduction and carbon sink enhancement programs and projects; creation, registration, management, and transfer of carbon credits generated from rubber plantations, planted forests, and the Company's emission reduction activities in accordance with the law.	7499
41	Other education support activities	8569
42	Hospital and medical station activities Detail: Activities of medical stations/clinics.	8610
43	Medical, specialized, and dental practice activities	8620

2. The Company shall not register or conduct any business lines subject to investment and business prohibitions under the law. With respect to conditional business lines or business lines subject to market access restrictions for foreign investors, the Company shall only conduct such operations upon fully satisfying all statutory conditions in accordance with applicable laws.

3. The operational objectives of the Company are to generate legitimate profits; preserve and grow shareholders' capital, including state capital (if any); enhance enterprise value and optimize the efficient use of land, assets, and corporate resources; create stable employment and income for employees; fulfill community responsibilities; and contribute to socio-economic development.

4. The list of industry codes, business line titles, detailed business scopes, and carve-outs/exclusions used to determine the foreign ownership limit (FOL) shall be implemented consistently with the Enterprise Registration Certificate, dossiers on disclosure of maximum foreign ownership ratio, and approval documents issued by competent state authorities from time to time. In the event of any discrepancy between this Charter and the Enterprise Registration Certificate regarding industry names, codes, or detailed business scopes, the Company shall promptly carry out procedures for corresponding amendments and supplements.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with its business lines published on the National Business Registration Portal and this Charter, in compliance with applicable laws, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other lines of business permitted by law and approved by the General Meeting of Shareholders.

3. In relations with the Group, the Company respects and fully ensures the rights of the Group in its capacity as a shareholder in accordance with the law and this Charter. With respect to matters within the purview of shareholders' rights, the Company shall execute them in accordance with resolutions of the General Meeting of Shareholders and the lawful voting rights of the Group. With respect to matters where the law on the management and investment of state capital or regulations of the Group require the Representative of the Capital Contribution to report, seek instructions, or obtain approval prior to casting votes, the Company shall cooperate to provide all complete dossiers and documents for the Representative to comply with such regulations.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 2,438,977,990,000 (in words: two trillion, four hundred thirty-eight billion, nine hundred seventy-seven million, nine hundred ninety thousand Vietnamese Dong). The total charter capital is divided into 243,897,799 shares with a par value of VND 10,000 per share.

2. The Company has the right to increase or reduce its charter capital; offer and issue shares, bonds, and other types of securities in accordance with the provisions of the Law on Enterprises, the law on securities, relevant laws, and this Charter.

The increase or reduction of charter capital and the issuance of securities falling under the authority of the General Meeting of Shareholders, the Board of Directors, or other competent bodies or persons of the Company shall be carried out strictly within their competence and in accordance with the order and procedures stipulated by law and this Charter.

3. In the event that an increase or reduction of charter capital, issuance of securities, purchase or sale of shares, or other capital transactions affects the ownership percentage of the Group in the Company, the Company and the Board of Directors must carry out necessary procedures to enable the Group and the Representative of the Group's Capital Contribution in the Company to exercise the rights of a shareholder pursuant to the provisions of the law, this Charter, the Group's Charter, and regulations and decisions of competent authorities within the Group.

Where the law on the management and investment of state capital in enterprises requires comments, approval, or decisions of the ownership representative agency or other competent authorities, the Company shall comply with such corresponding legal regulations.

4. Shares of the Company comprise ordinary shares and preference shares. The issuance of, as well as rights and obligations attached to holders of each class

of shares shall be executed in accordance with the provisions of the Law on Enterprises, the law on securities, relevant laws, and this Charter.

5. The offering and issuance of shares, bonds, and other types of securities of the Company shall be conducted in accordance with the provisions of the Law on Enterprises, the law on securities, relevant laws, and resolutions and decisions of the competent bodies of the Company.

6. The offering of shares to existing shareholders, the handling of shares not fully subscribed by existing shareholders, share repurchases, the handling of treasury shares, and other matters relating to the Company's shares shall be executed in accordance with the provisions of the Law on Enterprises, the law on securities, relevant laws, and resolutions and decisions of the General Meeting of Shareholders or competent bodies as prescribed.

7. Information regarding founding shareholders shall be prepared, managed, and archived in accordance with the provisions of the law. Where the Company is not subject to requirements to have or record founding shareholders under the provisions of the law, recording founding shareholders in this Charter shall not be required.

Article 7. Share certificates

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

2. A share certificate is a certificate, book entry, or electronic data certifying the ownership of one or more shares of the Company. A share certificate must contain the primary contents specified in Clause 1, Article 121 of the Law on Enterprises and relevant laws.

3. The confirmation of share ownership, issuance, granting, management, and replacement of share certificates shall be carried out in accordance with the provisions of the Law on Enterprises, the law on securities, and relevant laws.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon such shareholder's request. The shareholder's request must include the following contents:

a) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;

b) An undertaking to take responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other securities certificates

Bonds and other types of securities of the Company shall be issued, registered, deposited, transferred, and managed in accordance with the provisions of the Law on Enterprises, the law on securities, and relevant laws.

Article 9. Transfer of shares

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

2. The payment for subscribed shares, the rights and obligations of shareholders with respect to unpaid or partially paid shares, and the transfer of subscription rights for unpaid shares shall be executed in accordance with the provisions of the Law on Enterprises, the law on securities, and relevant laws.

Article 10. Handling of unpaid shares

1. In the event that a shareholder fails to pay or only partially pays for the shares subscribed for within the time limit prescribed by law, this Charter, or relevant issuance terms and dossiers, the Board of Directors shall be responsible for urging, notifying, and handling such matter in accordance with the provisions of the Law on Enterprises, the law on securities, and relevant laws.

2. Where a shareholder has not paid or has only partially paid for the subscribed shares in accordance with the law, the handling of the unpaid shares and the shareholder's rights and obligations shall be executed pursuant to the provisions of the Law on Enterprises, the law on securities, and relevant laws.

3. Unpaid shares shall be handled in accordance with the provisions of the Law on Enterprises, the law on securities, and relevant laws. The Board of Directors shall exercise the right to sell the unpaid shares strictly within its authority and in accordance with the order and procedures prescribed by law.

4. Shareholders who have not paid or have only partially paid for the shares subscribed for shall be liable for the financial obligations of the Company in accordance with the provisions of the Law on Enterprises and relevant laws.

CHAPTER V ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, governance and control structure

The organizational, managerial, governance, and control structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

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

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

c) To have pre-emptive rights to subscribe for newly issued shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;

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

e) To review, consult, and extract information regarding names and contact addresses in the list of voting shareholders; and to request corrections of inaccurate personal information;

f) To review, consult, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets proportionate to their shareholding percentage in the Company;

h) To request the Company to redeem their shares in the cases provided for in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class confers upon its holder equal rights, obligations, and interests. Where the Company has classes of preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

l) To have their lawful rights and interests protected; and to petition a Court or Arbitration to review and cancel resolutions or decisions of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and relevant laws;

m) Other rights in accordance with the law and this Charter.

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

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

b) To review, consult, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company;

c) To request the Supervisory Board to inspect specific matters relating to the management and administration of the Company's operations where deemed necessary. The request must be in writing and contain the following particulars: full name, contact address, nationality, personal legal document number in respect of an individual shareholder; name, enterprise code or organization legal document number, head office address in respect of an institutional shareholder; number of shares and time of share registration of each shareholder, total number of shares of the whole group of shareholders and the percentage of ownership in the total shares of the Company; issues to be inspected, and the inspection purpose;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held by such shareholder, and the matters proposed to be included in the agenda;

e) Other rights in accordance with the law and this Charter.

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

a) The ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate pursuant to the decision of

the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be subscribed.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or bought by another person. In the event that a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this Clause, such shareholder and any persons with related interests in the Company shall be jointly and severally liable for all debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.
3. To comply with the Company's Charter and internal management regulations of the Company.
4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely to exercise and protect their lawful rights and interests; and strictly refrain from disseminating, copying, or sending information provided by the Company to any other organizations or individuals.
6. To fulfill other obligations as prescribed by applicable laws.

Article 14. The 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 shall hold an annual meeting once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the convening period of the Annual General Meeting of Shareholders where necessary, but for not more than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the Chairman attends the meeting, which must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose an appropriate venue. The Annual General Meeting of Shareholders shall discuss and approve matters in accordance with the provisions of law and the Company's Charter, including the audited annual financial statements. In the event that the auditor's report on the annual financial statements of the Company contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm

that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of such approved audit firm shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following circumstances:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Supervisory Board is fewer than the minimum number of members required by law;
- c) Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;
- d) Upon request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of the General Meeting of Shareholders:

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date of occurrence of the case specified in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Point c and Point d, Clause 3 of this Article;

b) Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the subsequent thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders pursuant to the Law on Enterprises;

c) Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to represent the Company to convene the General Meeting of Shareholders pursuant to the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All reasonable expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include personal expenses incurred by shareholders while attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing meetings of the General Meeting of Shareholders shall be implemented in accordance with the Law on Enterprises and this Charter.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments in or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless another percentage or value is provided in this Charter or by law;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve annual financial statements;
- g) To decide on the redemption of more than 10% of the total issued shares of each class, or another percentage pursuant to the law and this Charter;
- h) To examine and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
- i) To decide on the reorganization and dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board within its authority;
- l) To approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- m) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations, and dismiss approved auditors where deemed necessary;
- n) Other rights and obligations in accordance with the law.

2. The General Meeting of Shareholders shall consider, discuss, and decide on matters within its competence pursuant to the law and this Charter, including:

- a) Development orientations, strategies, and matters falling within the purview of the General Meeting of Shareholders; the annual business plan formulated and decided by the Board of Directors within its competence and on

the basis of comments from the Representative of the Group's Capital Contribution in accordance with the law on the management and investment of state capital; the General Meeting of Shareholders shall consider and decide on matters within its authority pursuant to the law and this Charter;

b) Audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and the operating results of the Board of Directors and each of its members;

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

e) Self-assessment reports on the performance results of the Supervisory Board and its members;

f) Dividend rate for each share of each class;

g) The number of members of the Board of Directors and the Supervisory Board;

h) Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;

i) Decisions on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of approved audit firms; deciding on the approved audit firm to inspect the Company's operations where deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) Classes of shares and the number of new shares to be issued for each class of shares, and share-related matters within the authority of the General Meeting of Shareholders;

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

o) Reorganization and dissolution of the Company and appointment of a liquidator;

p) Decisions on investments in or the sale of assets valued at 35% or more of the total asset value as provided in Point d, Clause 1 of this Article;

q) Decisions on share repurchases within the authority of the General Meeting of Shareholders;

r) Approval of contracts and transactions with related persons falling within the authority of the General Meeting of Shareholders pursuant to the Law on Enterprises, the Law on Securities, and relevant laws;

s) Approval of transactions and matters falling within the authority of the General Meeting of Shareholders in accordance with the securities law and guiding documents from time to time;

t) Other matters in accordance with the law and this Charter.

3. In the event that a matter is subject to requirements for the Representative of the Group's Capital Contribution to report, seek instructions, or obtain approval prior to casting votes pursuant to the law on the management and investment of state capital or lawful regulations of the Group, the Company shall be responsible for providing all necessary dossiers and documents in a full and timely manner to enable the Representative to exercise shareholder rights in compliance with regulations. Seeking instructions from the Group shall not supersede the decision-making authority of the General Meeting of Shareholders under the law.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend meetings in person or authorize one or more other individuals or organizations to attend, or participate in the meeting via one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be executed 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 scope and content of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

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

3. The voting ballot of a person authorized to attend the meeting within the authorized scope shall remain valid upon the occurrence of any of the following events, except where:

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

b) The principal has revoked the designation of authorization;

c) The principal has revoked the authority of the person who executed the authorization.

This Clause shall not apply if the Company receives written notice of one of the aforesaid events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of rights

1. The variation or abrogation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders on matters resulting in an adverse change to the rights and obligations of holders of preference shares may only be passed if it is approved by preference shareholders of the same class attending the meeting who hold 75% or more of the total preference shares of that class, or approved by preference shareholders of the same class holding 75% or more of the total preference shares of that class in the event that the resolution is passed by means of collecting written opinions.

2. A meeting of shareholders holding a class of preference shares to approve the aforesaid variation of rights shall be valid only if attended by 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. Where the required quorum as mentioned above is not present, the meeting shall be reconvened within the subsequent thirty (30) days, and holders of shares of such class (regardless of the number of attendees and shares) present in person or via authorized representatives shall be deemed to constitute a sufficient quorum. At the aforesaid meetings of holders of preference shares, holders of such shares present in person or via representatives may request a secret ballot. Each share of the same class carries equal voting rights at the aforesaid meetings.

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

4. Unless otherwise stipulated in the terms of share issuance, special rights attached to classes of shares carrying preferential rights regarding some or all matters relating to the distribution of profits or assets of the Company shall not be varied by the Company's further issuance of shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders within its competence and in accordance with the law. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders under the circumstances specified in Clause 3, Article 14 of this Charter and as provided by law.

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

- a) Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders in accordance with the law;
- b) Prepare the meeting agenda and contents;
- c) Prepare meeting documents;

d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;

e) Determine the time, venue, and format of the meeting;

f) Send meeting invitations to all shareholders entitled to attend and make public disclosures in accordance with the law;

g) Perform other duties serving the meeting pursuant to the law and this Charter.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders entitled to attend by a method ensuring it reaches their contact addresses, and simultaneously posted on the Company's website and published on the disclosure systems of the State Securities Commission and the Stock Exchange where the Company's shares are listed in accordance with the law.

The meeting invitation must be sent to all shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting, unless a longer period is provided by law or this Charter. The notice period shall be calculated from the date on which the notice is validly sent or dispatched in accordance with the method adopted by the Company.

The Company may use electronic means, including email or other electronic formats, to send meeting notices to the electronic contact addresses registered by shareholders or duly recorded in the shareholder database. The use of electronic means must ensure compliance with legal requirements regarding the dispatch of notices to shareholders' contact addresses.

Where a shareholder does not have a registered electronic contact address or sending the notice electronically is unfeasible, the Company shall send the notice by another appropriate method to ensure it reaches the contact address of the shareholder in accordance with the law.

The meeting agenda and documents relating to matters to be voted upon at the General Meeting of Shareholders shall be sent to shareholders or uploaded to the Company's website pursuant to the law.

Where meeting documents are uploaded to the Company's website instead of being attached to the meeting invitation, the meeting invitation must clearly state the location, hyperlink, and instructions for shareholders to access, download, or view the complete set of meeting documents, including:

a) The meeting agenda and documents to be used in the meeting;

b) The list and detailed information of candidates in the event of electing members to the Board of Directors and the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each item on the agenda;

e) Other documents in accordance with the law and this Charter.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by such shareholder, and the matters proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject any proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in compliance with Clause 4 of this Article;
- b) At the time of making the proposal, the shareholder or group of shareholders does not meet the shareholding ratio requirements 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 in accordance with the law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article into the tentative agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.

2. In the event that the first meeting fails to satisfy the conditions for convening as provided in Clause 1 of this Article, the notice of the second meeting must be sent within thirty (30) days from the date of the intended first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting fails to satisfy the conditions for convening as provided in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date of the intended second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue such registration until all attending shareholders entitled to attend have registered, in accordance with the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, specifying the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by casting votes in favor, against, or abstentions. At the meeting, voting cards in favor of a resolution shall be collected first, followed by voting cards against the resolution, and finally the total number of votes in favor or against shall be counted to make a determination. The vote-counting results shall be announced by the Chairman immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for counting or supervising the counting of votes upon recommendation of the Chairman. The number of members of the Vote-Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Any shareholder, authorized representative of an institutional shareholder, or proxy holder arriving after the opening of the meeting has the right to register immediately and subsequently participate and vote at the meeting immediately upon registration. The Chairman shall have no responsibility to suspend the meeting to allow late shareholders to register, and the validity of voting procedures previously conducted shall remain unaffected.

2. The election of the Chairman, Secretary, and the Vote-Counting Committee is prescribed as follows:

a) The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as the Chairman of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting on a majority principle. If no Chairman is elected, the Head of the Supervisory Board shall preside over the meeting to enable the General Meeting of Shareholders to elect a Chairman among the attendees, and the person receiving the highest number of votes shall act as the Chairman of the meeting;

b) Except for the case specified in Point a of this Clause, the person who signed to convene the General Meeting of Shareholders shall preside to enable the General Meeting of Shareholders to elect a Chairman of the meeting, and the person receiving the highest number of votes shall act as the Chairman of the meeting;

c) The Chairman shall designate one or more persons to act as Secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Committee upon nomination by the Chairman of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify the detailed schedule allocated for each issue on the agenda.

4. The Chairman of the meeting has the right to take necessary and reasonable measures to conduct the meeting of the General Meeting of Shareholders in an orderly manner, in compliance with the approved agenda, and reflecting the wishes of the majority of attendees:

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring safety and security for all persons present at the meeting venues;

c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders has full discretion to vary the aforesaid measures and apply all necessary measures. Applied measures may include the issuance of admission passes or other selective methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting in favor, against, and abstention. The vote-counting results shall be announced by the Chairman immediately prior to the closing of the meeting.

6. Shareholders or proxies attending the meeting after the opening of the meeting shall still be registered and entitled to vote immediately upon registration; in such case, the validity of matters previously voted upon shall remain unaffected.

7. The convener or the Chairman of the General Meeting of Shareholders has the following rights:

a) To require all attendees to submit to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who fail to comply with the Chairman's direction, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to adhere to security inspection requirements.

8. The Chairman has the right to adjourn a meeting of the General Meeting of Shareholders which has established a sufficient quorum for registration for a maximum period of not more than three (03) working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

a) The meeting venue lacks convenient seating capacity for all attendees;

b) Communication facilities at the meeting venue fail to ensure that attending shareholders can participate, discuss, and vote;

c) An attendee obstructs or disrupts public order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairman adjourns or suspends a meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and legally effective.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders via virtual/online meetings, the Company is responsible for ensuring that shareholders can attend and vote by means of electronic voting or other electronic formats in accordance with the provisions of Article 144 of the Law on Enterprises and Clause 3, Article 273 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.

Article 21. Adoption of resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, unless another voting threshold is prescribed by law:

- a) Classes of shares and the total number of shares of each class;
- b) Changes to business lines and sectors;
- c) Changes to the management organization structure of the Company;
- d) Investment projects or asset sales valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless a different ratio or value is prescribed by law or this Charter;
- e) Reorganization or dissolution of the Company;
- f) Other matters required by law or this Charter to obtain an approval threshold of 65% or more.

2. Voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, unless otherwise provided by law or this Charter. The method for determining elected candidates shall comply with the law, this Charter, and the Election Regulations approved by the General Meeting of Shareholders.

3. Where a resolution is adopted by means of collecting written opinions of shareholders, the approval threshold shall comply with Clause 8, Article 22 of this Charter and the special thresholds prescribed by law or this Charter.

4. A resolution of the General Meeting of Shareholders on matters resulting in an adverse change to the rights and obligations of shareholders holding preference shares may only be passed when the conditions and voting threshold under the law are satisfied; where the law allows the Charter to provide otherwise, this Charter shall apply.

5. Other resolutions shall be adopted when approved by shareholders representing more than 50% of the total votes of all shareholders attending and voting at the meeting, unless a higher threshold is prescribed by law or this Charter.

6. A resolution of the General Meeting of Shareholders adopted by 100% of the total voting shares is lawful and effective pursuant to the provisions of the Law on Enterprises, even where the order and procedures for convening the meeting and passing the resolution were in violation, to the extent permitted by law.

7. With respect to matters where the Representative of the State Capital Contribution must report and seek instructions from the ownership representative agency prior to participating in voting at the General Meeting of Shareholders under the Law on Management and Investment of State Capital in Enterprises, the Representative shall exercise voting rights in accordance with instructions of the ownership representative agency and relevant laws. The voting ratios at the General Meeting of Shareholders shall be determined in accordance with Clauses 1 through 6 of this Article and applicable laws; the Group's instructions to the Representative shall not vary the voting thresholds prescribed by law and this Charter.

Article 22. Competence and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders

The competence and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be executed in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders whenever deemed necessary for the interests of the Company with respect to matters specified in Clauses 2 and 3 of this Article.

2. The General Meeting of Shareholders may adopt resolutions by means of collecting written opinions of shareholders on the following matters:

a) Amendments and supplements to the Company's Charter;

b) Development orientations of the Company;

c) Classes of shares and the total number of shares of each class;

d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;

e) Decisions on investments in or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless a different ratio or value is prescribed by law or this Charter;

f) Approval of annual financial statements;

g) Reorganization or dissolution of the Company.

3. In addition to the matters specified in Clause 2, the General Meeting of Shareholders may adopt resolutions by means of collecting written opinions on:

a) Changes to business lines and sectors;

b) Changes to the management organization structure of the Company;

c) Dividend rates, profit distribution plans, and the appropriation and use of funds falling within the competence of the General Meeting of Shareholders;

d) Repurchase of more than 10% of the total issued shares of each class or another percentage falling within the competence of the General Meeting of Shareholders;

e) Remuneration, salaries, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

f) The Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;

g) The list of approved audit firms and the selection of the audit firm falling within the competence of the General Meeting of Shareholders;

h) Share issuance plans, charter capital increases from owners' equity, and other securities issuance matters falling within the competence of the General Meeting of Shareholders;

i) Increase or reduction of charter capital;

k) Issuance of convertible bonds or other securities falling within the competence of the General Meeting of Shareholders;

l) Investment projects, asset sales, or transactions falling within the competence of the General Meeting of Shareholders;

m) Approval of contracts and transactions with related persons falling within the competence of the General Meeting of Shareholders;

n) Other matters falling within the competence of the General Meeting of Shareholders where the law does not mandatorily require holding an in-person meeting and this Charter permits collecting written opinions.

4. The collection of written opinions of shareholders on matters specified in Clauses 2 and 3 of this Article shall be conducted in accordance with the order and procedures set forth in this Article and relevant laws. Where the law contains specific provisions on conditions, approval thresholds, voting rights, excluded

voting subjects, or mandatory adoption methods, such specific provisions shall apply.

5. The Board of Directors shall prepare written opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least ten (10) days before the deadline for returning the opinion forms, unless a longer period is prescribed by law. The compilation of the shareholder list and the dispatch of opinion forms and documents shall be carried out in accordance with this Charter and the law.

6. The written opinion form must contain the primary contents required by the Law on Enterprises and at least include: name, head office address, enterprise code; purpose of opinion collection; shareholder details and number of votes; matters on which opinions are sought; voting options (in favor, against, abstention); deadline for returning the form; full name and signature of the Chairman of the Board of Directors or an authorized representative pursuant to law.

7. The dispatch, receipt, vote counting, preparation of vote-counting minutes, disclosure, and archiving of dossiers for collecting written opinions shall comply with the Law on Enterprises, the law on securities, and this Charter. The vote-counting minutes must be prepared truthfully and completely, and signed by the vote counters, the supervisors of vote counting, and the Chairman of the Board of Directors or the presiding person as prescribed.

8. A resolution shall be adopted by means of collecting written opinions of shareholders when it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, unless a higher threshold or other special condition is prescribed by law or this Charter. For matters subject to specific voting thresholds under Article 148 of the Law on Enterprises or specialized legal regulations, such specific thresholds must apply.

9. A resolution adopted by means of collecting written opinions of shareholders shall have the same legal validity as a resolution adopted at a meeting of the General Meeting of Shareholders. The resolution, vote-counting minutes, and related documents shall be sent or disclosed to shareholders within the statutory time limit and retained at the Company's head office.

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

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

- a) Name, head office address, and enterprise code;
- b) Time and location of the General Meeting of Shareholders;

- c) Meeting agenda and contents;
- d) Full names of the Chairman and the Secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f) Number of attending shareholders and the total votes held by attending shareholders; an appendix listing registered shareholders and shareholder representatives attending the meeting along with their corresponding number of shares and votes;
- g) Total number of votes for each voted matter, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentage of the total votes of attending shareholders;
- h) Matters approved and the corresponding voting approval percentages;
- i) Full names and signatures of the Chairman and the Secretary. In the event that the Chairman or Secretary refuses to sign the meeting minutes, such minutes shall take effect if signed by all other members of the Board of Directors attending the meeting and containing all contents required under this Clause. The meeting minutes must clearly state that the Chairman or Secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the conclusion of the meeting. The Chairman and the Secretary of the meeting, or any other persons signing the meeting minutes, shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.

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

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders along with their signatures, powers of attorney to attend meetings, all documents appended to the minutes (if any), and relevant documents attached to the meeting invitation must be publicly disclosed pursuant to the laws on securities information disclosure and archived at the head office of the Company.

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

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders, or the minutes of vote-counting results for collecting written opinions of the General Meeting of Shareholders, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to petition a Court or Arbitration to review

and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises.

2. The contents of the resolution violate the law or this Charter.

Where a resolution of the General Meeting of Shareholders is cancelled by a Court or Arbitration, the person authorized to convene the General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within thirty (30) days from the effective date of the Court's or Arbitration's decision to cancel the resolution, in accordance with the order and procedures stipulated in the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to study such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information, and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. The disclosed information relating to candidates for the Board of Directors shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history / work experience;
- d) Other managerial positions held (including board directorships in other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any) as provided in the Company's Charter;
- g) The public company is responsible for disclosing information regarding companies in which the candidate currently holds the position of a board member, other managerial positions, and the candidate's interests related to such companies (if any).

2. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 30% of the total ordinary shares may nominate up to two (02) candidates; from 30% to less than 50% may nominate up to three (03) candidates; from 50% to less than 65% may nominate up to four (04) candidates; and from 65% or more may nominate the full number of candidates for the Board of Directors.

3. Where the number of candidates for the Board of Directors through candidacy and nomination remains insufficient for the required number, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors pursuant to the provisions of law.

4. Members of the Board of Directors must satisfy the criteria and qualifications prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

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

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

2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members 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. Where all members of the Board of Directors complete their terms concurrently, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the duties.

3. The composition of members of the Board of Directors is as follows:

The composition of the Board of Directors of the Company must ensure at least one (01) non-executive member. The Company shall minimize 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. The total number of independent members of the Board of Directors must ensure at least one (01) independent member.

4. A member of the Board of Directors shall cease to have the status of a board member in the cases prescribed by the Law on Enterprises and this Charter.

5. The appointment of members of the Board of Directors must be publicly disclosed pursuant to the laws on securities information disclosure.

6. A member of the Board of Directors is not necessarily required to be a shareholder of the Company.

Article 27. Rights and duties of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and perform the obligations of the Company that do not fall within the competence of the General Meeting of Shareholders.

2. The Board of Directors shall exercise its rights and perform its obligations in accordance with the Law on Enterprises, the Law on Securities, the Law on Management and Investment of State Capital in Enterprises, this Charter, resolutions of the General Meeting of Shareholders, and relevant laws. Specifically:

a) To decide on medium-term development strategies and plans, as well as the annual business plan of the Company within its scope of authority; the annual business plan shall be formulated on the basis of comments from the Representative of the Group's Capital Contribution under instructions of the ownership representative agency and regulations of law on the management and investment of state capital; and to submit to the General Meeting of Shareholders matters falling within its authority;

b) To recommend classes of shares and the total number of shares of each class authorized for offering; to decide on share offerings within the scope approved by the General Meeting of Shareholders and in accordance with the law;

c) To decide on capital mobilization plans, offering prices of shares, bonds, and other capital mobilization instruments within its scope of authority;

d) To decide on share repurchases pursuant to the law and resolutions of the General Meeting of Shareholders;

e) To decide on investment plans, investment projects, capital contributions, share acquisitions, and the establishment or reorganization of subsidiaries and affiliated companies within its scope of authority and in accordance with the decentralization under the law, this Charter, and lawful regulations of the Group;

f) To decide, or submit to the General Meeting of Shareholders to decide, on the acquisition, sale, and transfer of assets, investment projects, and invested capital strictly within the competence, thresholds, and conditions prescribed by law and this Charter;

g) To approve contracts and transactions falling within the authority of the Board of Directors under the law and this Charter; transactions with related persons must be handled strictly following the procedures, conditions, voting thresholds, and information disclosure rules prescribed by law;

h) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign, and terminate labor contracts with the General Director, Chief Accountant, and other executives under its authority; to decide on salaries,

remuneration, bonuses, and other benefits pursuant to the law, this Charter, and regulations of the Group regarding personnel under the management of the Group;

i) To supervise and direct the General Director and other executives in day-to-day business administration; to assess the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

k) To decide on the organizational structure and internal management regulations; to establish branches and representative offices; and to decide on capital contributions and share subscriptions in other enterprises within its scope of authority;

l) To approve the agenda, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings or collect written opinions of shareholders;

m) To submit audited annual financial statements, corporate governance reports, and other reports pursuant to the law;

n) To recommend dividend rates, profit distribution plans, and loss settlement plans; to organize the implementation of resolutions of the General Meeting of Shareholders regarding dividends and profits;

o) To propose the reorganization, dissolution, or bankruptcy of the Company; to execute procedures within its authority after obtaining necessary policies, instructions, or approvals from competent authorities and the Group pursuant to the law;

p) To issue and organize the implementation of the Operating Regulations of the Board of Directors, the Internal Regulations on Corporate Governance, and other internal regulations upon approval by the General Meeting of Shareholders or to the extent permitted by law;

q) To decide on other matters falling within the authority of the Board of Directors under the law and this Charter.

3. With respect to matters relating to state capital in the Company, the Board of Directors is responsible for providing complete, accurate, and timely dossiers and documents, and creating favorable conditions for the Representative of the State Capital Contribution in the Company to exercise rights and discharge responsibilities pursuant to the law, this Charter, and regulations of the ownership representative agency. The act of the Representative of the State Capital Contribution in reporting and seeking instructions from the Group shall not supersede the decision-making authority of the General Meeting of Shareholders, the Board of Directors, or other corporate bodies of the Company pursuant to the law and this Charter.

4. With respect to matters where the Representative of the Group's Capital Contribution is required to seek instructions prior to casting votes, the Company is responsible for providing complete, accurate, and timely dossiers and

documents, and facilitating the Representative to properly exercise shareholder rights as prescribed.

5. With respect to investment projects, project transfers, invested capital transfers, and other matters where the law on the management and investment of state capital requires the Representative of the State Capital Contribution in the Company to report and seek instructions from the ownership representative agency prior to giving opinions, voting, or making decisions, the Company is responsible for providing complete dossiers and documents, and coordinating with such Representative to fully exercise their rights and responsibilities as prescribed. The reporting and seeking of instructions by the Representative of the State Capital Contribution shall not supersede the decision-making authority of the General Meeting of Shareholders, the Board of Directors, or other competent bodies of the Company under the law and this Charter.

6. The Board of Directors shall be accountable to the General Meeting of Shareholders and before the law for the performance of its management functions; each member shall be personally liable for their opinions and votes in accordance with the law and this Charter.

7. The Board of Directors shall implement financial reporting, financial supervision, operational performance evaluation, and the preservation and development of state capital in compliance with the law and regulations of the Group; and ensure the provision of complete figures and dossiers serving supervision, evaluation, and information disclosure activities.

8. The Board of Directors shall report to the General Meeting of Shareholders on the operating results of the Board of Directors, supervision over the General Director, corporate governance performance, and other matters pursuant to applicable securities laws.

Article 28. Remuneration, salaries, 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 shall be entitled to receive remuneration for their work and bonuses.

Remuneration for work shall be calculated based on the number of working days necessary to perform the duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on a consensus basis. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the corporate income tax law, presented as a separate item in the annual financial statements of

the Company, and reported to the General Meeting of Shareholders at its annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in committees of the Board of Directors, or performing other tasks beyond the ordinary duties of a member of the Board of Directors, may be paid salaries, remuneration, or other benefits as decided by the General Meeting of Shareholders and in accordance with the law.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the discharge of their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance shall not cover liabilities 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 on a majority principle.

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 has the following rights and obligations:

- a) To formulate operating programs and plans of the Board of Directors;
- b) To prepare or organize the preparation of programs, agenda items, and documents; to convene, preside over, and chair meetings of the Board of Directors;
- c) To act as Chairman of meetings of the General Meeting of Shareholders;
- d) To organize the adoption, signing, and promulgation of resolutions and decisions of the Board of Directors;
- e) To monitor and supervise the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors; where necessary, to request the General Director to suspend or cease the execution of decisions that are contrary to resolutions or decisions of the Board of Directors or against the law, in order to report to the Board of Directors for resolution;
- f) To directly supervise, or coordinate the supervision of, the execution of strategies, production and business plans, financial plans, investments, land

management, rubber plantation liquidation, and other material duties of the Company;

g) To ensure the dispatch of audited annual financial statements, activity reports of the Board of Directors, and other prescribed documents to shareholders;

h) To exercise other rights and perform other obligations in accordance with the law, this Charter, and the assignment or authorization of the Board of Directors.

4. The introduction of candidates for the Board of Directors to elect the Chairman shall comply with the law, this Charter, and the Group's regulations and procedures on personnel management and candidate introduction with respect to personnel under the Group's management; where the Group requires written consensus on the policy, such written consensus must be completed before the Board of Directors proceeds with the election.

5. In the event that the Chairman is absent or unable to perform their duties, the Chairman must authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman. Where no person is authorized or the Chairman position becomes vacant, the remaining members shall elect one among the members of the Board of Directors to exercise the rights and perform the obligations of the Chairman until the Board of Directors elects a new Chairman.

6. In the event that the Chairman resigns, is dismissed, or is removed, the Board of Directors must elect a replacement in accordance with the law and this Charter.

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 conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member receives the highest and equal number or percentage of votes, the members shall elect on a majority principle one person among them to convene the meeting of the Board of Directors.

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

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

a) Upon request of the Supervisory Board or an independent member of the Board of Directors;

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

c) Upon 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 within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must 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. If the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must dispatch the meeting notice at least five (05) working days prior to the date of the meeting. The meeting notice must specifically state the time, venue, agenda, and matters to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and voting ballots for the members.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and attached documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

The notice of a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring that it reaches the contact address of each member of the Board of Directors registered with the Company.

8. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total members are present. In the event that the first meeting fails to satisfy the quorum condition, it shall be reconvened for a second time within seven (07) days from the intended date of the first meeting; the reconvened meeting shall proceed if more than half of the total members of the Board of Directors attend the meeting.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but not to vote.

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote pursuant to the provisions of Clause 11 of this Article;
- c) Attending and voting via videoconference, electronic voting, or other electronic means;
- d) Sending a written voting ballot to the meeting by post, fax, or email;

e) Sending a written voting ballot by other means as prescribed in the Company's Charter.

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

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie, the final decision shall be in favor of the side that has the vote of the Chairman of the Board of Directors.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish sub-committees/committees under its direct authority to take charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a committee shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the committee, and one of these members shall be appointed as the Head of the committee pursuant to a decision of the Board of Directors. The activities of a committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect when a majority of attending members vote to approve it at the committee's meeting.

2. The execution of decisions of the Board of Directors or of committees under the Board of Directors must comply with applicable 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 must appoint at least one (01) person in charge of corporate governance to assist in corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently hold the position of 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 the approved audit firm currently auditing the financial statements of the Company.

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

a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations, and on related matters between the Company and shareholders;

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

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the provisions of law;

f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;

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

h) To act as a contact point with relevant stakeholders;

i) To maintain confidentiality of information in accordance with the law and the Company's Charter;

k) Other rights and obligations in accordance with the provisions of law.

CHAPTER VIII

THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforesaid positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. Executives of the Company comprise the General Director, Deputy General Directors, the Chief Accountant, and other executives appointed by the Board of Directors.

2. At the proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit other executives in such quantity and with such qualifications as are appropriate for the structure and management regulations of the Company prescribed by the Board of Directors. Executives of

the enterprise must be responsible for assisting the Company in achieving the objectives set forth in its operations and organization.

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

4. Salaries of executives shall be included in the business expenses of the Company in accordance with the corporate income tax law, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at its annual meeting.

Article 35. Appointment, dismissal, duties, and powers 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 in accordance with the law, this Charter, and the personnel procedures applicable to the Company. With respect to personnel under the management of the Group, the introduction, appointment, dismissal, signing, and termination of contracts must comply with the provisions of law and the Group's regulations on the management of personnel and representatives of capital contributions.

2. The General Director shall manage the day-to-day business operations of the Company; be subject to the supervision of the Board of Directors; and be accountable to the Board of Directors and before the law for the exercise of assigned rights and performance of assigned obligations.

3. The term of office of the General Director shall not exceed five (05) years, and the General Director may be reappointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions prescribed by law.

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

a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the competence of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the execution of business plans and investment plans of the Company;

d) To recommend organizational structure plans and internal management regulations of the Company;

e) To appoint, dismiss, and remove managerial positions in the Company, except for positions falling within the competence of the Board of Directors;

f) To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;

g) To recruit employees;

h) To propose dividend payment plans or business loss settlement plans;

i) To exercise other rights and perform other obligations in accordance with the law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of attending members of the Board of Directors who are entitled to vote, and appoint a new General Director in replacement.

CHAPTER IX THE SUPERVISORY BOARD

Article 36. Candidacy and nomination of members of the Supervisory Board

1. Where candidates for the Supervisory Board have been identified in advance, the Company must disclose information related to the candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to study such candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information, and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Supervisory Board. The disclosed information relating to candidates for the Supervisory Board shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history / work experience;
- d) Other managerial positions held (including membership on the supervisory boards of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any);
- g) The public company is responsible for disclosing information regarding companies in which the candidate currently holds the position of a supervisory board member, other managerial positions, and the candidate's interests related to such companies (if any).

2. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Supervisory Board. A shareholder or a group of shareholders holding from 10% to less than 30% of the total ordinary shares may nominate up to one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; and from 65% or more may nominate the full number of candidates for the Supervisory Board.

3. Where the number of candidates for the Supervisory Board through candidacy and nomination remains insufficient for the required number, the

incumbent Supervisory Board may introduce additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced prior to the General Meeting of Shareholders voting on the election of members of the Supervisory Board.

Article 37. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company shall be three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

a) Working in the accounting or financial department of the Company;

b) Being a partner, member, or employee of the independent audit firm that audited the Company's financial statements in the preceding three (03) consecutive years.

3. A member of the Supervisory Board shall be dismissed (miễn nhiệm) in the following cases:

a) No longer meeting the criteria and qualifications to serve as a member of the Supervisory Board as specified in Clause 2 of this Article;

b) Submitting a resignation letter that is accepted;

c) Other cases prescribed by law and this Charter.

4. A member of the Supervisory Board shall be removed (bãi nhiệm) in the following cases:

a) Failing to complete assigned duties and tasks;

b) Failing to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;

c) Committing repeated or serious violations of the obligations of a member of the Supervisory Board pursuant to the Law on Enterprises and the Company's Charter;

d) Other cases pursuant to a resolution of the General Meeting of Shareholders;

e) Other cases prescribed by law and this Charter.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided on a majority principle. More than half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a specialized major relevant to the business activities of the enterprise.

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

a) To convene meetings of the Supervisory Board;

b) To request the Board of Directors, the General Director, and other executives to provide relevant information in order to report to the Supervisory Board;

c) To prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

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

1. To propose and recommend the General Meeting of Shareholders to approve the list of accredited audit organizations to conduct audits of the Company's financial statements; to decide on the accredited audit organization to inspect the Company's operations, and dismiss accredited auditors when deemed necessary;

2. To be accountable to shareholders for its supervisory activities;

3. To supervise the financial condition of the Company and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers;

4. To ensure operational coordination with the Board of Directors, the General Director, and shareholders;

5. In the event of discovering violations of the law or violations of the Company's Charter committed by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must give written notice to the Board of Directors within 48 hours, requesting the violator to cease the violation and take remedial measures;

6. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

7. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises;

8. To have the right to access files and documents of the Company stored at the head office, branches, and other locations; to have the right to visit the working venues of managers and employees of the Company during business hours;

9. To have the right to demand the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company;

10. Other rights and obligations prescribed by law.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year, and the number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board. The minutes of meetings of the Supervisory Board must be drawn up in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board must sign the meeting minutes. The meeting minutes of the Supervisory Board must be archived to establish the liability of each member of the Supervisory Board.

2. The Supervisory Board has the right to require members of the Board of Directors, the General Director, and representatives of the accredited audit firm to attend and answer issues that require clarification.

Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders and pursuant to the laws governing salary payments to enterprise managers. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses incurred for meals, accommodation, travel, and the engagement of independent advisory services. The aggregate amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be charged to the business expenses of the Company in accordance with the corporate income tax law and other relevant laws, and must be presented as a separate line item in the annual financial statements of the Company.

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

Article 42. Duty of care

Members of the Board of Directors, Supervisors, the General Director, and other executives have the responsibility to perform their duties, including duties as members of committees of the Board of Directors, in an honest, prudent manner and in the best interests of the Company.

Article 43. Duty of loyalty, avoidance of conflicts of interest, and Representatives of the Group's Capital Contribution

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must fully perform the duty of loyalty, duty of care, disclosure of related interests, avoidance of conflicts of interest, and other obligations under the Law on Enterprises, the Law on Securities, the Law on Management and Investment of State Capital in Enterprises, and relevant laws.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not abuse their positions, powers, corporate information, business opportunities, or Company assets for personal gain or to serve the interests of other organizations or individuals in contravention of the law.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must declare and notify in writing their related interests, related transactions, and related relationships in strict compliance with the deadlines, contents, and formalities prescribed by law.

4. Persons with interests related to a matter subject to voting shall not participate in the voting in the cases prescribed by law. The determination of the number of votes, the number of voting members, and the conditions for passing resolutions shall comply with the law and this Charter.

5. Transactions between the Company and members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, major shareholders, the Group, or related persons of these subjects shall be executed, approved, disclosed, and handled in strict accordance with the authority, procedures, conditions, voting thresholds, and information disclosure requirements prescribed by the Law on Enterprises, the Law on Securities, the law on the management and investment of state capital, and guiding regulations from time to time. This Charter does not set a fixed threshold to supersede the prevailing statutory thresholds.

6. The Representative of the Group's Capital Contribution in the Company is responsible for fully exercising the rights and performing the obligations of a shareholder in accordance with the law, this Charter, and the decisions, directives, and management regulations on representatives of capital contributions issued by the Group.

7. Prior to casting votes at the General Meeting of Shareholders, the Board of Directors, or other competent bodies of the Company regarding matters subject

to reporting, seeking instructions, or approval under the Law on Management and Investment of State Capital in Enterprises or lawful regulations of the Group, the Representative of the Group's Capital Contribution must strictly comply with the procedures for seeking instructions and shall only cast votes within the scope of the opinions/approvals issued by the competent authority.

8. The Representative of the Capital Contribution is responsible for reporting promptly to the Group on the financial status, production and business operations, investments, corporate governance, risks, and other material issues of the Company; protecting the legitimate rights and interests of the Group and the Company; maintaining business confidentiality; and not improperly interfering with the operational management of the Company.

9. The Company is responsible for providing the Representative of the Capital Contribution with complete, accurate, and timely dossiers and documents necessary to exercise shareholder rights; corporate bodies, units, and managers of the Company must not unlawfully obstruct the performance of duties by the Representative.

10. Where a matter must be handled concurrently under enterprise laws, securities laws, and laws on the management and investment of state capital, corporate bodies, managers, and the Representative of the Capital Contribution must clearly identify the legal basis, competence, procedures, and responsibilities of each party; the opinions of the Group shall not be used to replace decisions of the competent bodies of the Company, or vice versa.

11. The payment of salaries, remuneration, bonuses, and other benefits to the Representative of the Group's Capital Contribution shall comply with the law and the regulations and decisions of the Group.

Article 44. Liability for damages and indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who breach the obligations and duties of loyalty and care, or fail to fulfill their obligations, shall be held liable for damages caused by their violations.

2. The Company shall indemnify any person who was, is, or may become a party involved in claims, lawsuits, or prosecutions (including civil and administrative cases other than lawsuits initiated by the Company) if such person was or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another manager, an employee, or an authorized representative of the Company, and was or is performing tasks under authorization of the Company, acting honestly and prudently in the best interests of the Company on the basis of compliance with the law, and provided that there is no evidence confirming that such person breached their responsibilities.

3. Indemnification costs include judgment costs, fines, and actual payment expenses incurred (including attorneys' fees) in resolving such matters to the

extent permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

CHAPTER XI

RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 45. Right to inspect books and records

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

a) An ordinary shareholder has the right to review, inspect, and extract information regarding names and contact addresses from the list of shareholders entitled to vote; request rectification of their incorrect information; review, inspect, extract, or make copies of the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding 05% or more of the total ordinary shares has the right to review, inspect, and extract the minutes logbook, resolutions, and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.

2. Where an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney issued by the shareholder or group of shareholders whom such person represents, or a notarized copy of such power of attorney.

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

4. The Company must archive this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents pursuant to the provisions of law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are archived.

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

CHAPTER XII

EMPLOYEES AND THE TRADE UNION ORGANIZATION

Article 46. Employees and the trade union organization

1. The General Director shall organize the implementation of recruitment, labor utilization, salaries, social insurance, welfare, commendation, and discipline with respect to employees and enterprise executives in accordance with the law, this Charter, internal management regulations of the Company, and resolutions and decisions of the Board of Directors. For matters falling within the deciding authority of the Board of Directors, the General Director is responsible for formulating plans and schemes and submitting them to the Board of Directors for review and decision.

2. The General Director shall organize and handle the relationship between the Company and the trade union organization in accordance with the law, this Charter, and internal management regulations of the Company; and coordinate with the trade union organization in executing the rights and responsibilities of the parties and matters relating to the legitimate and lawful rights and interests of employees.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall determine the dividend payout ratio and the method of annual dividend payment on the basis of distributable after-tax profits, financial condition, investment needs, solvency, and statutory conditions.

2. The Company shall not pay interest on dividend payments or disbursements relating to a class of shares, unless otherwise provided by law.

3. The Board of Directors shall propose the profit distribution plan to the General Meeting of Shareholders and organize the implementation of the resolution of the General Meeting of Shareholders.

4. The determination of the record date, the compilation of the list of shareholders entitled to receive dividends, and the methods and timelines for dividend payments shall comply with the Law on Enterprises, the Law on Securities, and the regulations of the Vietnam Securities Depository and Clearing Corporation.

5. After-tax profits of the Company shall be distributed in accordance with the law on the management and investment of state capital in enterprises, enterprise law, securities law, and other relevant legal regulations.

6. On the basis of applicable laws and business performance results, the distribution of after-tax profits of the Company shall strictly follow the order of priority, conditions, appropriation rates, and decision-making authority prescribed by law from time to time, including appropriation to the Development and Investment Fund, the Bonus and Welfare Fund, and other funds in accordance with the law; the remaining profit shall be handled pursuant to the law and resolutions of the General Meeting of Shareholders.

7. With respect to the profit and dividends distributed corresponding to the state capital contribution in the Company, the management, remittance to the state budget, or retention for supplementing state capital shall comply with the Law on Management and Investment of State Capital in Enterprises, guiding decrees, and regulations of the Group.

8. The Company shall not resolve upon or execute fund appropriations, fund utilization, dividend distributions, or profit settlements in contravention of mandatory provisions of law concerning the management and investment of state capital, enterprises, securities, taxation, and accounting.

Article 48. Bank accounts

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

2. Where necessary, the Company may open offshore bank accounts in accordance with foreign exchange regulations and other relevant legal provisions.

3. The opening, use, and execution of payments and transactions through the Company's accounts in Vietnamese Dong or foreign currencies shall comply with the provisions of law.

Article 49. Fiscal year

The fiscal year of the Company shall commence on January 1 and conclude on December 31 of each calendar year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and conclude on December 31 immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime adopted by the Company shall be the Enterprise Accounting System or a specific accounting system promulgated or approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and preserve accounting records pursuant to the law on accounting and relevant legislation. Such records must be accurate, up to date, systematic, and sufficient to substantiate and explain the transactions of the Company.

3. The accounting currency unit used by the Company shall be Vietnamese Dong (VND). In the event that the Company's business transactions primarily

arise in a specific foreign currency, the Company may select that foreign currency as its accounting currency unit, assume legal liability for such selection, and notify the supervisory tax authority directly.

CHAPTER XIV

ANNUAL REPORT, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE OBLIGATIONS

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

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

2. The annual financial statements must include the full set of statements, appendices, and notes as required by enterprise accounting regulations, and must give a true and fair view of the financial position, operating results, and cash flows of the Company.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure in the securities market.

4. The Company shall implement the regime of supervision and operational performance evaluation, as well as the preservation and growth of state capital; formulate and report supervision and evaluation criteria and contents in compliance with the law on the management and investment of state capital in enterprises and other relevant legal regulations. The Board of Directors is responsible for the accuracy and truthfulness of reports within its responsibilities.

5. When required by law or competent authorities, the Company shall make ad hoc reports regarding financial conditions, investments, governance, risks, and matters materially affecting operating results or the state capital in the Company.

Article 52. Annual report

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

CHAPTER XV

AUDITING OF THE COMPANY

Article 53. Audit

1. The General Meeting of Shareholders shall designate an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of such entities to audit the Company's financial statements

for the subsequent fiscal year based on terms and conditions agreed upon with the Board of Directors.

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

3. Independent auditors conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to the General Meeting of Shareholders, and express opinions at the meeting on matters concerning the audit of the Company's financial statements.

CHAPTER XVI SEAL OF THE ENTERPRISE

Article 54. Seal of the enterprise

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

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

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

CHAPTER XVII DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the cases provided for under the Law on Enterprises and relevant laws, including:

- a) Expiration of the operational duration without an extension decision;
- b) Under a resolution or decision of the General Meeting of Shareholders;
- c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by law;
- d) Other cases prescribed by law.

2. For a Company with state capital controlled by the Group, prior to the Board of Directors submitting to the General Meeting of Shareholders for consideration and decision on dissolution, reorganization, ownership transformation, or bankruptcy, the Company must complete the process of reporting, seeking instructions, and/or obtaining approval in principle from the Group/Owner's Representative Agency in accordance with the Law on

Management and Investment of State Capital in Enterprises and the Group's regulations.

3. Upon issuance of a lawful dissolution decision, the Board of Directors shall organize the implementation of dissolution procedures pursuant to law, safeguarding the rights and interests of the State, the Group, shareholders, employees, and creditors.

Article 56. Extension of operational duration

1. Where the Company has a definite operational duration, the Board of Directors must convene the General Meeting of Shareholders to consider an extension within the time limit and according to the procedures stipulated by law.

2. The extension of operational duration must concurrently comply with regulations on the management and investment of state capital and the Group's regulations where the law or the Group's regulations require seeking instructions or obtaining approval.

3. The Company shall operate for an indefinite term pursuant to Article 2 of this Charter, unless the General Meeting of Shareholders decides otherwise in compliance with the law.

Article 57. Liquidation

1. The liquidation of the Company shall be conducted in accordance with the Law on Enterprises, the bankruptcy law, the law on the management and investment of state capital, and decisions of competent authorities.

2. The General Meeting of Shareholders shall decide upon or designate an organization or individual to conduct the liquidation where required by law. The Board of Directors shall organize the implementation of the liquidation decision and supervise the execution process.

3. Proceeds from liquidation shall be paid in the order of priority prescribed by law. Residual assets after satisfying all obligations shall be distributed among shareholders in proportion to their ownership and classes of shares; the portion attributable to state capital shall be handled in accordance with the law on the management and investment of state capital.

4. All decisions regarding the liquidation of assets, projects, or investment capital of the Company must ensure principles of publicity, transparency, and capital preservation, and strictly comply with the competence, order, and procedures prescribed by law and regulations of the Group.

CHAPTER XVIII SETTLEMENT OF INTERNAL DISPUTES

Article 58. Settlement of internal disputes

1. In the event of any dispute or complaint arising in connection with the operations of the Company, or the rights and obligations of shareholders under

the Law on Enterprises, this Charter, other statutory provisions, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The parties concerned shall endeavor to settle such dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute settlement and request each party to present relevant factual information regarding the dispute within thirty (30) business days from the date on which the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as a mediator for the dispute settlement process.

2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the judgment of the Court.

CHAPTER XIX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 59. Amendment and supplementation of the Charter

1. Any amendment and supplementation of this Charter falls within the authority of the General Meeting of Shareholders and must be carried out in compliance with the proper procedures, voting thresholds, and information disclosure requirements prescribed by law.

2. In the event that new provisions of law differ from this Charter, mandatory provisions of law shall prevail. The Board of Directors shall be responsible for reviewing and proposing amendments to the Charter to the General Meeting of Shareholders within an appropriate timeframe.

3. Any amendment and supplementation of contents directly relating to the rights, ownership ratio, voting rights, or rights and interests of the Group as a shareholder must ensure the rights of the Group pursuant to the law, this Charter, and applicable regulations on the management of state capital.

4. The amended and supplemented Charter must be disclosed and archived in accordance with the provisions of law.

Article 60. Effective date

1. This Charter comprises 19 chapters and 60 articles, adopted by the General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company on [Day] [Month] 2026, and shall take effect from the time of adoption by the General Meeting of Shareholders, unless otherwise specified by the Resolution of the General Meeting of Shareholders.

2. This Charter replaces in full the previously adopted Charter on the Organization and Operation of the Company, as from its effective date.

3. This Charter is executed in multiple counterparts with equal legal validity, archived at the head office, and posted on the Company's website as required.

4. In the event of any discrepancy between the Vietnamese version and any foreign language version, the Vietnamese version shall prevail.

5. The Board of Directors, the Supervisory Board, the General Director, the Representative of the Group's Capital Contribution, managers, executives, affiliated units, and all shareholders of the Company are responsible for implementing this Charter./.

**ON BEHALF OF THE BOD
CHAIRMAN**

Huynh Kim Nhut

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 1440/TTr-CSPH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, September 21st, 2026

PROPOSAL

On approving the amendments and supplements to the Operating Regulations of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company

To: Valued Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

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

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing certain articles of relevant laws;

Pursuant to Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing certain articles of the Law on Enterprises;

Pursuant to Law No. 68/2025/QH15 dated June 14, 2025, on the management and investment of state capital in enterprises;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government, amending and supplementing certain articles of Decree No. 155/2020/ND-CP;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance;

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company;

Pursuant to the Operating Regulations of the Board of Directors of Vietnam Rubber Group - Joint Stock Company;

Pursuant to Resolution No. 55/2026/NQ-CSPH dated September 21, 2026, of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company on approving the draft Operating Regulations of the Company's Board of Directors.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to the Operating Regulations of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company,

in order to update relevant legal regulations, ensure consistency with the Company's Charter, and align with the actual corporate governance and operational requirements of the Company.

The detailed contents of the amendments and supplements are set forth in the attached Comparative Matrix and the full Draft Operating Regulations of the Board of Directors.

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

Respectfully submitted./.

Recipients:

- As above;
- Company's Board of Directors;
- Company's Supervisory Board;
- Company's Board of Management;
- Company Website;
- Archived: Administration, Corporate Secretary.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut



**APPENDIX: AMENDMENTS AND SUPPLEMENTS TO THE OPERATING REGULATIONS
OF THE BOARD OF DIRECTORS
PHUOC HOA RUBBER JOINT STOCK COMPANY**
(Attached to Submission No. 1440/TTr-CSPH dated September 21st 2026 of Phuoc Hoa Rubber Joint Stock Company)

Note: This matrix details only the amended, supplemented, or newly introduced provisions. Unchanged clauses are omitted.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
1	Legal Grounds for Promulgation	Formulated pursuant to the Law on Securities 2019, Law on Enterprises 2020, Decree No. 155/2020/ND-CP, Circular No. 116/2020/TT-BTC, the Company's Charter, and the 2021 AGM Resolution.	Supplements and updates: Law No. 03/2022/QH15; Law No. 76/2025/QH15 amending the Law on Enterprises; Law on the Management and Investment of State Capital in Enterprises No. 68/2025/QH15; Decree No. 245/2025/ND-CP amending Decree No. 155/2020/ND-CP; incorporates internal governance regulations of Vietnam Rubber Group (VRG) and the AGM Resolution approving amendments.	Updates the statutory framework; ensures alignment with updated corporate legislation, public company regulations, the revised Corporate Charter, and the Group's governance guidelines.
2	Article 1. Scope of Regulation and Applicable Entities	Governs the BOD's organizational structure, operational principles, rights, and obligations; applies primarily to the BOD and its members.	Expands the scope to include governance apparatus, functional delegation, decision-making authority, working workflows, and internal/external working relationships. Extends applicable entities to the Board of Management (Executive Officers), the Supervisory Board, the Person in Charge of Corporate Governance cum Company Secretary, and related departments/individuals.	Defines a comprehensive scope of corporate governance, clearly identifying reporting relationships and functional responsibilities in line with current operations.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
3	Article 2. Operational Principles	The BOD operates under the principle of collective leadership; individual members are personally accountable for assigned portfolios and jointly liable before the GMS and applicable law. The BOD delegates execution to the General Director / Executive Committee.	Codifies the principle of "collective leadership, individual responsibility"; decisions are deliberated democratically and passed by majority vote; institutes joint accountability before the GMS, the Group (VRG), and the law; delineates the General Director's executive authority over daily operations in accordance with the law, Charter, BOD Regulations, and BOD Resolutions.	Solidifies operational principles, balances collective oversight with personal accountability, and aligns governance mechanisms with the parent group's corporate framework.
4	New Article 3. Interpretation of Terms	No standalone provision defining terms.	Establishes definitions and construction principles aligned with the Law on Enterprises, Law on Securities, regulatory guidelines, the Corporate Charter, and Internal Regulations on Corporate Governance.	Standardizes terminology across all company regulations, mitigating ambiguities in legal interpretation and execution.
5	Article 3 (Old) → Article 4 (New). Rights and Obligations of Board Members	Outlines standard statutory rights and fiduciary duties: loyalty, diligence; board meeting attendance; disclosure of remuneration; disclosure of related party transactions; stock trading reports; independent directors' periodic BOD performance assessments.	Introduces individual assignment of responsibilities; grants formal rights to request information regarding the Company, subsidiaries, and associates; sets duties to monitor the execution of BOD resolutions; broadens disclosure and compliance mandates; requires Independent Directors to submit objective corporate governance appraisal reports at the Annual General Meeting (AGM).	Clarifies the mandate and fiduciary obligations of each Director while reinforcing corporate governance oversight.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
6	Article 4 (Old) → Article 5 (New). Right to Information	Entitles members to request information/documents from the General Director, Deputy General Directors, and other managers; requires managers to provide timely, complete, and accurate data.	Extends the information obligation to the Chief Accountant, Heads of functional Departments/Divisions, and Authorised Representatives of Capital at subsidiaries/affiliates; broadens document types to include periodic/ad-hoc reports, legal instruments, operational and financial data; strictly prohibits withholding, delay, or concealment of information.	Eliminates operational information asymmetry, broadens disclosure access, and holds key management accountable for timely reporting to the Board.
7	Article 5 (Old) → Article 6 (New). Number, Term of Office, and Composition of the BOD	Maximum of 05 members; 05-year term; members may be re-elected without term limits; Independent Directors limited to a maximum of 02 consecutive terms; outlines procedures upon term expiration.	Formulates that the GMS resolves BOD size (minimum 03, maximum 05 members); mandates composition thresholds for Non-Executive and Independent Directors pursuant to securities laws and the Charter; maintains a 05-year term and a maximum limit of 02 consecutive terms for Independent Directors; refines provisions on term expiration and board succession.	Aligns Board composition with best-practice governance standards for listed public companies and the Corporate Charter.
8	Article 6 (Old) → Article 7 (New). Criteria and Qualifications for Board Members	General statutory requirements: not disqualified under law; professional qualifications/experience; permitted to concurrently hold board seats in other companies; no prohibited family ties; criteria for Independent Directors pursuant to enterprise law.	Requires full civil capacity; university degree or higher; restricts concurrent board directorships to a maximum of 03 other companies; broadens family relationship restrictions to the Chief Accountant, key executives, and parent company officers/appointing authorities; requires clean administrative record (no prior dismissals from SOEs); establishes integrity, ethics, and reputation criteria; cross-references Article 155 of the Law on Enterprises for Independent Directors.	Elevates directorship qualifications, mitigates overboarding, eliminates conflicts of interest, and complies with updated state capital management criteria.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
9	Article 7 (Old) → Article 8 (New). Chairman of the Board of Directors	Chairman elected by the BOD; cannot concurrently serve as General Director; establishes powers regarding agenda setting, convening meetings, executing resolutions, and overall supervision; addresses absence, resignation, and removal.	Requires at least 03 years of management experience in core or related business sectors; designates the Chairman as Legal Representative (subject to Charter provisions); grants authority to suspend decisions of the General Director that contravene BOD resolutions, the Charter, or the law; assigns supervisory duties over strategic operational/financial targets, rubber plantation clearing, and land-use matters; moves Company Secretary clauses to Article 26.	Reinforces the Chairman's strategic supervisory mandate, prevents executive overreach, and clearly demarcates governance from daily management.
10	Article 8 (Old) → Article 9 (New). Dismissal, Removal, Replacement, and Supplement of Board Members	Governs standard grounds for dismissal, removal, and extraordinary general meetings for supplementary elections (loss of capacity, resignation, non-attendance for 06 consecutive months, health/reputation issues, convictions, bad faith, misrepresentation).	Restructures into clear, distinct clauses for dismissal vs. removal, GMS authority, and mandatory convening triggers; adds statutory catch-all provisions; sets procedures to convene the GMS within statutory deadlines if Board membership decreases by more than one-third (1/3) or if the Independent Director ratio drops below mandatory thresholds.	Codifies Board vacancy and succession procedures, safeguarding operational continuity and regulatory compliance.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
11	Article 9 (Old) → Article 10 (New). Nomination, Candidacy, and Election Procedures	Shareholders/groups holding from 5% of ordinary shares have nomination rights; specifies supplementary nomination mechanisms; cumulative voting applies; GMS resolves elections and dismissals.	Removes the hardcoded 5% ownership threshold, substituting direct cross-references to prevailing thresholds under the Law on Enterprises and Corporate Charter; requires prior written notification of shareholder group formation before opening of the GMS; authorizes incumbent BOD to nominate supplementary candidates when pool is insufficient; maintains mandatory cumulative voting; clarifies voting mechanics.	Enhances procedural flexibility to accommodate legislative amendments to corporate ownership thresholds without requiring frequent regulation revisions.
12	Article 10 (Old) → Article 11 (New). Information Disclosure of Candidates and Election Results	Candidate disclosures required at least 10 days prior to the GMS, detailing biographical data, education, track record, managerial positions, and related interests; candidate commitments of integrity; result disclosures per regulations.	Retains the 10-day prior disclosure threshold; refines candidate profile requirements; requires written affirmations of integrity, accuracy, completeness, and non-conflict of interest; stipulates prompt public disclosure of GMS election/removal resolutions in accordance with securities disclosure regulations.	Standardizes disclosure materials and ensures adherence to securities disclosure rules for listed entities.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
13	Article 11 (Old) → Article 12 (New). Rights and Obligations of the BOD	General enumeration under the Law on Enterprises: strategy, capital, investments, contracts valued at $\geq 35\%$ of total assets, key personnel, internal governance, AGM convening, financial statements, dividends, restructuring; written voting procedures and personal liability for unlawful resolutions.	Restructures the Board's role: the BOD is comprehensively accountable to the GMS and the parent Group for governance, mid/long-term strategy, capital preservation, and capital growth; maintains joint and several liability for unlawful decisions causing damage; institutes mandatory annual reporting to the AGM on corporate governance performance and executive management supervision.	Modernizes the governance architecture, anchoring the Board's fiduciary duty to protect shareholder capital and oversee executive management.
14	New Article 13. Authority and Approval Mechanisms for Board Resolutions and Decisions	Old Article 11 provided only general provisions regarding rights and written ballots; lacked distinct demarcation between collective Board jurisdiction and executive delegation.	Establishes binding legal effect of BOD resolutions/decisions; affirms "one member, one vote" and mandatory recusal on conflicted transactions; recognizes in-person, virtual, and written ballot formats; sets approval threshold ($>50\%$); defines collective Board authority across: investment planning, plantation liquidation/land conversion, capital allocation/restructuring, finance/credit/dividends, organization/remuneration, and production technical norms; defines explicit delegations to the Chairman/Full-time Directors.	Establishes a transparent delegation of authority (DoA) framework, enhancing operational agility while preserving robust risk controls.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
15	Article 12 (Old) → Article 14 (New). Contracts and Transactions with Related Parties	BOD approves related-party contracts/transactions valued below 35% of total assets (or cumulative 12-month value below 35%); requires corporate representatives to notify the BOD and Supervisory Board.	Specifies BOD approval bracket for transactions valued between 10% and under 35% of total assets (or lower thresholds if stipulated in the Charter); categorizes counterparties; mandates comprehensive submission dossiers (draft contract, explanatory note on terms and pricing parity); sets a 15-day approval timeline from receipt of complete documentation; enforces voting recusal for interested directors.	Mitigates conflict-of-interest risks and institutionalizes arm's-length review for material related-party transactions (RPTs).
16	New Article 15. Convening Extraordinary General Meetings (EGM)	Provisions on convening EGMs were scattered without a dedicated article in the BOD Regulations.	Synthesizes all mandatory statutory and charter triggers requiring the BOD to convene an EGM within 30 days; details procedural requirements for recording shareholder lists, drafting agendas, circulating materials, and issuing meeting notices.	Consolidates the Board's obligations regarding extraordinary meetings, protecting shareholder rights and compliance timelines.
17	New Article 16. Board Committees	Contained no provisions on specialized committees under the BOD.	Authorizes establishment of specialized committees: Nomination and Remuneration Committee, Strategy and Development Committee, Risk Management Committee; mandates at least 03 members per committee (directors and external experts); requires that Independent/Non-Executive Directors constitute the majority and serve as Committee Chairs.	Integrates best-practice corporate governance tools, providing the Board with specialized analytical oversight.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
18	Article 16 (Old) → Article 17 (New). Board Meetings	Initial post-election meeting within 07 days; at least quarterly meetings; ad-hoc meetings on demand; 03-day advance notice; quorum 3/4 on first call, >1/2 on second call; flexible attendance modes.	Clarifies procedural workflows: first meeting convened by the director with the highest vote tally; defines entities entitled to demand a meeting; sets a 07-working-day convening deadline; requires notice delivery to both Directors and the Supervisory Board; formally validates in-person, virtual (teleconference/video link), and hybrid formats.	Updates meeting procedures and validates electronic/hybrid board proceedings.
19	Article 11 Clause 3 (Old) → Article 18 (New). Written Ballots (Resolutions by Written Consent)	Authorizes the Chairman to collect written ballots when circumstances preclude a physical meeting; ballots include 03 options and require physical signatures.	Establishes comprehensive procedure for urgent inter-session matters: Secretary circulates ballots/dossiers via registered mail, fax, or authenticated email; sets rule where failure to submit within deadline is deemed approval; requires Secretary to count votes under supervision of a Director or Supervisor; requires formal vote-counting minutes and archival retention.	Tightens governance workflows for written resolutions, preventing administrative deadlock and ensuring an auditable trail.
20	Article 17 (Old) → Article 19 (New). Minutes of Board Meetings	Minutes must record comprehensive proceedings; allows audio/video recording; details signing procedures and handling of signatures refusals; stored at corporate headquarters.	Mandates that minutes be drafted and approved prior to meeting adjournment; requires signatures of the Chair, Secretary, and attending members; if a member refuses to sign, remaining conforming signatures remain valid; mandates archival of minutes alongside complete submission dossiers and voting records.	Elevates legal defensibility, ensures precision in corporate records, and protects the evidentiary value of BOD resolutions.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
21	Article 18 (Old) → Article 20 (New). Annual Reports at the General Meeting of Shareholders	Requires presentation of business results, financial statements, management reports, and Supervisory Board evaluation reports; submission to the Supervisory Board 30 days prior; documents made available at headquarters at least 10 days prior.	Categorizes documentation: operational/financial performance, audited financial statements, BOD corporate governance report, executive management evaluation, and Supervisory Board validation report; adjusts submission deadline to the Supervisory Board to at least 20 days prior to the AGM; secures qualified shareholders' document inspection rights at least 10 days before the meeting.	Aligns disclosure timelines with corporate reporting regulations and safeguards shareholder inspection rights.
22	Article 19 (Old) → Article 21 (New). Remuneration, Salaries, Bonuses, and Operating Expenses	Entitles Board members and Company Secretary to remuneration/bonuses; proposed by the BOD and determined by the GMS; reimbursement of reasonable expenses.	Differentiates remuneration (non-executive) from salaries (full-time executive directors); bonuses linked to business KPIs and operational efficiency; aggregate pool approved by the GMS; mandates separate accounting, disclosure in annual reports, and inclusion of communication allowances; permits procurement of Directors and Officers (D&O) Liability Insurance upon GMS approval.	Modernizes executive compensation disclosure, aligns incentives with corporate performance, and institutes risk hedging via D&O insurance.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
23	Article 20 (Old) → Article 22 (New). Disclosure of Related Interests and Duty of Loyalty	Declaration of related interests and corporate entities owned by directors/related parties within 07 days; transactions within the Company's business scope require disclosure and approval by a majority of remaining members.	Requires written declarations of related interests and corporate holdings (where members/related parties hold capital contributions or controlling equity) within 07 days of occurrence/alteration; maintains strict prior explanation and approval requirements before pursuing business within the Company's core lines; mandates that any unlawful gains arising from breaches be disgorged to the Company.	Reinforces fiduciary loyalty, addresses conflicts of interest, and sets clear remedies for governance breaches.
24	Article 21 (Old) → Article 23 (New). Working Relations Among Board Members	Cooperative relationship; principal director liaises with members overseeing adjacent areas; disputes escalated to the Chairman; handover protocols on reassignment.	Integrates core principles: mutual respect, transparency, and sustainable development; mandates formal written minutes for handovers upon rotation, restructuring, or removal of directors, submitted directly to the Chairman.	Standardizes director handover protocols, ensuring institutional continuity and operational transparency.
25	Article 22 (Old) → Article 24 (New). Relationship Between the BOD and the General Director / Management Executive Committee	Direct reporting relationship; General Director manages operations and assumes accountability; BOD resolutions, decisions, and instructions are binding; General Director reports to the BOD.	Redefines dynamic as governance, strategic direction, oversight, and control; sets Board obligation to provide enabling policies, financial delegation thresholds, and capital resources; details the General Director's responsibilities across plantation tapping, land development, industrial parks (IP), and labor; establishes crisis escalation mechanisms; mandates monthly/quarterly executive reporting and permits the Chairman/Directors to attend executive briefings.	Separates governance oversight from executive operations, clarifying boundaries and providing operational clarity for industrial park and plantation assets.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
26	Article 23 (Old) → Article 25 (New). Coordination with the Supervisory Board and Socio-Political Organizations	The relationship between the BOD and the Supervisory Board is founded on coordination, parity, and independence; BOD reviews audit recommendations/inspection conclusions.	Establishes the obligation to concurrently deliver meeting notices, agendas, draft resolutions, and financial reports to Supervisors; affirms Supervisors' rights to attend and speak (without voting rights); formalizes coordination with the Party Committee and Trade Union on personnel planning, civic duties, and worker welfare.	Enhances checks and balances with the Supervisory Board and reinforces the enterprise's socio-political governance commitments.
27	Article 7 Clause 5 (Old) → Article 26 (New). Governance Support Apparatus / Person in Charge of Corporate Governance cum Company Secretary	Company Secretary appointed by the BOD as needed; assists with AGM/BOD logistics, disclosures, corporate governance, and data confidentiality.	Mandates appointment of 01 Person in Charge of Corporate Governance cum Company Secretary with a maximum term of 05 years; specifies core duties: submission tracking, meeting preparation, drafting minutes/ballots/resolutions, monitoring resolution implementation, corporate disclosures, and secure record retention; authorizes engagement of internal specialists or independent professional advisors when required.	Professionalizes board secretarial functions and aligns compliance monitoring with international corporate governance standards.
28	New Article 27. Provision of Working Facilities and Resources for the BOD	Contained no standalone provision.	Mandates logistical support, workplace conditions, and direct access to corporate ERP, financial, and management data; requires incoming BOD correspondence to be routed directly to the Chairman; mandates that major executive orders/instructions from Executive Management be copied to the BOD; operating expenditures budgeted and settled under corporate financial regulations.	Ensures the Board possesses the logistical, technological, and budgetary resources necessary to fulfill its oversight obligations.

No.	Article / Provision Reference	Operating Regulations of the BOD (2021)	Proposed Amendments and Supplements (2026)	Rationale for Amendments / Supplements
29	New Article 28. Amendments and Supplements to the Regulations	2021 Regulations included an enforcement clause, but lacked a dedicated provision defining the amendment procedure.	Clarifies that all amendments and supplements are formulated by the BOD and become effective only upon formal approval and ratification by the General Meeting of Shareholders.	Confirms the reservation of authority to the GMS, eliminating ambiguity regarding regulatory modifications.
30	New Article 29. Transitional Provisions	Contained no transitional provisions.	Stipulates that for matters not covered herein, or when new statutory enactments supersede clauses within these Regulations, prevailing laws and the Corporate Charter shall automatically prevail.	Prevents regulatory vacuums and preserves compliance during intermediate statutory transitions.
31	Article 24 (Old) → Article 30 (New). Validity and Implementation Enforcement	2021 Regulations comprised 07 Chapters, 24 Articles, effective from June 15, 2021.	New Regulations comprise 07 Chapters, 30 Articles; effective as of the signature date of the Promulgation Decision; supersedes in its entirety the Regulations issued under Decision No. 516/QD-CSPH dated June 17, 2021; details enforcement responsibilities for the BOD, Executive Management, Supervisory Board, and related units/individuals.	Establishes legal validity, identifies repealed legal instruments, and assigns implementation duties.

DRAFT

**OPERATING REGULATIONS OF THE BOARD OF DIRECTORS
PHUOC HOA RUBBER JOINT STOCK COMPANY**

*(Issued in conjunction with Decision No.:/QD-HDQT dated Month Year 2026
of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company)*

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

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

Pursuant to Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;

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

Pursuant to 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;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles 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;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company;

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

Pursuant to General Meeting of Shareholders Resolution No. /NQ-DHDCD dated / / 2026 of Phuoc Hoa Rubber Joint Stock Company approving the

amendments and supplements to the Operating Regulations of the Board of Directors;

The Board of Directors of Phuoc Hoa Rubber Joint Stock Company hereby promulgates the Operating Regulations of the Board of Directors, comprising the following contents:

Chapter I GENERAL PROVISIONS

Article 1. Scope of Governance and Applicable Entities

1. Scope of Governance: These Regulations govern the organizational structure, operating principles, powers, obligations, assignment and delegation of authority, decision-making competency, working procedures, and working relationships of the Board of Directors ("BOD") of Phuoc Hoa Rubber Joint Stock Company (hereinafter referred to as the "Company") in performing its management, orientation, and supervisory functions in accordance with the Law on Enterprises, Law on Securities, the Charter on Organization and Operation of the Company (hereinafter referred to as the "Company Charter"), directives of Vietnam Rubber Group – Joint Stock Company (hereinafter referred to as the "Group"), and relevant legal regulations.

2. Applicable Entities: These Regulations apply to the Board of Directors, members of the Board of Directors, the Board of General Directors (Executive Management), the Supervisory Board, the Person in charge of Corporate Governance cum Corporate Secretary, and relevant units and individuals under Phuoc Hoa Rubber Joint Stock Company.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors operates on the principle of collective leadership and individual responsibility. Matters falling within the authority of the Board of Directors shall be discussed democratically and resolved by majority decision.

2. Members of the Board of Directors shall bear individual responsibility for the areas and tasks assigned to them; and concurrently bear joint liability before the General Meeting of Shareholders, before the Group, and before the law for the resolutions and decisions of the Board of Directors.

3. The Board of Directors delegates to the General Director the organization, management, and administration of the day-to-day business operations of the Company in compliance with the provisions of law, the Company Charter, these Regulations, and the directing resolutions and decisions of the Board of Directors.

Article 3. Definitions and Interpretations

The terms and expressions used in these Regulations shall be understood and applied in accordance with the Law on Enterprises, the Law on Securities, their implementing regulations, the Company Charter, and the Internal Corporate Governance Regulations of Phuoc Hoa Rubber Joint Stock Company.

Chapter II BOARD MEMBERS

Article 4. Rights and Obligations of Board Members

1. The Board of Directors is the governing body of the Company, holding full authority in the name of the Company to decide and exercise the rights and obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.

2. On the basis of discussion and consensus at meetings, the Chairman of the Board of Directors shall issue decisions assigning specific responsibilities to each Board member. Each member shall be in charge of one or several specific fields of work, regularly monitor, expedite, and report to the Board of Directors on the implementation results. Any adjustment or reassignment of duties must be discussed collectively and adopted via a resolution or written directive of the Board of Directors.

3. Board members shall have all rights stipulated by the Law on Enterprises, Law on Securities, relevant legislation, and the Company Charter; in particular, the right to demand the timely and complete provision of information and documents concerning financial conditions, production, business, and investment activities of the Company, its subsidiaries, and affiliates.

4. Board members shall monitor and assess the implementation status of enacted resolutions, decisions, and internal regulations to propose amendments, supplements, or annulments to the Board of Directors in alignment with actual business practices and current legal regulations.

5. Board members have the following rights and obligations:

a) Perform their duties honestly, prudently, and diligently in the best interests of the shareholders and the Company; comply with the general orientation and directives of the Group;

b) Attend all meetings of the Board of Directors, prepare contents thoroughly, vote actively, and take responsibility for their opinions and contributions;

c) Report promptly, honestly, and fully to the Board of Directors all remuneration and benefits received from subsidiaries, affiliates, or other entities in which the Company holds equity interests;

d) Report at the latest Board meeting any transactions between the Company, its subsidiaries, or affiliated units and the member themselves or their related persons; publicly disclose transactions with enterprises in which the Board member is a founder or holds a managerial position within the preceding three (03) years;

e) Strictly fulfill information disclosure obligations and report transactions involving PHR shares in accordance with securities laws;

f) Be accountable to the Board of Directors and the Chairman of the Board of Directors for the assigned areas under their supervision and direction;

g) Request the Chairman of the Board of Directors to convene extraordinary meetings in accordance with the order and procedures stipulated in the Company Charter and these Regulations;

h) Strictly comply with legal provisions, the Company Charter, these Regulations, resolutions of the General Meeting of Shareholders, and resolutions of the Board of Directors.

6. Independent Board members are responsible for preparing objective assessment reports on the governance activities of the Board of Directors to present at the Annual General Meeting of Shareholders.

Article 5. Right to Information of Board Members

1. Board members have the right to request the General Director, Deputy General Directors, Chief Accountant, Heads of functional departments of the Company, and Authorized Capital Representatives of the Company at member entities to provide comprehensive information, periodic and ad-hoc reports, legal dossiers, and accounting data relating to the governance, management, financial, and business operations.

2. The requested managers are obligated to provide complete, truthful, accurate, and timely dossiers and documents as required by Board members; they must not delay, evade, or conceal information. The procedures and formats for information provision shall comply with the Company Charter.

Article 6. Number, Term of Office, and Composition of Board Members

1. The number of members of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company shall be decided by the General Meeting of Shareholders, with a minimum of three (03) members and a maximum of not more than five (05) members. The Board structure must ensure an adequate proportion of independent Board members and non-executive Board members in accordance with securities laws and the Company Charter.

2. The term of office of the Board of Directors is five (05) years. The term of office of each Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. Particularly, independent Board

members may only be elected for a maximum of two (02) consecutive terms at the Company.

3. In cases where all Board members complete their terms simultaneously, they shall continue to exercise their rights and duties until the new Board of Directors is elected by the General Meeting of Shareholders and takes over the work.

Article 7. Qualifications and Conditions for Board Members

1. Board members must satisfy the following qualifications and conditions:

a) Possess full civil capacity, not falling under the categories prohibited from establishing and managing enterprises under Clause 2, Article 17 of the Law on Enterprises;

b) Hold a university degree or higher, possess business management competence, and have practical understanding of the Company's sectors and lines of business;

c) A Board member of the Company may concurrently serve as a Board member at other enterprises, but must not concurrently hold a Board position at more than three (03) other companies in accordance with corporate governance regulations;

d) Must not be a family relative (spouse, biological/adoptive parent, biological/adopted child, biological sibling) of the General Director, Chief Accountant, or other managers of the Company; or of Managers of the Group and persons authorized to appoint managers of the parent company (the Group);

e) Have never been disciplined by dismissal from the positions of Chairman or Member of the Members' Council; Chairman or Member of the Board of Directors; General Director or Deputy General Director; Director or Deputy Director at enterprises where the State holds 50% or more of charter capital or total voting shares as prescribed by law;

f) Possess good political character and ethics, prestige, integrity, and strict adherence to Party guidelines, policies, and State laws.

2. Independent Board members must meet the criteria in Clause 1 of this Article and the independence criteria prescribed in Article 155 of the Law on Enterprises:

a) Not currently working for the Company, its parent company, or subsidiaries; not having worked for the Company, its parent company, or subsidiaries for at least the three (03) consecutive preceding years;

b) Not receiving salaries or remuneration from the Company, except for statutory allowances to which Board members are entitled;

c) Not having a spouse, biological/adoptive parent, biological/adopted child, or biological sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;

d) Not directly or indirectly owning at least 1% (one percent) of the total voting shares of the Company;

e) Not having served as a Board member or Supervisory Board member of the Company for at least the five (05) consecutive preceding years, unless appointed for two (02) consecutive terms.

3. An independent Board member who realizes that they no longer satisfy all independence criteria and conditions must immediately send a written notice to the Board of Directors and shall automatically cease to hold the independent status from the date of non-compliance. The Board of Directors must report this at the nearest General Meeting of Shareholders or convene an extraordinary meeting within six (06) months to elect an additional or replacement member.

Article 8. 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 on the principle of majority vote. The Chairman must have at least three (03) years of business management and executive experience in the primary business lines or sectors closely related to the primary business lines of the Company. The Chairman is the Legal Representative of the Company (or as specifically provided in the Company Charter).

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

3. Powers and duties of the Chairman of the Board of Directors:

a) Formulate activity programs and operational plans of the Board of Directors;
b) Prepare contents, agendas, and documentation for meetings; convene, preside over, and chair meetings of the Board of Directors;

c) Chair General Meetings of Shareholders;

d) Organize voting procedures and sign resolutions, decisions, and directing documents within the authority of the Board of Directors on its behalf;

e) Direct, inspect, and supervise the implementation of resolutions of the General Meeting of Shareholders and decisions/orientations of the Board of Directors; have the power to suspend decisions of the General Director on behalf of the Board if such decisions contradict Board resolutions, the Company Charter, or legal regulations;

f) Coordinate, guide, and supervise the execution of business targets, financial plans, tree plantation liquidation, land recovery/handover, and general operational management by the General Director;

g) Ensure audited annual financial statements and BOD annual performance reports are submitted to shareholders at the General Meeting of Shareholders as prescribed by law;

h) Exercise other rights and obligations stipulated by the Company Charter and the delegation of authority by the Board of Directors.

4. When absent or unable to perform duties, the Chairman must authorize another Board member in writing to perform the Chairman's duties. In the absence of an authorized person or in the event of statutory vacancies, the remaining members shall elect one among them to temporarily hold the position of Chairman on a majority basis until a new Chairman is elected.

5. In the event of the Chairman's resignation or removal, the Board of Directors must organize a meeting to elect a replacement within ten (10) days from the date of approving the resignation or removal.

Article 9. Dismissal, Removal, Replacement, and Addition of Board Members

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

a) Failing to meet the qualifications and conditions for Board members under Article 7 of these Regulations and the Company Charter;

b) Submitting a written resignation letter that is approved by the General Meeting of Shareholders;

c) Other cases stipulated by law and the Company Charter.

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

a) Failing to participate in Board activities for six (06) consecutive months without legitimate justification and without approval from the Board, except in force majeure events;

b) Having insufficient health or loss of prestige to undertake the position of Board member;

c) Being restricted or having lost civil act capacity, supported by expert medical conclusions confirming loss of perception and behavioral control;

d) Being prosecuted and convicted by a legally effective court judgment;

e) Committing dishonest acts in exercising rights and duties, abusing positions, or misusing Company assets for self-interest; reporting falsified financial conditions and business results;

f) Providing inaccurate or fraudulent personal information in candidacy dossiers for Board membership;

- g) Being removed by resolution of the General Meeting of Shareholders;
- h) Other cases as prescribed by law.

3. The General Meeting of Shareholders has the right to dismiss, remove, or replace Board members outside the circumstances set forth in Clauses 1 and 2 of this Article whenever deemed necessary in the supreme interest of the Company.

4. Convening the General Meeting of Shareholders to elect replacement/additional Board members:

a) When the number of Board members decreases by more than one-third (1/3) compared to the number stipulated in the Company Charter, the Board must convene a GMS within sixty (60) days to elect additional members;

b) When the number of independent Board members decreases below the required statutory ratio;

c) At the nearest GMS session to replace dismissed or removed members.

Article 10. Methods of Election, Dismissal, and Removal of Board Members

1. Shareholders or groups of shareholders holding the shareholding ratio specified in the Law on Enterprises and the Company Charter have the right to aggregate voting rights to nominate candidates for the Board of Directors. Notice of establishing nomination groups must be submitted to the Organizing Committee before the opening of the General Meeting of Shareholders.

2. Where the number of nominated candidates is insufficient, the incumbent Board of Directors has the right to nominate additional candidates or introduce candidates in accordance with the Charter and Internal Corporate Governance Regulations, which must be publicly announced prior to voting at the GMS.

3. The voting method for electing Board members must strictly apply cumulative voting in accordance with the Law on Enterprises and the Company Charter.

4. The General Meeting of Shareholders votes on the election, dismissal, and removal of Board members by secret ballot or open show of hands as decided by the General Meeting.

Article 11. Disclosure of Information Regarding Candidates and Election Results

1. The list and brief curriculum vitae of Board candidates must be published on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders. Candidate dossiers must include written commitments affirming the truthfulness, accuracy, and completeness of personal information, related interests, and managerial positions held at other enterprises.

2. Resolutions of the GMS regarding the election, dismissal, and removal of Board members must be transparently disclosed within the time limits and procedures prescribed by securities laws.

Chapter III

THE BOARD OF DIRECTORS

Article 12. Powers and Obligations of the Board of Directors

1. The rights and obligations of the Board of Directors are executed in accordance with the Law on Enterprises, the Law on Securities, the Company Charter, these Regulations, and the guidelines and directives of Vietnam Rubber Group.

2. The Board of Directors is fully accountable to the General Meeting of Shareholders and the Group for corporate governance, long-term strategic direction, medium- and long-term business plans, and capital preservation and development.

3. In exercising its powers and responsibilities, the Board of Directors shall strictly comply with the law, the Company Charter, and resolutions of the General Meeting of Shareholders. If a resolution or decision adopted by the Board violates the law or the Charter and causes damage to the Company, members who voted in favor shall be jointly and personally liable and must compensate the Company; members who firmly dissented and had their objections recorded shall be exempted from liability. Shareholders have the right to request the Court to suspend or annul such unlawful resolutions or decisions.

4. The Board of Directors shall report to the Annual General Meeting of Shareholders on corporate governance performance and supervisory outcomes regarding the Board of General Directors and executive management annually.

Article 13. Decision-Making Competency and Methods of Passing Resolutions/Decisions

1. Resolutions and decisions of the Board of Directors are binding on the Board of General Directors, subordinate units, subsidiaries, and all employees of Phuoc Hoa Rubber Joint Stock Company. In case the General Director holds a different opinion, they have the right to reserve their opinion and report to the General Meeting of Shareholders and the Group's Board of Directors; however, pending review and resolution, the General Director must strictly comply with the Board's resolution.

2. Voting Rights: Each Board member has one equal vote. A member may not participate in voting on transactions or contracts that generate personal benefits for themselves or their related persons as prescribed by law.

3. Adoption Methods: Adopted via direct or online voting at meetings, or via written ballots. Resolutions and decisions are passed when approved by more than 50% (majority) of total voting members. In the event of a tied vote, the final decision shall belong to the side supported by the Chairman of the Board of Directors.

4. Approval Authority of the Collective Board of Directors:

The following matters must be collectively considered and approved by the Board of Directors at meetings or via written ballots:

a) Regarding planning, investment, and business operations:

- Approve long-term development strategies and master plans, medium-term (5-year) development plans, and annual business and financial plans of the Company upon obtaining agreement/approval from the Group, prior to submitting them to the General Meeting of Shareholders for adoption;

- Determine annual business targets and KPIs based on the general plan agreed by the Group and GMS resolutions;

- Decide investment plans, investment projects, and approve final settlement of projects under the Board's authority as delegated by the Company Charter; submit project investment policies to the Group for approval in accordance with the Group's capital management decentralization;

- Decide on joint investment and investment cooperation policies between the Company and other partners/entities upon receiving written approval on policy from the Group's Board of Directors;

- Decide unplanned investments or expenditures, or those exceeding 10% of the annual business plan and budget value after receiving approval from the Group;

- Decide on the transfer of investment projects, financial divestment at other enterprises upon receiving written policy approval from the Group's Board of Directors;

- Approve cost estimates for new planting, basic development (capitalized) rubber plantation tending, and annual replanting based on maximum investment expenditure limits approved or agreed by the Group;

- Approve the Company's annual regular procurement plans pursuant to internal financial management delegation.

b) Regarding plantation liquidation, land handover, and land management:

- Approve annual rubber plantation liquidation plans for replanting or land-use conversion after obtaining agreement/approval from the Group;

- Decide the liquidation of rubber plantations (under development or in production) damaged by natural disasters, pests, or operating inefficiently upon receiving policy approval from the Group;

- Decide land handover or land recovery pursuant to notices/decisions of competent state agencies, or voluntary land return to local authorities after obtaining written agreement from the Group's Board of Directors;

- Decide the liquidation of rubber trees, timber/firewood, and fixed assets upon receiving written policy agreement from the Group under delegation regulations.

c) Regarding corporate restructuring and investment capital management:

- Decide policies on restructuring, divestment, additional capital contributions, new incorporations, or capital adjustments in subsidiaries and affiliates upon written policy approval from the Group's Board of Directors;

- For adjustments to charter capital structure, organizational restructuring, and operational model reorganization of the Company and controlled member units, the implementation process is as follows:

Step 1: The Board of Directors considers and passes the proposed policy;

Step 2: Capital Representatives of the Group at the Company report and seek policy approval from the Group under Capital Representative Regulations;

Step 3: Based on the written policy approval from the Group, the Board of Directors officially issues implementation decisions within its authority or submits them to the GMS for approval pursuant to the Company Charter;

- Decide share repurchase plans of the Company in accordance with the law and the Company Charter after receiving policy approval from the Group's Board of Directors.

d) Regarding finance, credit, and profit distribution:

- Approve audited annual financial statements to submit to the GMS for ratification; review, approve, or provide opinions on quarterly and reviewed semi-annual financial statements prior to statutory disclosure;

- Approve financial plans, medium- and long-term credit borrowing plans, bond issuance (if any), and loan guarantee schemes for subsidiaries/affiliates in accordance with law;

- Approve contracts, economic agreements, and financial transactions valued at 35% or more of the Company's total asset value recorded in the latest financial statements (or a lower threshold as prescribed by the Charter);

- Approve bad debt handling schemes, debt write-offs, and appropriation/reversal of major financial risk provisions;

- Propose annual dividend payout ratios, interim dividend advances, and decide timelines and payment procedures for dividends upon receiving approval from the Group.

e) Regarding organization, human resources, and remuneration:

- Elect, dismiss, and remove the Chairman of the Board of Directors;
- Decide appointment, re-appointment, dismissal, signing and termination of employment contracts, commendations, disciplining, salary, and remuneration for the General Director, Deputy General Directors, and Chief Accountant;
- Agree with the General Director on the appointment, dismissal, and transfer of Heads of functional departments and subordinate units;
- Designate and replace Capital Representatives of the Company at other enterprises; assign voting mandates to Capital Representatives at GMS/BOD meetings of subsidiaries and affiliates;
- Decide organizational governance structures, establishment, merger, and dissolution of dependent units, branches, production teams, and processing plants;
- Promulgate Internal Corporate Governance Regulations, Financial Regulations, and Salary and Bonus Regulations for managers and employees;
- Decide the type, form, quantity, and management of the corporate legal seals.

f) Regarding technical guidance and business operation oversight:

- Direct and oversee processed rubber latex quality management, environmental protection, sustainable development, and forest certification (PEFC/FSC);
- Approve techno-economic norms for rubber exploitation, plantation care, latex processing, and export product quality standards;
- Issue policies on intensive harvesting (salvage tapping) for plantation areas earmarked for land clearance liquidation or replanting; policies on transferring intensive latex extraction rights;
- Evaluate and rate Corporate Managers and Capital Representatives of the Company at subsidiaries and affiliates annually.

5. Delegation of Authority to Chairman and Executive Board Members:

The Chairman of the Board of Directors (or an authorized full-time Board member) is authorized to resolve and issue documentation regarding the following regular matters:

- Approve Techno-Economic Feasibility Reports for basic construction and major maintenance projects whose investment policies have been approved by the Board, pursuant to the Company's Governance and Financial Regulations;

- Issue written agreement/directives instructing the Company's Capital Representatives on voting at Annual or Extraordinary General Meetings of Shareholders of subsidiaries and affiliates;
- Decide overseas and domestic business travel, study, and training trips for personnel managed by the Board of Directors;
- Decide the establishment of advisory councils and task forces (Asset Liquidation Council, Salary Council, Restructuring Task Force, Digital Transformation Steering Committee, etc.);
- Issue periodic or ad-hoc reports and official letters to the Group, Ministries, and the People's Committee of Binh Duong Province regarding business status, resolution of land procedures, and site compensation;
- Select independent audit firms to audit financial statements of wholly owned (100%) subsidiaries;
- Sign directives instructing the Board of General Directors to implement inspection and audit conclusions from State regulatory bodies and superior authorities.

Article 14. Approval and Execution of Contracts/Transactions with Related Parties

1. The Board of Directors shall review and approve contracts and transactions valued from 10% to less than 35% of the total asset value recorded in the latest financial statements (or a lower threshold as prescribed in the Company Charter) established between the Company and:

- Board members, Supervisory Board members, the General Director, other managers, and their related persons;
- Major shareholders, authorized representatives of shareholders holding 10% or more of total ordinary shares, and their related persons;
- Related enterprises as defined under Clause 2, Article 164 of the Law on Enterprises.

2. Approval Process: The contracting representative must submit the transaction dossier, draft contract, and an explanatory proposal detailing rights and obligations to the Board of Directors and the Supervisory Board. The Board shall decide on approval within fifteen (15) days from receiving the complete dossier. Board members with related interests shall have no voting rights on such matters.

Article 15. Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors is obligated to convene an Extraordinary General Meeting of Shareholders in the following circumstances:

- a) Deemed necessary by the Board of Directors in the supreme interest of the Company and shareholders;
- b) The remaining number of Board members or Supervisory Board members falls below the statutory minimum required by law and the Company Charter;
- c) Upon written request from an eligible shareholder or group of shareholders holding the statutory shareholding ratio;
- d) Upon formal written request from the Supervisory Board;
- e) Other cases as prescribed by law and competent authorities.

2. Convening Timeline: The Board must convene the Extraordinary GMS within thirty (30) days from the occurrence of events in Points b, c, or d, Clause 1 of this Article. Organization must adhere strictly to statutory procedures regarding shareholder lists, agendas, documents, draft resolutions, and notices under the Law on Enterprises.

Article 16. Sub-committees under the Board of Directors

1. The Board of Directors may establish specialized assisting sub-committees, including: Nomination and Remuneration Committee, Strategy and Development Committee, Risk Management Committee, etc. Each committee shall have at least three (03) members, including Board members and external experts. Independent or non-executive Board members shall constitute the majority and serve as Committee Chairs.

2. The operating regulations, duties, and specific authorities of each committee shall be determined by the Board of Directors upon establishment.

Chapter IV

BOARD MEETINGS AND DECISION-MAKING PROCEDURES

Article 17. Board of Directors Meetings

1. The first meeting of a new Board tenure to elect the Chairman shall be conducted within seven (07) business days from the conclusion of elections. This meeting shall be convened and chaired by the member who received the highest number of votes.

2. Regular Meetings: The Board shall convene at least once every quarter to evaluate performance of the preceding quarter and adopt the plan for the subsequent quarter.

3. Extraordinary Meetings: The Chairman shall convene an extraordinary meeting upon written request from: the Supervisory Board; an independent Board member; the General Director or at least five (05) other managers; or at least two

(02) Board members. The meeting must be convened within seven (07) business days from receiving the request.

4.Meeting Notice: The Chairman or convener shall deliver meeting notices, agendas, materials, and voting ballots to each Board member and Supervisory Board member at least three (03) business days prior to the meeting date.

5.Quorum:

- A meeting is validly convened when attended by at least three-fourths (3/4) of total members in person or via valid proxy (subject to approval by a majority of Board members).

- If the first convocation fails to reach the quorum, a second meeting shall be convened within seven (07) days; the second meeting shall proceed if more than half (1/2) of the total members attend.

6.Meeting Format: Meetings may be conducted in person at the Company's headquarters, virtually (via teleconference/video conference), or hybrid, ensuring all members can hear, exchange, and discuss concurrently.

Article 18. Written Ballot Procedures

1. For urgent matters arising between two regular meetings, the Chairman of the Board of Directors has the authority to collect written opinions of Board members in lieu of convening a meeting.

2. The Corporate Secretary shall send written opinion forms along with supporting materials to each Board member via registered mail, fax, or email. The opinion form must clearly state the matters, feedback deadline, and three options: Approve, Disapprove, and No Opinion.

3. Board members must sign the ballot and return it to the Corporate Secretary on time. Members who fail to return their ballots by the deadline shall be deemed to have approved the proposed matter.

4. The Corporate Secretary shall conduct vote counting under the supervision of at least one (01) Board member or one (01) Supervisor, formulate the Vote Counting Minutes, and draft the Resolution for the Chairman to sign. All voting files shall be archived at the Company headquarters.

Article 19. Minutes of Board Meetings

1. All proceedings, discussions, and voting results of Board meetings must be recorded truthfully and comprehensively in the Meeting Minutes. Meetings may be audio/video recorded for archival purposes.

2. Meeting minutes must be finalized and approved prior to the adjournment of the meeting. The minutes must be signed by the Chairman, the Secretary, and all attending Board members.

3. If the Chairman or Secretary refuses to sign the minutes, but the minutes are signed by all other attending members approving the contents, the minutes remain legally effective. The refusing person shall bear personal liability for the refusal.

4. Meeting minutes and all submitted documentation must be carefully preserved at the Company's principal office in accordance with statutory regulations on corporate record retention.

Chapter V

REPORTING, REMUNERATION, AND DISCLOSURE OF INTERESTS

Article 20. Submission of Annual Reports at General Meetings of Shareholders

1. At the close of each fiscal year, the Board of Directors is responsible for finalizing and presenting the following reports to the Annual General Meeting of Shareholders:

a) Report on business operation performance and financial standing of the Company;

b) Annual financial statements reviewed and audited by an independent audit organization;

c) Governance report of the Board of Directors and evaluation report on executive performance of the General Director;

d) Review/validation report of the Supervisory Board.

2. The aforesaid reports must be finalized and delivered to the Supervisory Board at least twenty (20) days prior to the opening date of the Annual GMS.

3. Eligible shareholders or groups of shareholders have the right to review dossiers, materials, and audit reports at the Company headquarters at least ten (10) days prior to the GMS date.

Article 21. Remuneration, Salaries, Bonuses, and Operating Expenses of the Board

1. Board members are entitled to work remuneration or salaries (if serving as executive/full-time members) and performance bonuses based on business results and efficiency.

2. The aggregate budget for remuneration, salaries, and bonuses of the Board shall be approved by the Annual General Meeting of Shareholders based on proposals submitted by the Board.

3. Remuneration and salaries of the Board of Directors are accounted for as corporate administrative expenses in accordance with corporate income tax regulations, presented as a separate line item in the annual financial statements, and publicly disclosed.

4. Board members shall be reimbursed by the Company for reasonable travel, accommodation, communication, and other business expenses incurred during the performance of assigned duties pursuant to internal Financial Regulations.

5. The Company may purchase Directors' and Officers' (D&O) liability insurance for Board members upon approval by the General Meeting of Shareholders. Such insurance does not cover liabilities arising from violations of law or the Company Charter.

Article 22. Disclosure of Related Interests and Duty of Loyalty

1. Board members must disclose in writing to the Company their related interests, including entities in which they and their related persons hold capital contributions or controlling shares, within seven (07) business days from the date of occurrence or modification.

2. Board members who, in their personal capacity or on behalf of other organizations, execute activities falling within the Company's scope of business must report and obtain the consent of a majority of the remaining Board members before proceeding. All unlawful revenues derived from violations of this provision shall belong to Phuoc Hoa Rubber Joint Stock Company.

Chapter VI

WORKING RELATIONSHIPS AND ASSISTING APPARATUS

Article 23. Working Relationships Among Board Members

1. Relationships among Board members are collaborative based on mutual respect, openness, and transparency for the sustainable development of the Company.

2. When resolving matters within their assigned areas that intersect with another member's duties, the member in charge must proactively coordinate and reach consensus. If disagreements arise, the matter must be reported to the Chairman to preside over or brought to a Board meeting.

3. In the event of reassignment, rotation, or dismissal of a Board member, the handover of files, documents, and ongoing tasks must be clearly documented in writing and reported to the Chairman of the Board of Directors.

Article 24. Relationship Between the Board of Directors and the General Director / Executive Management

1. The relationship between the Board of Directors and the Board of General Directors is one of direction, management, inspection, and direct oversight. The Board issues resolutions and decisions to set strategic orientation; the General Director organizes day-to-day operational execution.

2. The Board of Directors creates favorable conditions regarding mechanisms, policies, financial delegation, and resources for the General Director to proactively manage operations to achieve peak efficiency.

3. The General Director is comprehensively accountable to the Board of Directors, the General Meeting of Shareholders, and before the law for executing planned targets, rubber exploitation, plantation management, industrial park development, and workforce management.

4. In emergency cases (natural disasters, fire, storms damaging plantations, environmental incidents, epidemics, etc.), the General Director has the authority to implement urgent measures exceeding normal authorization to minimize damage to the Company, followed by an immediate written report to the Chairman, and shall bear personal liability for such decisions.

5. The General Director must submit periodic monthly and quarterly financial and operational reports to the Board of Directors (at the latest within 15 days following the quarter's end).

6. The Chairman or a designated Board member has the right to attend management briefings of the Board of General Directors and deliver directing remarks, but shall not issue conclusions on behalf of the General Director.

Article 25. Relationship with the Supervisory Board and Socio-Political Organizations

1. The relationship between the Board of Directors and the Supervisory Board is founded on equality, independence, and mutual support to safeguard financial transparency and asset security.

2. The Board of Directors shall provide meeting notices, documentation, draft resolutions, and financial statements to Supervisors at the same time and in the same manner as provided to Board members. The Head of the Supervisory Board and Supervisors have the right to attend and express opinions at Board meetings, but have no voting rights.

3. The Board of Directors shall thoroughly review recommendations and findings in inspection reports of the Supervisory Board to instruct the General Director to rectify shortcomings and mitigate risks promptly.

4. The Board coordinates closely with the Party Committee of Phuoc Hoa Rubber Joint Stock Company regarding personnel affairs and political mandates; and

coordinates with the Company Trade Union to care for employees' livelihoods, compensation, Collective Labor Agreements, and lawful interests.

Article 26. Assisting Apparatus of the Board of Directors

1. Person in Charge of Corporate Governance cum Corporate Secretary:

- The Board of Directors shall appoint one (01) Person in charge of Corporate Governance cum Corporate Secretary for a term of up to five (05) years to assist the Board;

- Qualifications, functions, and duties shall comply with the Company Charter, the Law on Enterprises, and corporate governance regulations applicable to listed companies.

2. Duties of the Person in Charge of Corporate Governance cum Corporate Secretary:

- Serve as communication liaison, receiving and transferring submissions and files from the Board of General Directors to the Chairman and Board members;

- Prepare logistics, venues, and documents, and send meeting invitations for Board and GMS meetings;

- Draft meeting minutes, count written ballots, and draft resolutions, decisions, and meeting conclusions for the Chairman's signing and promulgation;

- Monitor the implementation of enacted resolutions and supervise compliance with statutory information disclosure obligations;

- Manage, preserve safely, and securely archive all records, minutes, and resolutions of the Board of Directors pursuant to regulations.

3. When necessary, the Board of Directors has the right to second specialists from executive functional departments or engage professional external advisory firms to appraise complex investment proposals and projects.

Article 27. Working Conditions of the Board of Directors

1. Board members are provided with necessary working conditions, office facilities (for full-time members), equipment, communication channels, and access to the Company's governance databases and accounting reports.

2. The Company Clerical Office is responsible for receiving all incoming correspondence addressed to the Board of Directors and delivering it directly to the Chairman for handling.

3. All directives issued by the General Director and Deputy General Directors regarding internal regulations or major policies must be copied to the Board of Directors for oversight.

4. Operating expenses of the Board of Directors shall be budgeted annually and settled in accordance with the Company's Financial Regulations.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 28. Amendments and Supplements to the Regulations

Any amendments or supplements to these Operating Regulations of the Board of Directors shall be formulated by the Board of Directors of Phuoc Hoa Rubber Joint Stock Company and must be voted upon and approved by the General Meeting of Shareholders to become effective.

Article 29. Transitional Provisions

Matters concerning the organization and operation of the Board of Directors not stipulated in these Regulations, or where statutory legal provisions change resulting in divergence from these Regulations, shall automatically be governed by applicable laws and the Company Charter.

Article 30. Validity and Enforcement

1. These Operating Regulations of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company comprise seven (07) Chapters and thirty (30) Articles, approved by the General Meeting of Shareholders on Month Year 2026, and take effect from the date of signing the promulgation decision.

2. These Regulations supersede in their entirety the Operating Regulations of the Board of Directors promulgated under Decision No. 516/QD-CSPH dated June 17, 2021, of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company.

3. Members of the Board of Directors, the Board of General Directors, the Supervisory Board, Heads of functional departments, and Heads of subordinate units of Phuoc Hoa Rubber Joint Stock Company are responsible for executing these Regulations./.

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 1483/TTr-CSPH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, September 30th, 2026

PROPOSAL

Re: Approval of the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company

To: The General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company

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

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amending, supplementing, replacing documents and guiding regulations;

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

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing Decree No. 155/2020/ND-CP and other relevant effective legal documents;

Pursuant to Decree No. 366/2025/ND-CP dated December 31, 2025 of the Government on the management and investment of State capital in enterprises;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance and its amending, supplementing, replacing documents and guiding regulations;

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company;

Pursuant to the internal operational regulations of the Company and relevant effective regulations of Vietnam Rubber Group - Joint Stock Company, including regulations on the operation of the Board of Directors, capital representatives, capital management, and investment;

Pursuant to Resolution No. 56/2026/NQ-CSPH dated September 30, 2026, of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company on the approval of the Draft Internal Regulations on Corporate Governance.

The Board of Directors of Phuoc Hoa Rubber Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the

issuance of the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company with the following main contents:

1. Necessity

The Regulations have been reviewed and drafted to update current legal regulations, ensuring alignment with the Company's Charter and relevant regulations of Vietnam Rubber Group; as well as to improve internal regulations regarding the structure, authority, responsibilities, and coordination relationship among the Company's governance and executive bodies.

2. Contents Submitted for Approval

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the full text of the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company in accordance with the draft attached to this Statement.

The Regulations shall take effect from the date of issuance and replace the Internal Regulations on Corporate Governance issued under Decision No. 447/QD-CSPH dated July 3, 2023.

3. Implementation

The General Meeting of Shareholders is kindly requested to authorize the Board of Directors to finalize, sign, promulgate, and disclose the Regulations in accordance with statutory regulations; and concurrently to review and submit to the General Meeting of Shareholders for amendments and supplements to the Regulations when necessary to ensure compliance with applicable laws, the Company's Charter, and actual operational requirements.

Respectfully submitted./.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Company Website;
- Archived: Admin, BOD Secretary.

ON BEHALF OF THE BOD
CHAIRMAN



Huynh Kim Nhut

**COMPARISON TABLE OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
(2023 REGULATIONS VS. 2026 DRAFT)**

(Attached to Statement No. 1483/TTr-CSPH, September 30th 2026 of Phuoc Hoa Rubber Joint Stock Company)



LEGAL BASIS AND CHAPTER I: GENERAL PROVISIONS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
1	Legal Basis for Issuance	Pursuant to Law on Securities 2019; Law on Enterprises 2020; Decree 155/2020/ND-CP; Circular 116/2020/TT-BTC; Company Charter approved on June 28, 2023; Resolution of the AGM No. 18/2023/NQ-CSPH dated June 28, 2023.	Updated and supplemented: Law on Enterprises 2020 & Law No. 76/2025/QH15 amending Law on Enterprises; Law on Securities 2019 & its amendments; Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15; Decree 155/2020/ND-CP & Decree 245/2025/ND-CP amending Decree 155; Decree 366/2025/ND-CP; Circular 116/2020/TT-BTC; Company Charter 2026; Regulations of Vietnam Rubber Group (VRG); Resolution of the AGM 2026.	Fully update newly enacted legal documents, ensuring legality and consistency with the new Company Charter and regulations on capital/personnel management of the controlling Group.
2	Article 1. Scope of Regulation and Applicable Subjects	1. Scope: Regulates the roles, rights, and obligations of the GMS, BOD, General Director; procedures for GMS meetings; nomination, candidacy, election,	1. Scope: Regulates core principles and contents of corporate governance; rights, obligations, and working relationships among the GMS, BOD, Supervisory Board, General Director, Executive Officers, Person in charge of	Comprehensively expand the scope of regulation to cover all aspects of corporate governance of a listed public company; clearly define the roles and responsibilities of the

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
		dismissal of members of the BOD, Supervisory Board, General Director, and other activities. 2. Subjects: Members of BOD, Supervisory Board, General Director, and related persons.	corporate governance, BOD Secretary, and related organizations/individuals. 2. Specificates GMS procedures, election/dismissal of BOD/Supervisory Board, BOD operating methods, coordination mechanisms, conflict-of-interest control, related-party transactions, confidentiality, internal control & risk management. 3. Expansion of Subjects: All shareholders, members of BOD, Supervisory Board, General Director, Deputy General Directors, Chief Accountant, other Executive Officers, Person in charge of corporate governance, BOD Secretary, Capital Representatives of the Group (VRG) at the Company and affiliated units, and related individuals.	Group's Capital Representatives and the executive management team.
3	Article 2 (New). Corporate Governance Principles	No separate article specifying governance principles (previously integrated into former Article 2 on GMS).	Newly supplement Article 2 with 5 core principles: 1. Principle of supremacy of law, compliance with the Charter and internal regulations.	Establish a transparent and modern governance philosophy; protect shareholders and clarify the Company's operational autonomy vis-à-vis the

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			2. Clear division of authority between governance and executive bodies; no unauthorized interference. 3. Fair and equal treatment among shareholders and protection of shareholder rights. 4. Transparency and accountability. 5. Clear relationship with the Group as controlling shareholder: The Company maintains independent legal status and business autonomy; the Group exercises rights through its shareholder status and Capital Representatives.	controlling Group pursuant to Law No. 68/2025/QH15.
4	Article 3 (New). Application of Law, Charter, and Group Regulations	Principles for law application and hierarchy of legal validity were not specified.	Newly supplement Article 3: 1. Hierarchy of validity: Law -> Company Charter -> Internal Regulations. 2. Directives and regulations of the Group apply to the extent compatible with the Law and Charter. 3. Directives/approvals from the Group sent to Capital Representatives serve as the basis for voting, but do not automatically replace	Create a clear legal framework when applying governance documents; settle the relationship between internal regulations of the Company and directives of the controlling shareholder.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			Resolutions/Decisions of the GMS/BOD of the Company. 4. Newly enacted legal documents automatically apply directly from their effective dates.	
5	Article 4 (New). Terminology and Reference Principles	No centralized term definition article (scattered across clauses).	Newly supplement Article 4: Precisely define 8 key groups of terms: "Company", "Group/VRG", "Capital Representative", "Enterprise Manager", "Executive Officer", "Related Person", "Major Shareholder", "Internal Regulations on Corporate Governance", "Regulations on Operation of BOD/Supervisory Board". Also specify principles of referencing laws and the Charter.	Standardize the understanding and application of terminology throughout the Regulations, consistent with the Law on Enterprises 2020 and Law on Securities 2019.

CHAPTER II: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
6	Article 5. Rights and Obligations	Scatteredly specified under Article 2 Clause 1 (roles,	Separately and thoroughly specified into 3	Fully detail the rights and obligations of

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
	of Shareholders	rights, and obligations under the Law on Enterprises and Charter).	clauses: 1. Ordinary Shareholder Rights: Attend/vote at meetings, receive dividends, pre-emptive rights to purchase shares, free transferability, access information, request share redemption, fair treatment. 2. Shareholder Obligations: Fully pay for shares, no illegal capital withdrawal, comply with Charter/Regulations, abide by Resolutions, maintain confidentiality. 3. Rights of Shareholder Groups holding $\geq 5\%$ and $\geq 10\%$: Right to request convening GMS, inspect minutes/financial statements/BOD contracts, request Supervisory Board inspection, submit meeting proposals ($\geq 5\%$ group); Right to nominate candidates for BOD/Supervisory Board ($\geq 10\%$ group).	shareholder groups in accordance with the Law on Enterprises and Company Charter, enhancing openness and transparency.
7	Article 6. General Meeting of Shareholders and Authority	Referenced Article 14 of the Company Charter regarding GMS authority.	Detail GMS authority in Clause 2 (a to n): Approve long-term strategy, share types/quantities, elect/dismiss BOD/Supervisory Board, approve projects/asset sales $\geq 35\%$ of total assets, amend Charter, annual financial statements, remuneration budget,	Clarify the scope of GMS authority, avoiding overlap with BOD governance functions and General Director executive functions.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			governance/BOD/Supervisory Board regulations, approve related-party transactions under its authority. Explicitly state that GMS shall not decide on matters within the exclusive authority of BOD/General Director.	
8	Article 7. Convening the General Meeting of Shareholders	Stated generally according to procedures for convening Annual and Extraordinary GMS.	Detailed regulations: 1. Annual GMS held within 04 months (extended up to 06 months) from fiscal year-end. Cases for Extraordinary GMS. 2. Responsibility and order for convening Extraordinary GMS when BOD falls below required quantity -> Supervisory Board convenes -> Shareholder group ($\geq 5\%$) convenes. 3. Meeting location must be within Vietnam territory. Record date announced at least 20 days prior to the final registration date.	Resolve practical bottlenecks if the BOD fails to convene meetings; ensure accountability and supervisory rights of the Supervisory Board and shareholders.
9	Article 8. Agenda, Documents, and Shareholder Proposals	Meeting notice sent at least 21 days prior to opening; documents attached or links provided; shareholder proposals sent beforehand.	Detail the process: 1. Post all meeting documents, draft resolutions, voting ballots, and candidate info on the Company website (www.phr.vn) concurrently with sending meeting notices. 2. Meeting notice sent at least 21 days prior	Ensure accuracy regarding deadlines and public disclosure on the website in compliance with securities regulations.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			to opening day. 3. Proposal rights of $\geq 5\%$ group: Send in writing at least 03 working days prior to opening; specify rejection grounds.	
10	Article 9. Attendance, Authorization, and Registration	Proxy form provided; registration via phone/fax/email prior to meeting; voting cards issued on meeting date. Lateholders registered immediately.	Standardize formalities: 1. Attendance methods: In-person, proxy, online, or electronic voting. 2. Authorization documents established pursuant to civil law; prohibited from imposing extra conditions restricting proxy. 3. Registration desk remains open until all attending shareholders register; lateholders can register immediately and vote on remaining contents (previously voted items remain valid).	Facilitate maximum convenience for shareholders to participate in voting; integrate online meeting forms and digital voting technology.
11	Article 10. Conditions and Procedures for Conducting Meetings	Referenced Article 19 of Company Charter regarding meeting conditions.	Amend and supplement meeting quorum thresholds pursuant to Law on Enterprises 2020: - 1st Call: Shareholders representing over 50% of total voting shares (instead of former 51%). - 2nd Call: Shareholders representing 33% or more.	Update meeting quorum conditions in full alignment with the Law on Enterprises 2020.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			- 3rd Call: No threshold percentage required. Detail powers of Chair, Secretary, Vote Counting Committee; adjournment/suspension max 3 days; online infrastructure.	
12	Article 11. Voting, Vote Counting, and Passing Resolutions	Regulated card raising, open vote counting, and secret balloting.	Detail voting thresholds for GMS Resolutions (Article 21 Charter): - Threshold of $\geq 65\%$ of attending votes for key matters (share types/quantities, business lines, management structure, projects/asset sales $\geq 35\%$, reorganization/dissolution). - Threshold of $> 50\%$ for other matters. - Changes to preference shareholder rights require 75% approval from preference shareholders. - Cumulative voting is mandatory for BOD and Supervisory Board elections.	Clearly state approval percentage thresholds to help shareholders easily identify and correctly implement legal provisions.
13	Article 12. Minutes, Resolutions, and Written Consultation	Minutes made in Vietnamese/English, disclosed within 24 hours or sent within 15 days. Written consultation per	Detail the process: 1. Full minutes compiled, approved before adjournment; signed by Chair and Secretary. 2. Disclose Resolutions/Minutes on the	Strictly regulate the drafting, disclosure, and archiving of minutes and resolutions, as well as adjudication

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
		Charter.	stock market within 24 hours. 3. Written consultation: Ballots sent at least 10 days before return deadline; approved when supported by > 50% of total voting shares. 4. Right to request Court/Arbitration to invalidate GMS Resolution within 90 days.	mechanisms in case of disputes.

CHAPTER III: NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF BOARD OF DIRECTORS AND SUPERVISORY BOARD

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
14	Article 13. Principles of Nomination and Candidacy for BOD and Supervisory Board	Shareholders/groups holding $\geq$ 5% shares have the right to nominate candidates (5% to <10%: 1 candidate; 10% to <30%: 2 candidates...). Dossiers submitted 10 days in advance.	Amend and supplement: 1. Nomination threshold: Shareholders/groups holding $\geq$ 10% of total ordinary shares have nomination rights (10% - <30%: max 02 BOD / 01 SB; 30% - <50%: max 03 BOD / 02 SB; 50% - <65%: max 04 BOD / 03 SB; $\geq$ 65%: full number).	Modify nomination threshold from 5% up to 10% of shares pursuant to Clause 5 Article 115 of Law on Enterprises 2020 and the new Charter.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			2. If candidates are insufficient, incumbent BOD/SB may nominate supplementary candidates. 3. Candidate list and CVs published on website at least 10 days prior to meeting.	
15	Article 14. Standards and Conditions for BOD Members	BOD members must have civil capacity, professional skills, not be prohibited; regulations on independent members (5 standards).	Supplement new standards: 1. General standards: Capability, professional qualifications, practical experience. 2. Holding concurrent positions limit: An individual cannot concurrently serve as a BOD member at more than three (03) other companies. 3. BOD structure: From 03 to 05 members; must have at least 01 non-executive member and 01 independent member. 4. Personnel introduced/nominated by the Group must comply with Group personnel decentralization rules.	Enhance quality and independence of BOD; comply with concurrent position limits under the Law on Securities and Group personnel rules.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
16	Article 15. Election of the Board of Directors	Cumulative voting; elected candidates selected from high to low, achieving > 50% valid votes. Re-election if tied.	Standardized rules: 1. Conducted at GMS or via written consultation. 2. Cumulative voting principle: Total votes = Number of shares owned x Number of BOD members to be elected. 3. Successful candidates chosen from highest votes downwards until quota filled; tied votes handled per Election Regulations approved by GMS. 4. Vote counting minutes drawn up and disclosed within 24 hours.	Ensure election procedures are transparent and compliant with the law.
17	Article 16. Election, Dismissal, and Removal of Supervisory Board Members	03 members; Head of SB full-time; cumulative voting; specified grounds for dismissal/removal.	Standardize and supplement: 1. SB has 03 members, > 1/2 residing in Vietnam. Head of SB holds university degree in economics, finance, accounting, auditing, law, etc. 2. Cumulative voting method applied similarly. 3. Clearly differentiate 3 cases of Dismissal (unqualified, resignation letter...) and 4 cases of Removal	Differentiate grounds for Dismissal and Removal of SB members, ensuring legal bases for handling personnel matters.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			(failure to perform tasks, non-performance of duties for 6 consecutive months, serious violations...).	
18	Article 17. Dismissal, Removal, and Replacement of BOD Members	Listed 6 cases of dismissal/removal of BOD members.	Specific differentiation: 1. Dismissal cases: Unqualified, resignation letter submitted, loss of capacity, non-attendance for 6 consecutive months, Group terminates Capital Representative appointment. 2. Removal cases: Serious violation of manager duties, intentional obstruction of GMS Resolutions execution. 3. Procedure to convene GMS to elect supplementary members within 30 days when BOD headcount falls by > 1/3 or below minimum (3 persons).	Clarify replacement mechanisms for missing BOD members and address accountability of Group Capital Representatives upon appointment termination.

CHAPTER IV: BOARD OF DIRECTORS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
19	Article 18. Role, Operating Principles of the BOD	General provisions under Article 3 Clause 1 (role) and working mechanisms.	Clearly specify into clauses: 1. Role: BOD is the highest management body of the Company between two GMS sessions. 2. Operating principles: Collective leadership, majority decision; individual task assignment; clear distinction between strategic direction-supervision functions, absolutely no unauthorized interference in daily business operations of the General Director.	Define clear boundaries between strategic governance functions of the BOD and operational management functions of the General Director.
20	Article 19. Rights and Obligations of the BOD	Referenced Article 27 of the Company Charter.	Detail into 5 main groups of powers/duties: 1. Strategic orientation & Annual business plan. 2. Capital management, finance, share offering, bond issuance, dividend payment. 3. Decisions on investment, assets, contracts (< 35% of total assets), and related-party transactions. 4. Organization, appointment/dismissal/remuneration of General Director, Deputy General Directors, Chief Accountant, Governance Officer. 5. Coordinating support to supply dossiers for Group Capital Representatives to seek directives per Law No. 68/2025/QH15.	Increase BOD initiative in corporate governance and add processes to serve State/Group Capital Representatives.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
21	Article 20. Chairman of the Board of Directors	Elected during BOD meeting; prepares agenda, convenes/chairs meetings, chairs GMS. Authorizes proxy upon absence.	Amend and supplement: 1. Elected within 07 working days from closing of BOD election. Chairman shall not concurrently serve as General Director. 2. Powers: Plan, convene/chair BOD meetings & GMS. Directly direct finance, capital construction, land, rubber tree liquidation. 3. Special power: In emergencies, right to request General Director to temporarily suspend execution of operational decisions showing signs of unlawful conduct/violation of BOD Resolutions, and immediately convene BOD meeting.	Strictly implement prohibition against Chairman holding concurrent General Director position in public companies; grant timely control powers to Chairman to prevent risks.
22	Article 21. Board of Directors Meetings	Regular meeting once per quarter. Notice sent 3 working days prior, documents attached. Quorum $\geq 3/4$ attending.	Amend and supplement: 1. Regular meetings at least once per quarter. Extraordinary meeting convened within 07 working days upon request of SB, General Director, or ≥ 2 BOD members. 2. Meeting notice and documents sent at least 05 working days prior to meeting date (instead of 3 working days). 3. Quorum: 1st Call $\geq 3/4$ attending; 2nd Call $> 50\%$ attending.	Increase document delivery advance notice from 3 to 05 working days for members and SB to have sufficient time to study dossiers.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. SB has the right to attend all BOD meetings, speak but not vote.	
23	Article 22. Passing BOD Resolutions and Decisions	Passed by majority of attending members; tied vote decided by Chairman's side. Ballots submitted 01 hour prior.	Specific rules: 1. Voting form: Direct, proxy, online, or secret ballot submitted 01 hour prior. 2. Passed when approved by majority of attending members; tied vote decided by Chairman's side. 3. Conflict of interest voting exclusion: BOD members with related interests shall not vote and shall not count towards minimum quorum. 4. Archive detailed minutes at headquarters.	Standardize good governance principles, ensuring objectivity by excluding conflicted members from voting.
24	Article 23. Written Consultation of BOD Members	Chairman may collect written opinions; resolution passed when approved by majority of voting-eligible members.	Detail procedures: 1. Applies to matters within authority not requiring direct meetings or urgent matters. 2. Dossier includes Statement, Draft Resolution, Opinion Sheet specifying options and return deadline. 3. Has equal legal validity as direct meetings when approved by majority of members. Secretary prepares summary minutes for Chairman's signature.	Detail written consultation procedures, ensuring legal validity of BOD Resolutions issued via this method.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
25	Article 24. BOD Secretary and Person in charge of corporate governance	BOD appoints at least 1 person; term max 5 years. Specifies standards and 9 powers/duties.	Amend and supplement (Article 32 Charter): 1. BOD appoints at least 01 Person in charge of corporate governance (may concurrently act as BOD Secretary). Shall not concurrently work for the Company's independent audit firm. 2. Added powers: Advise BOD on procedures; draft & advise on legal validity of Resolutions; supervise & act as focal point for information disclosure; act as liaison with shareholders, investors, state bodies. 3. BOD Secretary manages minutes book, archives meeting dossiers.	Enhance the role of the Governance Officer in legal compliance, transparent information disclosure, and shareholder relations.
26	Article 25 (New). Committees and Support Units under the BOD	Stated in Article 3 Clause 5 (sub-committees not yet formed; will be established when necessary).	New regulation under Article 25: 1. BOD may decide to establish advisory committees/working groups (e.g., Audit, HR, Remuneration Committee...). 2. Establishment decision must specify functions, duties, composition, and authority. 3. Committees only play advisory and support roles; do not replace authority of BOD or Executive Board.	Create a flexible legal basis for BOD to establish specialized advisory units as the Company expands.

CHAPTER V: GENERAL DIRECTOR AND EXECUTIVE OFFICERS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
27	Article 26. Position and Executive Principles of the General Director	Referenced Clause 3, 4 Article 35 Charter. BOD appoints 1 BOD member or hires GD; term max 5 years.	Detail position and principles: 1. Position: GD manages daily business operations; subject to BOD supervision; acts as the second Legal Representative of the Company (alongside Chairman). 2. Principles: Single-head management combined with democratic discussion in the Management Board. Proactively decides operational measures per approved plan within authority. 3. Appointment process: Term max 5 years. Personnel managed by the Group must comply with Group personnel procedures.	Confirm GD status as the second Legal Representative and standardize personnel management mechanisms with the Group.
28	Article 27. Rights and Obligations of the General Director	Referenced Company Charter.	Detail into 3 functional groups: 1. Organize implementation of GMS/BOD Resolutions, business/financial plans, land use, replanting, rubber tree liquidation. 2. Daily authority: Manage rubber latex, wood, industrial park business; sign economic/commercial/labor contracts within authority limits; issue operational processes, technical-economic norms; recruit, appoint subordinate personnel.	Specify practical operational powers in rubber and industrial park infrastructure fields, facilitating GD proactive execution.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			3. Reporting regime: Periodic reports (monthly/quarterly/annual); extraordinary reports on major risks (market, land, incidents); reports on violations of managers/employees.	
29	Article 28. Deputy General Directors, Chief Accountant, and Other Executive Officers	Regulated appointment of senior management per Charter and labor law. Salaries accounted as expenses.	Specify responsibilities for each title: 1. Structure & Authority: Appointed/dismissed by BOD upon GD proposal (VRG-managed personnel require VRG approval). 2. Deputy GDs assist GD, in charge of specialized areas (agriculture, processing, industrial parks, sales...); Standing Deputy GD acts on GD's behalf in GD's absence. 3. Chief Accountant organizes accounting/financial work; controls vouchers; advises on cash flow balance; independently responsible for data and holds right to reserve opinions in writing. 4. Obligations of due diligence, prudence, and confidentiality.	Clearly define functions/powers of Executive Board and Chief Accountant, strengthening internal financial control roles.

CHAPTER VI: SUPERVISORY BOARD

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
30	Article 29. Position and Operating Principles of the Supervisory Board	03 members, term max 5 years. Specified standards for Supervisors and Head of SB.	Standardize provisions: 1. Position: SB is an independent inspection and supervisory body elected by GMS. 2. Structure: 03 members, term max 05 years; Head of SB holds university degree in economics, finance, accounting, auditing, law, etc. 3. Principles: Independent, objective operation; no hindrance to daily operations; collective combined with individual assignment.	Affirm independent supervisory status of SB over the entire management and executive apparatus of the Company.
31	Article 30. Rights and Obligations of the Supervisory Board	Performed under Article 170 Law on Enterprises (propose independent audit, supervise financial statements, report to GMS...).	Detail into 4 main power groups: 1. Inspect, evaluate annual/semi-annual/quarterly financial statements; evaluate BOD/GD reports; recommend independent audit firm. 2. Supervise compliance with law/Charter; supervise major investment projects, land, rubber tree liquidation, related-party transactions. 3. Information access right: Right to inspect all books, vouchers, contracts; access plantations, factories; demand explanations.	Detail practical supervisory tools and processing timelines (48 hours) upon detecting legal/Charter violations.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Handling violations: Issue written notice to BOD within 48 hours upon detecting violations; demand extraordinary BOD meeting; convene extraordinary GMS if BOD fails to do so. SB meets at least twice/year.	
32	Article 31. Working Relationship between SB, BOD, and Management Board	Stated generally in Article 6 Clause 1 (coordination in meetings, notices, periodic reports).	Explicitly specify two-way coordination mechanism: 1. SB sends annual supervision plan to BOD/GD; SB attends BOD/Management Board meetings. 2. BOD/GD responsibility: Send meeting notices and documents to SB concurrently with BOD members (at least 05 working days in advance); send Resolutions/Decisions/Financial Statements to SB. 3. Response duty: BOD/GD must respond in writing to SB recommendations within max 15 days from receipt. Allocate operating budget for SB.	Set mandatory deadline (15 days) for BOD/GD to respond to SB recommendations, enhancing supervisory effectiveness.

CHAPTER VII: CONFLICT OF INTEREST AND RELATED-PARTY TRANSACTIONS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
33	Article 32 (New). Identification and Control of Conflicts of Interest	No separate article for conflict identification mechanisms (scattered related transaction provisions only).	Newly supplement Article 32: 1. Principles of loyalty, prudence; no abuse of position/internal info for personal gain. 2. Identify 4 conflict situations: Signing contracts for purchase/sale of latex, wood, fertilizers, industrial land leases with oneself/related persons; taking management roles in competitors; receiving private remuneration/commissions/gifts from partners; using Company assets/vehicles/land for personal use. 3. Establish & update List of Related Persons: Declare and submit to Governance Officer within 07 working days upon changes.	Build a clear conflict-of-interest risk identification framework, preventing asset loss and securities law violations.
34	Article 33 (New). Disclosure of Interests and Related-Party Transactions	Stated generally in Article 3 Clause 4.3 (BOD members non-voting on conflicted interest transactions).	Add detail in Article 33: 1. Interest declaration duty: Enterprise names, ownership percentage, management titles of oneself and related persons at other enterprises (declared within 07 working days). 2. Transaction principles: Equality, competition, ordinary commercial terms, market prices; profit shifting prohibited. 3. Independent valuation certificate or market price basis mandatory.	Transparently regulate related-party transaction conditions, protecting legitimate interests of Company and minority shareholders.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Voting exclusion: Related individuals must proactively disclose and shall not vote.	
35	Article 34 (New). Contracts and Transactions of Major or Special Value	Detailed approval limit decentralization for related party contracts was not specified.	Differentiate transaction approval authority (Articles 15, 27, 43 Charter): 1. GMS authority: Contracts/transactions $\geq 35\%$ of total assets; borrowing/lending/asset sale transactions with major shareholders ($\geq 10\%$) or managers/related persons value $\geq 35\%$ of total assets; credit extension/guarantees to managers. 2. BOD authority: Purchase/sale of assets/projects/related-party transactions (including Group and subsidiaries) value $< 35\%$ of total assets. 3. GD authority: Daily business contracts within authorization limits. 4. Ultra vires contracts are void; information disclosed within 24 hours.	Clarify approval authority, preventing contract splitting to circumvent laws and complying with disclosure standards.

CHAPTER VIII: RELATIONSHIP BETWEEN COMPANY AND THE GROUP; CAPITAL REPRESENTATIVES

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
36	Article 35 (New). Principles of Relationship between Company and the Group	No separate chapter defining relationship between Company and controlling Group.	Newly supplement Article 35: 1. Independent legal status: Company possesses independent legal entity status, business autonomy, and asset responsibility. Group is controlling shareholder holding State capital, managing under Law No. 68/2025/QH15. 2. Exercise Group shareholder rights through Capital Representatives at GMS/BOD; respect rights of other shareholders. 3. Group directives are binding on Capital Representatives, but do not automatically replace Company GMS/BOD Resolutions.	Specify Law No. 68/2025/QH15 provisions; clarify principles of Company independent legal entity status.
37	Article 36 (New). Capital Representatives of the Group at the Company	Legal status and dual duties of Capital Representatives were not detailed.	Newly supplement Article 36: 1. Status: Individuals designated/authorized in writing by Group BOD to represent shareholder rights/obligations. 2. Dual responsibility: Act as BOD/SB members protecting highest interests of Company, while responsible for preserving and growing Group capital. 3. Periodic reporting to Group; maintain Company internal confidentiality.	Clearly define legal role, dual duties, and remuneration mechanisms for Group Capital Representatives under State capital laws.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Salary/remuneration per State capital management rules and Group regulations.	
38	Article 37 (New). Matters Requiring Coordination, Reporting, or Seeking Directives from the Group	List of matters requiring Group directives and coordination process was not specified.	Newly supplement Article 37: 1. List 10 mandatory groups of contents where Capital Representatives must seek written Group directives prior to voting (5-year strategy, annual plan, capital increase/decrease, Financial Statements & dividends, Charter amendment, Group A/B/Industrial Park/land projects, outward investment/divestment, rubber tree/major asset liquidation, reorganization/structural changes, management personnel). 2. Process: Company sends dossiers to Representatives at least 15 working days (regular matters) or 20 working days (major projects/capital increase/reorganization) in advance. 3. Automatically update new Group regulations.	Establish dossier preparation timelines (15-20 days), helping Capital Representatives comply with Group directive rules before voting.

CHAPTER IX: CAPITAL, INVESTMENT, AND ASSET MANAGEMENT

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
39	Article 38 (New). Capital and Asset Management Principles	No separate article for capital, asset management, and inventory principles.	Newly supplement Article 38: 1. Preserve and grow State capital and owner equity per Law 68/2025/QH15, Decree 366/2025/ND-CP. 2. Investment, procurement, liquidation, land leasing within authority limits. 3. Annual asset, rubber plantation, land, plant inventory on December 31; strictly handle losses/discrepancies.	Standardize asset/materials/plantation management and periodic inventory regimes per Accounting Law and financial laws.
40	Article 39 (New). Investment, Capital Contribution, and Capital Management in Other Enterprises	Process for appraisal dossiers of outward investment and capital representative management at subsidiaries/affiliates not specified.	Newly supplement Article 39: 1. Outward Investment Dossier mandatory (Statement, Feasibility Study Report IRR/NPV, Independent Appraisal Opinion, Divestment Plan). 2. Authority: GMS approves investments $\geq 35\%$ of total assets; BOD approves investments $< 35\%$ of total assets.	Strictly control financial investment risks outside the enterprise and enhance capital management efficiency at subsidiaries/affiliates.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			3. Standards, duties, and reporting regime for Company Capital Representatives at subsidiaries/affiliates.	
41	Article 40 (New). Investment Projects, Assets, and Land	Rubber tree liquidation processes and land management were not detailed.	Add detail in Article 40: 1. Requirements for capital construction, industrial park infrastructure, renewable energy, processing factory project dossiers. 2. Rubber plantation liquidation: Must prepare detailed plan (area, density, wood yield), independent valuation; mandatory public auction via professional auction organization. 3. Land management: Illegal land lending/leasing strictly prohibited; Compensation and site clearance plans required when converting rubber land for IP/urban use, ensuring maximum Company rights.	Tailor provisions for core assets (rubber plantations & land); mandate public auctions for liquidated timber to maximize capital recovery.

CHAPTER X: INFORMATION DISCLOSURE, TRANSPARENCY, AND CONFIDENTIALITY

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
42	Article 41 (New). Information Disclosure Principles	Stated in Article 3 Clause 2.10, 4.8 (disclosure of election/dismissal, BOD Resolutions per securities regulations).	Comprehensive regulation under Article 41: 1. Principles: Full, accurate, timely, fair. Timely correction of false rumors. 2. Means & Language: Disclosed on SSC, HOSE, and Website (www.phr.vn). Simultaneous disclosure in Vietnamese and English (original Vietnamese version prevails). 3. Executor: Legal Representative (Chairman/GD) or Authorized Spokesperson. Governance Officer acts as support focal point.	Comply with new rules on English information disclosure for listed companies and assign clear Legal Representative duties.
43	Article 42 (New). Internal Information and Confidential Information Management	Internal information and separate confidentiality regimes were not defined.	Newly supplement Article 42: 1. Define internal info and confidential info (processing know-how, project drawings, major contracts, undisclosed Financial Statements, capital/dividend plans...). 2. Absolute confidentiality duty during and after term. 3. Prohibit insider trading: Using internal info to trade PHR shares or entice others to trade for profit is strictly forbidden.	Prevent insider trading risks and protect business secrets of the Company.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Approval process for press releases/statements.	
44	Article 43 (New). Information Access Rights of Shareholders and Governance Bodies	Stated in Article 3 Clause 1 (information provision rights of BOD members).	Detail 3 levels of information access: 1. Shareholders: Ordinary shareholders inspect Charter, GMS Minutes/Resolutions/Financial Statements. Shareholder group $\geq 5\%$ view BOD Resolutions/Semi-annual Financial Statements (Company responds in 05 working days). 2. BOD & SB Members: Entitled to demand GD/Chief Accountant/Departments to supply all info/dossiers within 03 working days. 3. Group Capital Representatives: Fully supplied with dossiers to report to VRG.	Transparently define access rights; set mandatory deadline (03 days) for internal dossier delivery to BOD/SB.

CHAPTER XI: INTERNAL CONTROL, RISK MANAGEMENT, AND ETHICS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
45	Article 44 (New). Internal Control and Risk Management	No article for internal control systems and risk management.	Newly supplement Article 44: 1. Establish comprehensive internal control system at headquarters, plantations, factories, projects. 2. Build matrix to identify & control 6 key risk groups: (i) Market & latex/timber/land lease price risks; (ii) Natural disaster/disease/weather risks; (iii) Legal & compensation/site clearance risks; (iv) Financial & cash flow/investment risks; (v) Environmental & occupational safety risks; (vi) Conflict of interest risks. 3. Risk reporting process to BOD and SB.	Integrate modern Enterprise Risk Management (ERM) framework into governance regulations, enhancing response capacity for rubber sector risks.
46	Article 45 (New). Ethics, Integrity, and Violation Prevention	No rules on business ethics standards or whistleblowing channels.	Newly supplement Article 45: 1. Ethical standards: Honesty, integrity, dedication. Bribery, kickbacks, harassment of IP partners/customers, or false vouchers strictly banned. 2. Whistleblowing channel: Maintain hotline, secure email, suggestion box managed by SB co-operating with internal control. Absolute whistleblower identity protection; retaliation prohibited.	Build an ethical corporate culture; establish whistleblower protection mechanisms per ESG standards.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			3. Strict handling of violations and mandatory damage compensation.	

CHAPTER XII: REPORTING REGIME, DOSSIERS, AND COORDINATION

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
47	Article 46 (New). Governance Reporting Regime	Scattered in Article 6 Clause 1 (quarterly GD reports to BOD).	Detailed into 3 separate clauses: 1. GD reports to BOD: Periodic reports (monthly, quarterly, semi-annual, annual); Specialized reports (land, plantation liquidation, subsidiary capital efficiency); Extraordinary reports. 2. BOD & SB reports to Annual GMS: Corporate governance report, GD supervision report, Financial Statement report, SB self-assessment report. 3. Reports must be based on actual data, analyze causes, propose solutions, with clear timelines and responsibilities.	Standardize internal governance reporting systems serving executive management and reporting obligations to the GMS.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
48	Article 47 (New). Dossier, Resolution, and Minutes Management	Stated in Article 3 Clause 4.7 (recording BOD minutes and archiving).	Detailed under Article 47: 1. Permanently or statutorily preserve 7 governance document groups safely at headquarters (Charter, Regulations, Share Register, GMS dossiers, BOD dossiers, SB dossiers, Audited Financial Statements, Land/IP legal dossiers). 2. Regulate components of dossiers submitted to BOD/GMS. 3. Promote secure electronic dossier archiving, preventing unauthorized edits, with backup systems.	Ensure safe storage of Company legal documents and satisfy digital transformation requirements in records management.
49	Article 48 (New). Inter-agency Coordination within the Company	Stated generally in Article 6 Clause 1 (coordination among BOD, SB, and GD).	Regulate specific coordination workflow: 1. Principle of equal coordination, respecting functions, no shifting of responsibilities. 2. Workflow: Lead agency sends document/dossier specifying response timeline (03 - 05 working days). Overdue without response deemed consent. 3. Organize joint meetings upon major differences.	Overcome delays and passing of responsibility between departments and between Executive Board and BOD.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Abusing consultation mechanisms to delay/evade decision-making responsibility is strictly prohibited.	

CHAPTER XIII AND CHAPTER XIV: RESPONSIBILITIES, HANDLING VIOLATIONS, AND IMPLEMENTATION PROVISIONS

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
50	Article 49 (New). Responsibilities of Managers and Executive Officers	No separate article defining personal material liability for damages.	Add detail in Article 49: 1. Legal and administrative liability for regulatory violations. 2. Damage compensation liability: Managers/executives committing violations, abuse of power, or ultra vires transactions causing damages shall be jointly, unlimitedly personally liable and compensate for all actual damages. 3. Exemption from liability for members voting against or reserving opinions.	Attach unlimited personal financial responsibility to intentional violations by managers, protecting Company and shareholder assets.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			4. Purchase professional liability insurance (excluding coverage for intentional violations/fraud).	
51	Article 50 (New). Handling Violations of Regulations	No provisions for disciplinary sanctions or lawsuit rights.	Newly supplement Article 50: 1. Apply 4 internal disciplinary forms: Reprimand; Deferral of wage increase/performance recognition; Demotion/dismissal; Termination of labor contract. 2. Disciplinary authority of GMS, BOD, GD and reporting to Group for Capital Representatives. 3. Lawsuit rights: BOD, SB, or shareholder/group holding $\geq 01\%$ ordinary shares may file lawsuits in the Company's name requesting Court to compel violators to compensate for damages.	Enforce minority shareholder lawsuit rights (holding $\geq 1\%$) under Article 166 Law on Enterprises 2020 to handle violating managers.
52	Article 51. Amendments and Supplements to Regulations	Lead amendments upon legal changes, submit to GMS for approval at nearest meeting.	Detailed amendment process: 1. Authority: Amended, supplemented, or replaced only upon GMS Resolution approval.	Ensure stability of the Regulations, avoiding unnecessary minor amendments.

No.	Article for Comparison	Internal Regulations on Corporate Governance (2023)	Proposed New Amendments and Supplements (2026)	Reasons for Proposed Amendments and Supplements
			2. BOD periodically reviews; collaborates with SB to draft Statement & Amendment Draft. 3. Focus on necessary amendments due to legal/Charter changes or practical issues; avoid cosmetic wording edits.	
53	Article 52. Effectiveness and Implementation	Regulations consist of 07 Articles, effective from June 28, 2023, replacing Decision 515A/QD-CSPH dated June 15, 2021. Copies require signature of Chairman or 1/2 BOD.	Amend and supplement: 1. Regulations consist of 14 Chapters, 52 Articles, taking effect from date of 2026 GMS Resolution approval. 2. Completely replace Internal Regulations issued under Decision No. 447/QD-CSPH dated July 03, 2023. 3. Regulate compliance duties of BOD, SB, GD, Deputy GDs, Chief Accountant, Governance Officer, Group Capital Representatives, affiliated units, and shareholders. 4. Applied concurrently with specialized operational regulations.	Specify effective date, fully replace 2023 version, and assign comprehensive implementation duties across the Company.

DRAFT

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
PHUOC HOA RUBBER JOINT STOCK COMPANY**
*(Promulgated together with Decision No.: .../QĐ-HĐQT dated 2026 of the
Board of Directors of Phuoc Hoa Rubber Joint Stock Company)*

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Enterprise Law;

Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019, and documents amending, supplementing, replacing, and guiding its implementation;

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

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing Decree No. 155/2020/NĐ-CP, and other relevant effective documents;

Pursuant to Decree No. 366/2025/NĐ-CP dated December 31, 2025 of the Government on management and investment of State capital in enterprises;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance and documents amending, supplementing, replacing, and guiding its implementation;

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company approved by the General Meeting of Shareholders on .../.../2026;

Pursuant to operational regulations of the Company and relevant regulations of Vietnam Rubber Group - Joint Stock Company currently in force, including regulations on Board of Directors' activities, Capital Representatives, capital management, and investment;

Pursuant to the Resolution of the General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company dated .../.../2026.

The Board of Directors of Phuoc Hoa Rubber Joint Stock Company promulgates the Internal Regulations on Corporate Governance of Phuoc Hoa Rubber Joint Stock Company with the following main contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. These Regulations govern the main principles and contents of corporate governance at Phuoc Hoa Rubber Joint Stock Company (hereinafter referred to as the "Company"); the rights, obligations, responsibilities, and working relationships among governance and executive bodies, including: General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director, Enterprise Executives, Person in Charge of Corporate Governance, Secretary of the Board of Directors, and related organizations and individuals.

2. These Regulations detail the order and procedures for organizing the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board; mode of operation and organization of the Board of Directors; mechanism of operational coordination among the Board of Directors, Supervisory Board, and General Director; management of conflicts of interest and control of transactions with related parties; shareholders' right to access information; reporting, information disclosure, confidentiality, internal control, and risk management regimes within the Company.

3. These Regulations apply to all shareholders of the Company; members of the Board of Directors; members of the Supervisory Board; General Director; Deputy General Directors, Chief Accountant, and other Executives; Person in Charge of Corporate Governance, Secretary of the Board of Directors; Capital Representative(s) of Vietnam Rubber Group at the Company, along with operational departments, dependent units, and individuals or organizations related to the governance activities of the Company.

Article 2. Corporate Governance Principles

1. The Company is organized, governed, and operated on the principle of the rule of law, strict compliance with the Company Charter, Resolutions of the General Meeting of Shareholders, and legally promulgated system of internal management rules and regulations.

2. Clear delineation of authority: Transparent delineation of authority, responsibilities, and scope of work among the General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Director. No agency, unit, or individual may ultra vires interfere in the executive or governance work of another agency, unless provided for by law, the Charter, or legally authorized in writing.

3. Fair treatment and protection of shareholders' rights: Ensure fair and equal treatment among shareholders holding the same class of shares; absolutely protect the legitimate rights and interests of shareholders, especially the right to timely and

full access to information, the right to participate in voting, and the right to receive dividends corresponding to ownership proportions in accordance with the law.

4. Transparency and accountability: All governance, executive, and financial activities must be conducted publicly, transparently, and with full accountability to competent authorities, shareholders, and investors; establish a strict conflict of interest control system to protect the supreme assets and interests of the Company.

5. Relationship with the Group as controlling shareholder: The fact that the Company has a major shareholder holding controlling shares, namely Vietnam Rubber Group - JSC (hereinafter referred to as the "Group" or "VRG"), does not alter the independent legal status, separate assets, operational autonomy, and self-responsibility of the Company under the law and the Charter. The Group's rights and interests in the Company are exercised through its shareholder status, in compliance with laws on state capital management and investment in enterprises and regulations on managing the Group's Capital Representative(s).

Article 3. Application of Laws, Charter, and Group Regulations

1. These Regulations are an internal governance document approved by the General Meeting of Shareholders based on the Company Charter and prevailing laws. In the event that any provision of these Regulations differs from or conflicts with mandatory provisions of law or the Company Charter, the provision with higher legal authority shall apply (in the order: Law -> Company Charter -> Internal Regulations). The Board of Directors is responsible for presiding over the review and submitting amendments or supplements to these Regulations to the General Meeting of Shareholders at the nearest meeting.

2. Directive documents, resolutions, and internal management regulations of the Group apply to the Company to the extent consistent with the law, the Company Charter, and the Group's rights as a shareholder. For the Group's Capital Representative(s) at the Company, the exercise of shareholder rights, rights of Board of Directors members, or Supervisors must simultaneously comply with provisions of law, the Company Charter, and the Group's regulations on managing capital representatives.

3. Directive opinions, policies, or approval documents sent by the Group to Capital Representative(s) regarding matters under the authority of the General Meeting of Shareholders or the Board of Directors serve as mandatory bases for Capital Representative(s) to participate in discussions and voting under authorization, but do not automatically replace official resolutions or decisions legally issued by the General Meeting of Shareholders or Board of Directors of the Company through legal procedures.

4. When legal regulations change, mandatory normative contents of law shall automatically apply directly from the effective date of such legal normative

documents; amending and standardizing wording in these Regulations shall follow the procedures specified in Article 51 of these Regulations.

Article 4. Interpretation of Terms and Principles of Reference

1. In these Regulations, the terms below are understood and applied consistently with Article 1 of the Company Charter and legal regulations:

"Company": Phuoc Hoa Rubber Joint Stock Company.

"Group" or "VRG": Vietnam Rubber Group - Joint Stock Company, the parent company and controlling shareholder of the Company.

"Capital Representative of the Group at the Company" (referred to as Capital Representative): An individual appointed, designated, assigned, or authorized in writing by the Group to represent and exercise all or part of the rights, responsibilities, and obligations of the Group in its capacity as a shareholder in the Company.

"Enterprise Manager": Includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, and individuals holding other management titles authorized to enter into transactions on behalf of the Company in accordance with the law and the Company Charter.

"Executive": Includes General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors.

"Related Party": Individuals and organizations determined in accordance with Clause 23 Article 4 of the Enterprise Law, Clause 46 Article 4 of the Securities Law, and related guiding documents.

"Major Shareholder": A shareholder owning 5% or more of the total voting shares of the Company under the Securities Law.

"Internal Regulations on Corporate Governance": These regulations, approved by the General Meeting of Shareholders.

"Operational Regulations of the Board of Directors", "Operational Regulations of the Supervisory Board": Specialized regulations respectively issued by the General Meeting of Shareholders to specifically regulate the organization, working regime, and coordination of the Board of Directors and Supervisory Board.

2. References to the "Enterprise Law", "Securities Law", "Law on Management and Investment of State Capital in Enterprises", and decrees/circulars in these Regulations include amendments, supplements, annulments, or replacements currently in effect at the time of application.

3. In case the Company Charter specifies more detailed or higher standards than these Regulations, mandatory execution must strictly comply with the Company Charter.

CHAPTER II. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 5. Rights and Obligations of Shareholders

1. Rights of ordinary shareholders: Complying with Article 12 of the Company Charter and legal provisions, shareholders owning ordinary shares have the following basic rights:

a) Right to attend, contribute opinions directly or via electronic means, and exercise voting rights at the General Meeting of Shareholders. Each ordinary share corresponds to one (01) vote;

b) Right to receive annual dividends according to decisions approved by the General Meeting of Shareholders and lawful profit distribution plans;

c) Pre-emptive right to purchase newly offered shares corresponding to their proportion of ordinary share ownership at the time of offering;

d) Right to freely transfer their shares to other organizations or individuals in accordance with the Enterprise Law and securities market legislation (except for cases restricted by law regarding voting shares of founding members or securities regulations);

e) Right to inspect, consult, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections or additions if there are inaccuracies;

f) Right to inspect, copy, or extract the Company Charter, list of shareholders, minutes, and resolutions of the General Meeting of Shareholders;

g) Right to request the Company to repurchase shares in cases provided by law pursuant to Article 132 of the Enterprise Law and Article 12 of the Company Charter;

h) Right to equal treatment and full access to periodic and extraordinary disclosed information according to law and the Company Charter.

2. Obligations of ordinary shareholders: Pursuant to Article 13 of the Company Charter:

a) Pay in full and on time for the number of shares committed to purchase;

b) Absolutely not withdraw contributed capital from ordinary shares out of the Company in any form, except where shares are repurchased by the Company or another individual as provided by law. Shareholders withdrawing capital unlawfully

shall be jointly and severally liable without limitation for asset obligations and debts of the Company within the scope of withdrawn shares and actual damages incurred;

c) Strictly comply with the Company Charter, these Regulations, and other internal governance regulations of the Company;

d) Strictly abide by effective resolutions and decisions of the General Meeting of Shareholders and Board of Directors;

e) Perform confidentiality obligations for internal information and documents provided by the Company as prescribed; not use confidential information for personal gain or disseminate it causing harm to legitimate interests of the Company and other shareholders.

3. Rights of shareholder groups holding from 05% and 10% of total ordinary shares:

a) Shareholders or groups of shareholders owning 05% or more of total ordinary shares have the right to:

- Request the Board of Directors to convene a General Meeting of Shareholders pursuant to Clause 3 Article 115 and Article 140 of the Enterprise Law;

- Inspect and extract minutes numbers, Board of Directors resolutions, periodic financial statements, Supervisory Board reports, and transaction contracts under approval authority of the Board of Directors (excluding documents related to technology secrets or business secrets of the Company);

- Request the Supervisory Board in writing to inspect specific matters related to management and operation of Company activities, clearly stating purpose and scope of inspection;

- Propose in writing matters to be included in the agenda of General Meeting of Shareholders within prescribed time limits.

b) Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate candidates to the Board of Directors and Supervisory Board according to proportions and specific rules in Articles 25 and 36 of the Company Charter and Chapter III of these Regulations.

Article 6. General Meeting of Shareholders and Authority

1. The General Meeting of Shareholders is the highest decision-making body of the Company, comprising all shareholders with voting rights.

2. Decision-making authority of the General Meeting of Shareholders:

The General Meeting of Shareholders performs rights and duties detailed in Article 15 of the Company Charter, including:

- a) Approving long-term development strategies and overall development orientations of the Company;
- b) Deciding classes of shares and total quantity of shares of each class authorized for offering; deciding annual dividend payouts for each share class;
- c) Electing, dismissing, and removing members of the Board of Directors and Supervisory Board;
- d) Approving investment projects or asset sales of the Company valued at 35% or more of total asset value recorded in the latest audited Financial Statements;
- e) Deciding amendments and supplements to the Company Charter;
- f) Reviewing and approving annual financial statements audited by independent auditors;
- g) Deciding repurchase of more than 10% of total issued shares of each class;
- h) Deciding corporate reorganization (division, separation, merger, consolidation, conversion) or dissolution of the Company and appointing asset liquidators;
- i) Deciding total budget for remuneration, salaries, bonuses, and other material benefits for the Board of Directors and Supervisory Board;
- k) Approving, amending, and supplementing Internal Regulations on Corporate Governance, Operational Regulations of the Board of Directors, and Operational Regulations of the Supervisory Board;
- l) Approving lists of approved independent audit firms or authorizing selection of audit firms to conduct annual financial statement audits for subsequent years; dismissing independent auditors when deemed necessary;
- m) Approving contracts and transactions between the Company and related parties falling under authority of the General Meeting of Shareholders pursuant to the Enterprise Law, Securities Law, and Article 43 of the Company Charter;
- n) Other matters under authority according to law and the Company Charter.

3. The General Meeting of Shareholders shall not decide on matters within exclusive authority of the Board of Directors or General Director, unless law or Charter provides otherwise.

4. The exercise of voting rights by the Group at the General Meeting of Shareholders shall be conducted in accordance with law, the Company Charter, and legal voting rights corresponding to share ownership percentages.

Article 7. Convening General Meeting of Shareholders

1. Meeting regime and convening time limits:

a) The Annual General Meeting of Shareholders meets once (01) per year within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may extend the meeting time but not exceeding six (06) months from the fiscal year end;

b) Extraordinary General Meetings of Shareholders are convened by decision of the Board of Directors in cases: (i) In Company interests; (ii) Remaining members of Board of Directors or Supervisory Board fall below legal minimum; (iii) Upon valid written request from Supervisory Board; (iv) Upon request of shareholder/group holding 05% or more of total ordinary shares.

2. Responsibilities and procedures for convening extraordinary meetings:

a) The Board of Directors must convene an extraordinary meeting within thirty (30) days from when the number of Board or Supervisory members becomes deficient below legal levels or receiving valid requests;

b) If the Board of Directors fails to convene as required, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening;

c) If the Supervisory Board fails to convene, shareholders/groups holding 05% or more ordinary shares have the right to represent the Company in convening following legal procedures and request the Business Registration Authority to supervise organization. All reasonable costs for convening/organizing shall be reimbursed by the Company.

3. Venue and establishing meeting attendance rights:

a) The venue of the General Meeting of Shareholders is defined where the Chairman attends and must be within Vietnam territory;

b) Finalizing the list of shareholders entitled to attend (record date) must be publicly disclosed at least twenty (20) days prior to the record date on disclosure media per Securities Law and Charter.

Article 8. Program, Documents, and Shareholder Proposals

1. Program formulation and document preparation:

a) The convener bears comprehensive responsibility for preparing detailed programs, draft resolutions, submissions, explanatory reports, and all related documentation;

b) All meeting documents, draft resolutions, voting cards, candidate info (if electing) must be published fully on website (www.phr.vn) simultaneously with sending meeting invitations. Confidential docs related to intellectual property or trade secrets follow Article 45 hereof.

2. Time limit for sending invitations: Meeting invitations with access links to documents must be sent guaranteed to registered contact addresses or email at least twenty-one (21) days before opening day.

3. Shareholders' right to make proposals:

a) Shareholders/groups holding 05% or more ordinary shares may send written proposals regarding items for the meeting agenda;

b) Proposals must reach headquarters at least three (03) working days prior to opening day, specifying shareholder name, share volume, and detailed proposal content;

c) Convener can only reject if: Sent late; insufficient share proportion; matter outside authority of General Meeting. Valid proposals must be added to draft agenda for approval at opening.

Article 9. Attendance, Authorization, and Meeting Registration

1. Attendance methods: Shareholders may attend directly, authorize in writing another individual/organization, attend virtually, or cast electronic votes per Clause 3 Article 144 Enterprise Law and Article 20 Charter.

2. Authorization regulations:

a) Power of attorney must be in writing under civil law, specifying delegator name, delegatee name, share count, scope/content/term of authorization, with signatures of both parties;

b) If authorized representative of organizational shareholder re-authorizes another person, original valid power of attorney must be presented;

c) Delegates must present original or valid copy of authorization when registering. Company shall absolutely not impose additional restrictive conditions;

d) Votes by delegates remain valid even if delegator died, lost civil capacity, or revoked authorization, unless written notice was received prior to opening.

3. Registration procedures:

a) Organizing committee opens registration desks prior to opening until all present eligible shareholders complete registration;

b) Upon completion, Voting Cards (or secure e-voting accounts) indicating shareholder code, name, and voting shares are issued;

c) Late arrivals after opening can register immediately to vote on subsequent items. Previous voted items remain valid without delaying the meeting.

Article 10. Conditions and Procedures for Conducting Meetings

1. Conditions to conduct meetings:

a) First meeting convenes when attending shareholders/representatives represent over 50% of total voting shares;

b) If first meeting fails quorum, second meeting invitation must be issued within thirty (30) days; convenes if representing 33% or more of total voting shares;

c) If second meeting fails, third invitation sent within twenty (20) days; convenes regardless of voting share proportion present.

2. Chairperson, Secretary, and Vote Counting Committee:

a) Chairman of Board acts as Chairperson or authorizes another member. If absent, remaining members elect a Chairperson by majority. If un-elected, Head of Supervisory Board controls meeting to elect Chairperson;

b) Chairperson appoints one or more Secretaries;

c) Meeting votes to approve Vote Counting Committee proposed by Chairperson.

3. Presiding powers of Chairperson:

a) Full authority to apply reasonable order measures, directing focused discussions on approved agenda;

b) Power to adjourn/pause valid meeting up to maximum three (03) working days only if: Unsafe venue/severe lack of seats; comms system breakdown preventing discussion; intentional disruption;

c) If Chairperson intentionally postpones/adjourns contrary to rules, meeting elects another representative to continue; all approved resolutions retain validity.

4. Online meetings and electronic voting: Company applies modern tech infrastructure for online or hybrid meetings, ensuring identity verification, security, and audit trails per Clause 144 Enterprise Law and Article 273 Decree 155/2020/NĐ-CP.

Article 11. Voting, Counting, and Approving Resolutions

1. Voting procedures:

a) Meeting discusses and votes item by item. Options: For, Against, Abstain;

b) Via voting cards, paper ballots, or electronic software. Direct paper collection collects "For" first, "Against" second, then reconciles share numbers.

2. Counting votes and announcing results:

a) Vote Counting Committee independently/honestly counts and drafts detailed minutes per item;

b) Results (% For, Against, Abstain over total attending shares) must be publicly announced prior to closing.

3. Voting threshold for adoption of General Meeting of Shareholders' resolutions (pursuant to Article 21 of the Company's Charter):

a) A resolution on the following vital matters shall be adopted if approved by a vote of at least 65% of the total voting shares of all attending shareholders who cast their votes:

- Classes of shares and the total number of shares of each class offered for sale;
- Changes in the business lines and sectors of the Company;
- Changes in the organizational, management, and governance structure of the Company;
- Approval of investment projects or transactions of asset sales valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- Decisions on corporate reorganization or dissolution of the Company;
- Other matters where statutory regulations or this Charter stipulate a voting threshold of at least 65%.

b) Any other resolutions and matters shall be adopted if approved by more than 50% of the total voting shares of all attending shareholders who cast their votes.

c) In the event that the voting matter adversely affects the rights and obligations of preferred shareholders, such resolution shall only be adopted if approved by the preferred shareholders of the same class attending the meeting who hold at least 75% of the total number of preferred shares of that class.

d) A resolution approved by 100% of the total voting shares is lawful and takes effect immediately, even if the convocation order and procedures contained defects.

4. Cumulative voting method:

The election of members of the Board of Directors and the Supervisory Board must be conducted via the cumulative voting method pursuant to Clause 2, Article 21 of the Company's Charter and the Law on Enterprises. Each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and is entitled to cast all or part of their votes for one or more candidates.

Article 12. Meeting minutes, resolutions, and written consultation

1. Meeting minutes:

a) The General Meeting of Shareholders must be fully and truthfully recorded in minutes prepared in Vietnamese (and may additionally be prepared in English), and may be audio-recorded or video-recorded and archived;

b) The minutes must fully reflect the key contents pursuant to Article 23 of the Company's Charter: Name, head office address, enterprise registration code, time, location, meeting agenda, number of attendees and percentage of voting shares represented, summary of speeches, and the number and percentage of votes cast for each matter;

c) The minutes must be read and approved before the closing of the meeting and signed by the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign, the minutes shall remain legally valid if signed and concurred with by all other attending members of the Board of Directors.

2. Resolutions and record retention:

Resolutions of the General Meeting of Shareholders must be promulgated in a timely manner based on the adopted meeting minutes. The resolutions, minutes, and all accompanying documents must be disclosed on the securities market within twenty-four (24) hours following the conclusion of the meeting and shall be retained permanently at the Company's head office.

3. Authority and procedures for collecting written shareholders' opinions (pursuant to Article 22 of the Company's Charter):

a) When deemed necessary in the interest of the Company, the Board of Directors is entitled to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders regarding the matters specified in Clauses 2 and 3, Article 22 of the Company's Charter (including amendments to the Charter, issuance of securities, investments, share repurchases, etc.);

b) The Board of Directors shall send the written opinion ballot, the draft resolution, and explanatory documents to all voting shareholders no later than ten (10) days prior to the deadline for returning the ballot;

c) The vote-counting process must be supervised by the Supervisory Board or a shareholder not holding any managerial position in the Company; the vote-counting minutes must be fully prepared and dispatched/disclosed to shareholders within the prescribed time limit;

d) A resolution adopted by collecting written opinions shall be lawful when approved by shareholders representing more than 50% of the total voting shares of all shareholders with voting rights (except for matters where the law requires a higher specific threshold) and shall have the same legal validity as a resolution adopted at a General Meeting of Shareholders.

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

Within ninety (90) days from the date of receipt of the Resolution or the meeting minutes / vote-counting minutes, any shareholder or group of shareholders holding from 5% of ordinary shares is entitled to request a Court or an Arbitral Tribunal to consider and annul the Resolution in the event of any material violation of the order and procedures, or if the content violates statutory regulations or the Company's Charter pursuant to Article 24 of the Company's Charter.

CHAPTER III. NOMINATION, CANDIDACY, ELECTION, RELIEF, AND DISMISSAL

Article 13. Principles of nomination and candidacy for members of the Board of Directors and the Supervisory Board

1. The nomination and candidacy of members of the Board of Directors (BOD) and members of the Supervisory Board must strictly comply with the provisions of the Law on Enterprises, the Law on Securities, statutory regulations on the management and investment of state capital in enterprises, the Company's Charter, and these Regulations.

2. Nomination rights based on shareholding ratios (pursuant to Articles 25 and 36 of the Company's Charter):

a) Any shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the BOD and the Supervisory Board;

b) Ordinary shareholders are entitled to aggregate and associate into groups to nominate candidates. A shareholder or group of shareholders holding:

- From 10% to less than 30% of the total ordinary shares: May nominate up to two (02) candidates for the BOD and up to one (01) candidate for the Supervisory Board;

- From 30% to less than 50% of the total ordinary shares: May nominate up to three (03) candidates for the BOD and up to two (02) candidates for the Supervisory Board;

- From 50% to less than 65% of the total ordinary shares: May nominate up to four (04) candidates for the BOD and up to three (03) candidates for the Supervisory Board;

- From 65% of the total ordinary shares and above: Shall have the right to nominate the full number of candidates for the BOD and the Supervisory Board.

c) Shareholders forming a group to nominate candidates must prepare a written notice of group formation and submit it to the Company / the General Meeting Organizing Committee prior to the opening of the General Meeting of Shareholders (GMS).

3. In the event of an insufficient number of candidates:

In the event that the number of candidates nominated or standing for candidacy by shareholders or groups of shareholders is insufficient to meet the minimum number required to be elected as resolved by the GMS, the incumbent BOD (for BOD candidates) or the incumbent Supervisory Board (for Supervisory Board candidates) shall have the right to introduce additional candidates through a public and transparent mechanism. Such supplementary introduction by the incumbent body must be clearly notified and disclosed before the GMS proceeds to the vote.

4. Candidate dossiers and disclosure of candidate information:

a) Candidates must submit complete dossiers as required, comprising: A valid application for candidacy/nomination form; Curriculum vitae; Copies of professional qualifications and certificates; A written commitment confirming the truthfulness and accuracy of the provided information and pledging to perform duties honestly, prudently, and in the best interests of the Company if elected; A declaration of related interests and the list of related persons as prescribed by statutory regulations;

b) The Company is responsible for publicly disclosing the candidate profiles on the Company's website (www.phr.vn) no later than ten (10) days prior to the opening date of the GMS meeting for shareholders' review prior to voting.

Article 14. Criteria and conditions for members of the Board of Directors

1. General criteria and conditions (pursuant to Clauses 1 and 2, Article 155 of the Law on Enterprises and Article 25 of the Company's Charter):

a) Possessing full civil act capacity, and not falling into the categories prohibited from managing enterprises under the provisions of the Law on Enterprises;

b) Possessing professional qualifications, managerial competence, and practical experience in business administration, finance, agriculture, forestry, industrial zone real estate, or the core business lines of the Company;

c) A member of the Company's BOD is not necessarily required to be a shareholder of the Company;

d) An individual shall not concurrently serve as a member of the Board of Directors at more than three (03) other companies in accordance with corporate governance regulations.

2. Board of Directors composition (pursuant to Article 26 of the Company's Charter):

a) The number of members of the Company's BOD shall be from three (03) to five (05) members;

b) The BOD composition must ensure a balance between executive and non-executive members: There must be at least one (01) non-executive member; BOD members concurrently holding executive positions within the Company must be minimized to ensure independence and objectivity in supervision;

c) The BOD composition must include at least one (01) independent member.

3. Specific criteria for independent members of the Board of Directors:

An independent member of the BOD must fully satisfy the criteria and conditions stipulated in Clause 2, Article 155 of the Law on Enterprises and securities laws, including:

a) Not currently working for the Company, the parent company, or any subsidiary of the Company; not having worked for the Company, the parent company, or any subsidiary of the Company for at least three (03) consecutive preceding years;

b) Not currently receiving salary or remuneration from the Company, except for allowances to which BOD members are entitled in accordance with regulations;

c) Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling who is a major shareholder of the Company, or a manager of the Company or of a subsidiary of the Company;

d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive preceding years, unless reappointed for two (02) consecutive terms.

4. In respect of personnel introduced/nominated by the Group:

Any individual introduced by the Group as a candidate for the BOD or appointed as the Group's Capital Representative must fully satisfy the criteria prescribed by enterprise law, statutory regulations on the management of state capital invested in enterprises, and the Group's personnel management regulations.

Article 15. Election of members of the Board of Directors

1. The election of members of the BOD shall be conducted at the GMS meeting or via the collection of written shareholders' opinions as decided by the GMS and in accordance with the Company's Charter.

2. Cumulative voting method (pursuant to Clause 2, Article 21 of the Company's Charter and Clause 3, Article 148 of the Law on Enterprises):

a) The voting method for electing members of the BOD must mandatorily apply the cumulative voting principle;

b) Each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by (×) the number of BOD members to be elected;

c) A shareholder has the right to concentrate all of their votes on one (01) candidate or distribute such votes equally or unequally among several candidates in the valid candidate list.

3. Principles for determining elected candidates:

a) Elected BOD members shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the full number of members approved by the GMS is satisfied;

b) An elected candidate must achieve the minimum percentage of votes required by statutory regulations and the Election Regulations adopted by the GMS at the meeting;

c) In the event that two (02) or more candidates receive an equal number of votes for the last remaining seat on the BOD, the GMS shall conduct a re-vote among those candidates with equal votes, or make the selection in accordance with the criteria set forth in the Election Regulations approved by the GMS.

4. Minutes and disclosure of results:

The election results of BOD members must be recorded in detailed minutes by the Vote-Counting Committee, publicly announced before the General Meeting, recorded in the Resolution of the GMS, and disclosed on the securities market within twenty-four (24) hours in accordance with statutory regulations.

Article 16. Election, relief, and dismissal of members of the Supervisory Board

1. Criteria and conditions for members of the Supervisory Board (pursuant to Article 37 of the Company's Charter):

a) Members of the Supervisory Board must fully satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter;

b) Must not be working in the accounting or finance department of the Company;

c) Must not be a member or employee of the independent auditing firm conducting the audit of the Company's financial statements for the three (03) consecutive preceding years;

d) The Supervisory Board consists of three (03) members, with a term of office not exceeding five (05) years, and members may be re-elected for an unlimited number of terms. More than half of the members of the Supervisory Board must permanently reside in Vietnam;

e) The Head of the Supervisory Board shall be elected by the Supervisory Board on a majority basis, and must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or another discipline appropriate to the business operations of the Company.

2. Election of members of the Supervisory Board:

The election of members of the Supervisory Board shall be conducted at the GMS via the cumulative voting method in a manner corresponding to that applicable to the election of members of the BOD as stipulated in Article 15 of these Regulations and Article 21 of the Company's Charter.

3. Relief of members of the Supervisory Board (pursuant to Clause 3, Article 37 of the Company's Charter):

The General Meeting of Shareholders shall relieve a member of the Supervisory Board of their duty in the following events:

- a) No longer fully meeting the criteria and conditions to serve as a member of the Supervisory Board as prescribed;
- b) Submitting a written resignation letter and obtaining approval from the GMS;
- c) Other circumstances prescribed by statutory regulations and the Company's Charter.

4. Dismissal of members of the Supervisory Board (pursuant to Clause 4, Article 37 of the Company's Charter):

The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following events:

- a) Failing to fulfill the assigned duties and responsibilities;
- b) Failing to exercise their rights and perform their obligations for six (06) consecutive months, except in the event of force majeure;
- c) Committing repeated violations or material breaches of the obligations of a Supervisory Board member under the Law on Enterprises, the Law on Securities, and the Company's Charter;
- d) Pursuant to a Resolution of the GMS whenever deemed necessary;

e) Other circumstances prescribed by statutory regulations and the Company's Charter.

Article 17. Relief, dismissal, and replacement of members of the Board of Directors

1. Cases of relief of members of the Board of Directors:

The General Meeting of Shareholders shall relieve a member of the BOD of their duty in the following cases:

a) Failing to satisfy the criteria and conditions to serve as a member of the BOD pursuant to the provisions of the Law on Enterprises and Article 14 of these Regulations;

b) Submitting a written resignation letter to the BOD and obtaining approval from the GMS;

c) Having civil act capacity restricted or lost;

d) Failing to participate in BOD activities for six (06) consecutive months, except in the event of force majeure;

e) Having the designation letter as Capital Representative revoked or terminated by the Group (applicable to BOD members serving as Capital Representatives of the Group).

2. Cases of dismissal of members of the Board of Directors:

The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

a) Committing a material breach of the obligations of an enterprise manager under the Law on Enterprises, the Company's Charter, or these Regulations, causing damage to the Company;

b) Failing to implement or intentionally obstructing the implementation of Resolutions of the GMS;

c) Pursuant to a dismissal decision of the GMS based on the governance performance evaluation results.

3. Supplementary election and replacement of BOD members upon vacancy:

a) When the number of BOD members is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter or drops below the statutory minimum number (fewer than 03 members), the BOD must convene a meeting of the GMS within thirty (30) days from the date the number of members is so reduced to elect supplementary members;

b) In the event that an independent BOD member is relieved, dismissed, or ceases to remain independent, resulting in non-compliance with the requirement of at least one (01) independent member, the BOD is responsible for nominating or guiding shareholders to nominate candidates for the supplementary election of a replacement independent member at the nearest GMS meeting;

c) In the event that all BOD members concurrently complete their term of office, such members shall continue to exercise their rights and perform their obligations until the newly elected replacement members assume their duties pursuant to Clause 2, Article 26 of the Company's Charter.

CHAPTER IV. THE BOARD OF DIRECTORS

Article 18. Role and operating principles of the Board of Directors

1. Role of the Board of Directors:

The Board of Directors is the highest management body of the Company between two General Meetings of Shareholders, having full authority on behalf of the Company to decide and exercise the rights and perform the obligations of the Company that do not fall under the authority of the GMS pursuant to Article 27 of the Company's Charter.

2. Operating principles of the Board of Directors:

a) The BOD operates on the principles of collective leadership and decision-making by majority;

b) Each BOD member is assigned specific duties, has the right and obligation to participate in discussions, vote independently, and bear personal responsibility before the GMS and the law for their opinions and cast votes;

c) The BOD clearly delineates its functions of strategic orientation, policy formulation, and supervision of executive operations of the Board of General Directors; the BOD shall strictly not intervene beyond its authority in the day-to-day business and production operations of the General Director, except in emergency cases to prevent damage to the Company in accordance with statutory regulations and the Charter.

Article 19. Rights and obligations of the Board of Directors

Pursuant to Article 27 of the Company's Charter, the BOD shall exercise the following primary rights and obligations:

1. Strategic orientation and business plans:

a) Decide on the medium-term development strategy, annual production and business plan, and annual financial plan of the Company within its scope of authority;

b) With respect to the annual production and business plan, the BOD shall formulate and approve it based on the directions and opinions of the owner's representative agency / the Group provided to the Capital Representatives in accordance with statutory regulations on the management and investment of state capital in enterprises;

c) Submit the long-term overall development orientation of the Company to the GMS for approval.

2. Capital management, finance, and profit distribution:

a) Recommend classes of shares and the total number of shares of each class authorized to be offered for sale; decide on plans for offering new shares within the scope of authorization granted by the GMS;

b) Decide on capital mobilization plans, issuance of (non-convertible) bonds, and pricing of shares and other securities within its authority;

c) Decide on the repurchase of no more than 10% of the total sold shares of each class within twelve (12) months in accordance with the Law on Enterprises;

d) Recommend the annual dividend payout rate, after-tax profit distribution plan, appropriation to corporate funds, and settlement of business losses.

3. Decisions on investments, assets, and contracts:

a) Decide on investment projects, investment plans, capital contributions, share acquisitions, and the establishment or reorganization of subsidiaries and associated companies valued at less than 35% of the total asset value recorded in the Company's most recent financial statements or in accordance with the Group's capital management delegation;

b) Decide on the purchase, sale, or transfer of assets valued at less than 35% of the Company's total asset value recorded in the most recent audited financial statements;

c) Approve loan agreements, lending agreements, guarantee contracts, and other economic contracts and transactions falling within its authority;

d) Approve contracts and transactions between the Company and related persons in strict accordance with the authority and thresholds stipulated in Article 43 of the Company's Charter and securities laws.

4. Organizational structure and human resource management:

a) Decide on the organizational management structure; promulgate Internal Governance Regulations, Delegation Regulations, and Financial Regulations; decide on the establishment or dissolution of branches and representative offices of the Company;

- b) Elect, relieve, and dismiss the Chairperson of the BOD;
- c) Appoint, dismiss, execute employment contracts with, and terminate employment contracts with the General Director, Deputy General Directors, Chief Accountant, and the Person in Charge of Corporate Governance / BOD Secretary;
- d) Decide on the salary, remuneration, bonus, and other benefits for positions appointed by the BOD in compliance with statutory regulations and the Group's regulations applicable to managed personnel;
- e) Supervise and evaluate the operational performance of the Board of General Directors in executing executive duties.

5. Responsibility for coordination with the Group's Capital Representatives:

For proposed decision items where statutory regulations on the management of state capital or the Group's regulations require the Capital Representatives to report and seek prior in-principle approval before voting (such as major-group projects, transfer of investment capital, capital structure, key personnel, etc.), the BOD is responsible for directing the provision of complete dossiers and documents well in advance of deadlines to enable the Capital Representatives to seek opinions in accordance with regulations.

Article 20. Chairperson of the Board of Directors

1. Election and criteria of the Chairperson of the BOD (pursuant to Article 29 of the Company's Charter):

- a) The Chairperson of the BOD shall be elected by the BOD from among its members on a majority basis at the first meeting of the BOD term within seven (07) working days from the closing date of the election;
- b) The Chairperson of the BOD shall not concurrently hold the position of General Director of the Company;
- c) The recommendation of personnel for the BOD to elect to the position of Chairperson of the BOD must strictly comply with the Group's personnel management procedures applicable to positions under the Group's management authority.

2. Rights and obligations of the Chairperson of the BOD:

- a) Formulate overall operating programs and plans of the BOD on a quarterly and annual basis;
- b) Direct the preparation of programs, contents, and documents; convene, preside over, and chair meetings of the BOD;
- c) Act as Chairperson to conduct meetings of the GMS convened by the BOD;

d) Organize discussions, opinion collection, and sign and promulgate resolutions and decisions of the BOD;

e) Supervise and urge the implementation of resolutions and decisions of the GMS and the BOD; in emergency situations where the General Director is found to have issued executive decisions showing signs of violating the law or BOD resolutions, the Chairperson of the BOD is entitled to request the General Director to suspend the execution of such decision and immediately convene a BOD meeting for settlement;

f) Directly direct and supervise key areas of work: financial planning, capital construction investment, land use, liquidation of rubber plantations, and information disclosure;

g) Serve as the first legal representative of the Company within the scope of authority stipulated in the Charter.

3. Authorization during absence:

When absent or unable to perform duties, the Chairperson of the BOD must authorize another BOD member in writing to exercise the rights and perform the obligations of the Chairperson. In the event that the Chairperson is absent without granting authorization or upon a vacancy in the office of Chairperson, the remaining members shall elect one among themselves on a majority basis to temporarily perform the duties of the Chairperson until a new Chairperson is elected.

Article 21. Meetings of the Board of Directors

1. Meeting regime and right to convene (pursuant to Article 30 of the Company's Charter):

a) The Board of Directors must convene regular meetings at least once every quarter (01 time/quarter) and may hold extraordinary meetings when matters requiring resolution arise;

b) The Chairperson of the BOD is responsible for convening a BOD meeting within seven (07) working days from the date of receipt of a valid written request from: (i) the Supervisory Board or an independent BOD member; (ii) the General Director or at least 05 other managers; (iii) at least two (02) BOD members. If the Chairperson fails to convene the meeting, the requesting parties shall have the right to convene the BOD meeting in place of the Chairperson, and the Chairperson shall be liable for compensation if damage is caused.

2. Notice of meeting and meeting documents:

a) The notice of a BOD meeting must be delivered in writing, by email, or by secured facsimile to each BOD member and each member of the Supervisory Board no later than five (05) working days prior to the meeting date;

b) The notice of meeting must specify the time, location, and agenda, and be accompanied by all reports, draft proposals, draft resolutions, and voting ballots.

3. Conditions for conducting a meeting:

a) The first-convened meeting shall be conducted when at least three-quarters (3/4) of the total number of BOD members attend (in person or virtually);

b) In the event that the first meeting fails to satisfy the conditions to proceed, the BOD may be convened for a second meeting within seven (07) days from the scheduled date of the first meeting. The reconvened second meeting shall be validly conducted if more than half (more than 50%) of the total BOD members attend.

4. Attendance of the Supervisory Board:

Members of the Supervisory Board have the right to attend all meetings of the BOD, receive meeting documents on the same basis as BOD members, and take part in discussions, but do not have voting rights.

5. Form of meetings:

Meetings may be conducted in person, virtually, or through a hybrid format, provided that they satisfy the requirements of statutory regulations and the Charter.

Article 22. Adoption of resolutions and decisions of the Board of Directors

1. Forms of participation and voting:

A BOD member is deemed to have attended and voted at a meeting in the event that such member: (i) attends in person; (ii) authorizes another member to attend on their behalf (subject to approval by a majority of the remaining BOD members); (iii) attends via virtual conference or electronic voting; or (iv) sends a written voting ballot in a sealed envelope to the Chairperson of the BOD no later than one (01) hour prior to the opening of the meeting.

2. Principles for adoption of resolutions:

a) Resolutions and decisions of the BOD shall be adopted if approved by a majority of the attending BOD members entitled to vote;

b) In the event of a tie between votes in favor and against, the final decision shall fall to the side with the casting vote of the Chairperson of the Board of Directors.

3. Exclusion of voting rights due to conflict of interest:

Any BOD member who has direct or indirect interests or obligations related to a contract or transaction under consideration shall not be entitled to vote on such matter and shall not be counted toward the quorum required to adopt a resolution concerning that matter.

4. Retention of meeting records:

All BOD meetings must be recorded in detailed and truthful minutes, which shall be executed and confirmed by the Chairperson, the Secretary, and all attending members. Resolutions, meeting minutes, and submission documents must be systematically retained at the Company's head office in accordance with statutory regulations.

Article 23. Written consultation of members of the Board of Directors

1. For matters falling within the authority of the BOD that do not necessarily require an in-person meeting or in cases of emergency, the Chairperson of the BOD is entitled to decide on collecting written opinions of BOD members.

2. Written consultation dossiers and voting ballots:

The Chairperson of the BOD or the BOD Secretary shall deliver the written consultation dossier—accompanied by explanatory proposals, draft resolutions, and written voting ballots—to each BOD member via registered mail or secured email. The voting ballot must clearly state the matters to be voted upon, the voting options (In favor, Against, Abstention), the deadline for returning the ballot, and the signature of the member.

3. Validity of resolutions adopted by written consultation:

A resolution adopted by written consultation shall have the same legal validity as a resolution adopted at an in-person BOD meeting when approved and signed by a majority of the BOD members entitled to vote. The BOD Secretary is responsible for preparing the minutes summarizing the vote-counting results, countersigned by the Chairperson of the BOD, and delivering the results to all members of the BOD and the Supervisory Board.

Article 24. Board Secretary and Person in Charge of Corporate Governance

1. Appointment and position (pursuant to Article 32 of the Company's Charter):

a) The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to assist in corporate governance matters;

b) The Person in Charge of Corporate Governance may concurrently serve as the BOD Secretary / Company Secretary pursuant to Clause 5, Article 156 of the Law on Enterprises;

c) The Person in Charge of Corporate Governance shall not concurrently work for the independent auditing firm that is auditing the Company's financial statements.

2. Rights and obligations of the Person in Charge of Corporate Governance (pursuant to Article 32 of the Company's Charter):

- a) Advise the BOD on procedures for convening and conducting GMS meetings and BOD meetings in compliance with statutory regulations and the Company's Charter;
- b) Prepare for meetings of the BOD, the Supervisory Board, and the GMS as required; attend and facilitate procedural compliance at meetings;
- c) Draft and advise on the legality of draft resolutions and decisions of the BOD;
- d) Collect and provide financial information, copies of minutes, and resolutions to BOD members and members of the Supervisory Board;
- e) Supervise, follow up, and serve as the focal point coordinating the transparent and timely disclosure of information on the securities market;
- f) Act as the liaison contact point between the Company and shareholders, investors, and competent regulatory authorities;
- g) Fulfill obligations to maintain absolute confidentiality regarding all Company confidential information in accordance with regulations;
- h) Other rights and obligations as prescribed by statutory regulations and the Company's Charter.

3. Responsibilities of the Board Secretary:

Assist in maintaining the minutes book; archive all minutes, resolutions, and meeting dossiers of the GMS and the BOD; and monitor the promulgation and implementation of BOD decisions.

Article 25. Committees and supporting bodies of the Board of Directors

1. The Board of Directors may establish committees or working groups pursuant to statutory regulations, the Charter, and actual operational requirements.
2. The decision on establishment must clearly determine the functions, duties, composition, authority, reporting mechanisms, and operational tenure.
3. Committees and working groups shall function in an advisory and supportive capacity; they must not supersede or substitute for the authority of the Board of Directors, the General Director, or the Supervisory Board.

CHAPTER V. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 26. Position and operational principles

1. Position and legal status:

- a) The General Director is the person who manages the day-to-day production and business operations of the Company; is subject to the direct supervision and

direction of the BOD; and is accountable to the BOD, the GMS, and before the law for the performance of assigned rights and obligations;

b) The General Director is the second legal representative of the Company (along with the Chairperson of the BOD) pursuant to Article 3 of the Company's Charter, representing the Company within the scope of authority governing day-to-day production and business operations.

2. Operational principles:

a) The executive operations of the General Director shall adhere to the single-head system combined with democratic consultation within the Board of General Directors; strictly respect and implement the Company's Charter, Internal Governance Regulations, and the resolutions and decisions of the GMS and the BOD;

b) The General Director has full initiative and authority to decide on executive measures, production and business arrangements, human resource management, and cash flow management in accordance with approved plans without requiring prior consultation with the BOD on matters falling within regular executive authority;

c) The General Director shall not decide on or act beyond their authority regarding matters within the exclusive jurisdiction of the GMS or the BOD, except where specifically delegated or legally authorized in writing by the BOD.

3. Appointment and term of office of the General Director (pursuant to Article 35 of the Company's Charter):

a) The BOD shall appoint one (01) BOD member or enter into an employment contract hiring another person as the General Director. The term of office of the General Director shall not exceed five (05) years, and the General Director may be reappointed for an unlimited number of terms;

b) With respect to personnel under the Group's management authority, the nomination, planning, appointment, reappointment, relief, commendation, disciplining, execution, or termination of employment contracts with the General Director must strictly comply with the Group's personnel management procedures and shall only be carried out upon receipt of written approval / in-principle approval from the Group;

c) The criteria and conditions for the General Director shall comply with the provisions of the Law on Enterprises, the Law on Securities, and the regulations of the Company.

Article 27. Rights and obligations of the General Director

Pursuant to Article 35 of the Company's Charter, the General Director shall have the following primary powers and obligations:

1. Implementation of resolutions and business plans:

a) Organize the execution and implementation of resolutions and decisions of the GMS and the BOD;

b) Formulate long-term, medium-term, and annual production and business plans, financial plans, investment proposals, land-use plans, replanting plans, and rubber plantation liquidation schemes to submit to the BOD for review and approval or for submission to the GMS for adoption;

c) Assume responsibility for organizing the implementation of business plans and investment schemes approved by the BOD and the GMS; ensure the achievement of targets regarding revenue, profit, state budget remittances, and return on capital.

2. Decision-making authority in day-to-day operations:

a) Decide on all matters related to the management and executive operation of production, processing, and marketing of natural rubber latex, rubberwood, industrial park infrastructure business, and other business activities of the Company that do not fall under the authority of the BOD or the GMS;

b) Execute economic and commercial contracts, procurement agreements for agricultural supplies, fertilizers, chemicals, logistics services, labor contracts, and other civil transactions on behalf of the Company within the limits of authority delegated by the BOD and stipulated in the Company's Charter;

c) Propose organizational structure schemes, functions, and duties of internal departments and affiliated branches, as well as internal governance regulations, for submission to the BOD for consideration and promulgation;

d) Promulgate standard operating procedures, agricultural technical regulations, rubber latex processing standards, and techno-economic norms throughout the Company in line with the Group's norms and BOD resolutions;

e) Recruit, assign, mobilize, appoint, relieve, and dismiss managerial positions within the Company (excluding positions under the appointing authority of the BOD); decide on salary, bonus, and other remuneration packages for employees in accordance with the Company's salary distribution regulations;

f) Recommend to the BOD plans for after-tax profit distribution, fund appropriations, dividend payment rates, or schemes for handling business losses.

3. Information and reporting regime to the Board of Directors:

a) Submit regular reports (monthly, quarterly, bi-annually, and annually) to the BOD on the status of production and business operations, financial results, the progress of investment projects, and the implementation status of BOD resolutions;

b) Promptly and extraordinarily report to the BOD and the Supervisory Board on material risks, major fluctuations in rubber market prices, land disputes, complex litigations/complaints, severe occupational accidents, or incidents that potentially exert a material adverse impact on the Company's finances and reputation;

c) Immediately report to the BOD and the Supervisory Board upon discovering any fraudulent conduct, legal violations, Charter breaches, or non-compliance with BOD resolutions committed by managers, employees, or business partners.

Article 28. Deputy General Directors, Chief Accountant, and other executives

1. Composition and appointing authority (pursuant to Articles 33 and 34 of the Company's Charter):

a) Executives of the Company include: Deputy General Directors, the Chief Accountant, and other executives appointed by the BOD;

b) The appointment, relief, dismissal, commendation, disciplining, entry into contracts with, and determination of salary, remuneration, and bonuses for Deputy General Directors and the Chief Accountant shall fall under the authority of the BOD upon the proposal of the General Director;

c) For personnel positions under the Group's management authority (Deputy General Directors, Chief Accountant), the nomination procedures and appointment decisions must strictly comply with the Group's personnel management regulations and require the Group's approval prior to any decision by the BOD.

2. Rights and responsibilities of Deputy General Directors:

a) Deputy General Directors shall assist the General Director, be subject to assignment and authorization by the General Director, and directly supervise and manage one or several specific areas of work (agriculture, processing, industry – industrial zones, sales – marketing, construction, investment, etc.);

b) Be accountable to the General Director, the BOD, and before the law for the outcomes of tasks within their assigned scope of authority;

c) In the absence of the General Director, the Permanent Deputy General Director or the Deputy General Director authorized in writing by the General Director shall represent the General Director in running the overall operations of the Company.

3. Rights and responsibilities of the Chief Accountant:

a) The Chief Accountant shall organize and direct the financial, accounting, and statistical operations of the Company in accordance with the Law on Accounting, corporate accounting standards, and the Company's Charter;

b) Supervise and verify the legality and validity of all payment vouchers, accounting books, periodic financial statements, and audited annual financial statements;

c) Advise the General Director and the BOD on cash flow balancing, capital management, arrangement of credit facilities, fund mobilization, and the preservation and development of state capital at the Company;

d) The Chief Accountant shall bear independent responsibility for the truthfulness and fairness of accounting figures and has the right to reserve professional opinions in writing to the General Director, the BOD, and the Supervisory Board upon discovering financial transactions showing signs of legal violations.

4. Responsibilities of Executives:

Executives of the Company must perform their duties honestly, prudently, and diligently in the best interests of the Company; strictly comply with regulations on confidential information management and conflict-of-interest prevention; and not take advantage of their positions for personal gain.

CHAPTER VI. THE SUPERVISORY BOARD

Article 29. Legal status and operating principles of the Supervisory Board

1. Legal status:

The Supervisory Board is the independent supervisory and inspection body of the Company elected by the GMS; it is accountable to the GMS and before the law for supervising the legality, truthfulness, and standard of prudence of the BOD, the General Director, and other managers in the management and executive management of business operations.

2. Composition and term of office (pursuant to Article 37 of the Company's Charter):

a) The Supervisory Board consists of three (03) members; the term of office of a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms;

b) More than half of the members of the Supervisory Board must permanently reside in Vietnam;

c) The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members on a majority basis; the Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance,

accounting, auditing, law, business administration, or a discipline appropriate to the operations of the Company.

3. Operating principles:

a) The Supervisory Board shall act independently and objectively, safeguarding the lawful rights and interests of all shareholders, including the state shareholder (the Group) and minority shareholders;

b) Act strictly within its authority, and not unlawfully intervene in or obstruct the day-to-day management and executive business operations of the BOD and the General Director;

c) The Supervisory Board shall work on a collective basis combined with specific assignment of duties to each Supervisor; members of the Supervisory Board shall bear personal responsibility for their assigned scope of work before the Head of the Supervisory Board and the GMS.

Article 30. Rights and obligations of the Supervisory Board

Pursuant to Article 39 of the Company's Charter and Article 170 of the Law on Enterprises, the Supervisory Board shall have the following rights and obligations:

1. Inspection and appraisal of reports:

a) Review the completeness, legality, and truthfulness of the Company's annual, semi-annual, and quarterly financial statements; appraise the management assessment report of the BOD and the business operation report of the General Director prior to submission to the Annual General Meeting of Shareholders;

b) Prepare the Report of the Supervisory Board appraising the financial statements and corporate governance reports, and self-evaluating the operational performance of the Supervisory Board for submission to the Annual General Meeting of Shareholders;

c) Propose and recommend to the GMS for approval the list of approved independent auditing organizations; recommend changes or termination of the auditing firm whenever deemed necessary.

2. Supervision of management and executive operations:

a) Supervise compliance with statutory regulations, the Company's Charter, and Resolutions of the GMS by members of the BOD, the General Director, and other Executives;

b) Supervise the execution of major investment projects, land-use management, asset liquidations, transfers of rubber plantations, and other major economic transactions of the Company;

c) Supervise transactions between the Company and related persons, and transactions with the Group or subsidiaries and associated companies, to prevent transfer pricing and asset loss/dissipation.

3. Right of access to information and book inspection (pursuant to Clauses 8 and 9, Article 39 and Article 45 of the Company's Charter):

a) Supervisors are entitled to access all dossiers, documents, accounting books, payment vouchers, economic contracts, as well as resolutions and minutes of the BOD retained at the head office, plantations, processing factories, and branches of the Company;

b) Have the right to visit the working premises and production facilities of the Company during working hours to ascertain actual operational conditions;

c) Have the right to request members of the BOD, the General Director, the Chief Accountant, and other managers to provide timely, accurate, and truthful reports, documents, and explanations to clarify matters within the scope of inspection and supervision.

4. Handling of violations and convening extraordinary meetings:

a) Upon discovering that a member of the BOD, the General Director, or any Executive commits a breach of law, the Company's Charter, or resolutions of the GMS, the Supervisory Board must issue a written notice to the BOD within forty-eight (48) hours, requesting the violator to immediately cease the breach and implement remedial measures;

b) Have the right to request the Chairperson of the BOD to convene an extraordinary BOD meeting;

c) Have the right to convene an Extraordinary General Meeting of Shareholders in lieu of the BOD pursuant to the procedures stipulated in Article 14 of the Company's Charter if the BOD fails to convene such meeting as requested.

5. Meeting regime of the Supervisory Board (pursuant to Article 40 of the Company's Charter):

The Supervisory Board must convene at least two (02) meetings per year. A meeting shall only be validly conducted if attended by at least two-thirds (2/3) of the Supervisory Board members. All proceedings of the meeting must be recorded in detailed minutes, signed by all attending members, and retained with due care.

Article 31. Working relationship between the Supervisory Board, the Board of Directors, and the General Director

1. Principles of coordination:

The relationship between the Supervisory Board, the BOD, and the General Director is established on the principles of functional independence, mutual cooperation, and respect, for the best interests of the Company and its shareholders; they shall neither obstruct one another's activities nor encroach upon each other's authority.

2. Coordination responsibilities of the Supervisory Board:

a) The Supervisory Board shall deliver its annual periodic supervision and inspection plan to the BOD and the General Director to facilitate schedule coordination and avoid duplicate or overlapping activities;

b) The Head of the Supervisory Board or a designated member thereof shall attend in full all regular and extraordinary meetings of the BOD, as well as operational review and wrap-up meetings held by the General Director; they are entitled to deliver opinions but shall have no voting rights;

c) When the Supervisory Board issues inspection or supervisory conclusions or remediation recommendations, such documents must be officially delivered to the BOD and the General Director for review and implementation guidance.

3. Responsibilities of the Board of Directors and the General Director:

a) The Board of Directors and the General Director must deliver BOD meeting notices and meeting documents to the Supervisory Board at the same time as they are delivered to BOD members (no later than 05 working days prior to the meeting date);

b) Deliver fully and promptly all Resolutions and Decisions of the BOD, periodic financial statements, and production and business performance reports to the Supervisory Board;

c) Upon receiving a written request for explanation or recommendations from the Supervisory Board, the BOD and the General Director are responsible for reviewing, responding to, and reporting settlement plans in writing to the Supervisory Board within a maximum of fifteen (15) days from receipt of such recommendations; in the event of disagreement with the Supervisory Board's recommendations, clear justifications must be stated;

d) Facilitate favorable working conditions, arrange logistics and documents, and reimburse reasonable operating expenses incurred by the Supervisory Board within the operating budget approved by the GMS.

CHAPTER VII. CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PERSONS

Article 32. Identification and control of conflicts of interest

1. General principles on duty of loyalty and duty of care (pursuant to Articles 42 and 43 of the Company's Charter):

a) Members of the BOD, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant, and other Executives are responsible for exercising their powers and performing their duties honestly, diligently, and with the utmost care for the best lawful interests of the Company and all shareholders;

b) Managers and executives shall not utilize, or permit others to exploit, their working positions, offices, powers, internal confidential information, technological trade secrets, business opportunities, or assets of the Company for personal enrichment or to benefit any other organization or individual to the detriment of the Company's interests.

2. Identification of conflict of interest situations:

A conflict of interest situation is identified when a manager, executive, or their related person falls into one of the following circumstances:

a) Executing or performing contracts or transactions involving the purchase and sale of rubber latex, liquidated timber, supplies, fertilizers, lease of premises, lease of industrial park infrastructure, or direct/indirect provision of services between the Company and such person or their Related Persons;

b) Personally, or through their Related Persons, being an owner, general partner, founding shareholder, major shareholder, or holding an executive management position in other enterprises operating within the same business lines or directly competing with the Company;

c) Receiving or being promised remuneration, commissions, bonuses, gifts, investment opportunities, or other material/non-material benefits from the Company's commercial partners, construction contractors, or industrial park land sublessees outside the approved remuneration regime;

d) Utilizing assets, vehicles, land, or facilities of the Company for private purposes without paying costs at market rates or without prior approval from competent authorities.

3. Mechanism for establishing, monitoring, and updating the list of related persons:

a) The Company shall maintain and manage a centralized database of the List of Related Persons of the Company and of its managerial and executive personnel in accordance with the Law on Enterprises, the Law on Securities, and Article 43 of the Company's Charter;

b) Managers and executives are responsible for declaring and submitting written notices to the Person in Charge of Corporate Governance / BOD Secretary detailing the list of their Related Persons within seven (07) working days from the date of appointment or from the date of any arising change;

c) The Person in Charge of Corporate Governance is responsible for reviewing and periodically updating the List of Related Persons, archiving records, and providing such list to the BOD, the Supervisory Board, the General Director, and functional departments prior to the appraisal and execution of contracts and transactions.

Article 33. Disclosure of related interests and transactions with related persons

1. Obligation to disclose and declare related interests (pursuant to Clause 3, Article 43 of the Company's Charter):

a) Members of the BOD, members of the Supervisory Board, the General Director, the Chief Accountant, and other managers must declare their related interests with the Company, including:

Name, enterprise registration code, head office address, and business lines of any enterprise in which they or their Related Persons hold shares or capital contributions; the percentage and timing of such ownership;

Enterprises in which they or their Related Persons hold managerial positions (Chairperson, member of the BOD, Supervisor, Director/General Director, etc.);

b) Such declaration must be made in writing and submitted to the Company within seven (07) working days from the date the interest arises or from the date of any change;

c) The written declarations of related interests shall be retained at the head office, ensuring the right of access and inspection by shareholders, the BOD, and the Supervisory Board as prescribed.

2. Principles for executing transactions with related persons:

a) All contracts and transactions between the Company and members of the BOD, Supervisors, the General Director, other managers, the Group, major shareholders, or Related Persons of such subjects must be entered into on the principles of equality, healthy competition, arm's length dealing, and transparency under normal commercial terms and market prices;

b) Establishing disadvantageous terms against the Company or shifting revenues, profits, or assets of the Company to any other organization or individual in any form is strictly prohibited;

c) The dossier submitted for transaction approval must clearly specify: An explanatory note on the transaction purpose; the transaction counterparty and the related-party relationship; the draft contract; the contract value and payment method; an independent appraisal valuation certificate or bases for market price determination; and an evaluation of the transaction's financial impact and efficiency on the Company.

3. Notification procedures and exclusion of voting rights:

Any BOD member or manager related to the parties in a transaction must proactively disclose their related relationship prior to the BOD meeting; such member shall not have voting rights and shall not be counted toward the quorum required to adopt a resolution concerning that transaction.

Article 34. Major contracts, transactions, or transactions of a special nature

1. Delineation of authority to approve contracts and transactions (pursuant to Articles 15, 27, and 43 of the Company's Charter):

a) Authority of the General Meeting of Shareholders:

Contracts and transactions for the purchase or sale of assets or other economic contracts valued at 35% or more of the total asset value recorded in the Company's most recent audited financial statements;

Contracts and transactions for loans, borrowings, purchases, or sales of assets between the Company and the following subjects valued at 35% or more (or transactions resulting in an aggregate transaction value arising within 12 months from the date of the first transaction valued at 35% or more) of the total asset value recorded in the most recent financial statements:

- Shareholders, or authorized representatives of organizational shareholders, holding more than **10%** of the total ordinary shares of the Company, and their Related Persons;

- Members of the BOD, the General Director, and their Related Persons;

Credit facilities, borrowings, loans, and guarantees provided to members of the BOD, members of the Supervisory Board, the General Director, other managers, and organizations that are Related Persons of these individuals where securities laws require prior approval of the GMS.

b) Authority of the Board of Directors:

Contracts and transactions for the purchase or sale of assets or investment projects valued at less than 35% of the total asset value recorded in the Company's most recent financial statements;

Contracts and transactions between the Company and Related Persons (including transactions with the Group, subsidiaries, and associated companies of the Group or of the Company) valued at less than 35% of the total asset value recorded in the most recent audited financial statements;

Bank credit loan agreements, pledge agreements, and mortgage agreements over the Company's assets to secure debt obligations within the delegation limits specified in the Financial Regulations and the Company's Charter.

c) Authority of the General Director:

The General Director shall execute economic and commercial contracts serving day-to-day production and business activities within the value limits specifically delegated by the BOD in the Delegation Regulations or BOD Resolutions.

2. Submission, appraisal, and reporting procedures:

a) All contracts and transactions within the authority of the GMS or the BOD must mandatorily be submitted, appraised, and approved by written resolution prior to the official execution of the contract;

b) Any contract or transaction executed ultra vires (beyond authority) or without prior written approval from the competent authority shall be null and void and shall not create any binding effect on the Company; any person executing a contract without proper authority shall bear unlimited personal liability and joint and several liability to fully indemnify the Company for any resulting damages.

3. Information disclosure on transactions with related parties:

a) The Company is responsible for making extraordinary information disclosure regarding BOD/GMS resolutions approving contracts and transactions with related parties within twenty-four (24) hours in accordance with securities laws;

b) All transactions arising between the Company and related parties during the reporting period must be fully, accurately, and elaborately reflected in the semi-annual Corporate Governance Report, the Annual Report, and the Notes to the audited Annual Financial Statements.

CHAPTER VIII. RELATIONSHIP BETWEEN THE COMPANY AND THE GROUP; CAPITAL REPRESENTATIVES

Article 35. Principles governing the relationship between the Company and the Group

1. Legal person independence and preservation of state capital:

a) Phuoc Hoa Rubber Joint Stock Company is a joint stock company possessing independent legal personality, operational autonomy, and liability for assets and debt

obligations to the extent of all its assets in accordance with statutory regulations and the Company's Charter;

b) Vietnam Rubber Group – Joint Stock Company (the "Group") is the parent company and the controlling shareholder holding state capital in the Company. The relationship between the Company and the Group is established on the principle of respecting the Company's independent legal personality, while ensuring the strategic guidance role of the Group and complying with regulations on the management and investment of state capital in enterprises under Law No. 68/2025/QH15.

2. Exercise of shareholder rights by the Group:

a) The Group's rights in respect of the Company shall be exercised in its capacity as a shareholder of the Company, commensurate with the quantity and proportion of shares held by the Group, pursuant to the Company's Charter and prevailing laws;

b) The Group's rights shall be exercised through the Group's Capital Representatives designated to participate and vote at the GMS or through personnel nominated and recommended by the Group to stand for election to the BOD and the Supervisory Board in accordance with regulations;

c) The Group shall respect the lawful rights and interests of other shareholders (including institutional, individual, foreign, and minority shareholders); and ensure that all shareholders have equitable access to information and receive material benefits strictly in proportion to their shareholding percentages.

3. Delineation between internal directives of the Group and governance authority of the Company:

Resolutions, decisions, and directive documents issued by the Group to the Capital Representatives shall be binding upon the Capital Representatives, but shall not automatically substitute for the lawful Resolutions and Decisions of the Company's GMS or BOD. All policies and initiatives must be appraised, deliberated, and adopted strictly in accordance with statutory authority, sequences, and procedures of the Company's governance bodies.

Article 36. Capital Representatives of the Group at the Company

1. Legal status and designation of Capital Representatives (pursuant to Clause 1, Article 1 and Article 43 of the Company's Charter):

a) A Capital Representative of the Group at the Company is an individual designated, assigned to manage, or authorized in writing by the Board of Directors of the Group to represent and exercise all or part of the rights, responsibilities, and obligations of the Group in its capacity as a shareholder of the Company;

b) The Capital Representative shall perform their duties on a term basis or on a case-by-case basis pursuant to the Group's Authorization Decision; and must fully satisfy the criteria and conditions prescribed by the Law on Management and Investment of State Capital in Enterprises and the Group's regulations on the management of Capital Representatives.

2. Rights and responsibilities of the Capital Representative:

a) Represent the Group in attending General Meetings of Shareholders; exercise the rights to deliberate, vote, and make recommendations in strict accordance with the instructions, directions, or written approvals of the competent authority of the Group;

b) In the event of being elected to the BOD or the Supervisory Board of the Company, the Capital Representative must fulfill dual responsibilities: serving as a member of the management/supervisory body responsible for safeguarding the best interests of the Company, while bearing direct responsibility for safeguarding, preserving, and developing the state capital invested by the Group in the Company;

c) Promptly, truthfully, fully, and periodically report to the Group on production and business performance, financial condition, investment disbursement progress, rubber land-use management, dividend payments, and any material arising matters;

d) Maintain absolute confidentiality over internal information of the Company; strictly refrain from disclosing confidential information to third parties or leaking business secrets of the Company without prior authorization for official disclosure pursuant to statutory regulations.

3. Responsibilities of the Company toward Capital Representatives:

a) The Company is responsible for facilitating favorable conditions and proactively providing timely, accurate, and complete dossiers, documents, and financial data related to items requiring decision-making to enable the Capital Representative to study and execute reporting and consultation procedures with the Group;

b) Internal governance bodies, managers, and departments of the Company shall not unlawfully cause difficulties or obstruct the performance of duties by the Capital Representative.

4. Salary and remuneration of the Capital Representative (pursuant to Clause 11, Article 43 of the Company's Charter):

The payment of salaries, remuneration, bonuses, and other material benefits to the Capital Representative of the Group shall comply with statutory regulations on the management of state capital and the Group's regulations. Any BOD or

Supervisory Board remuneration paid by the Company shall be finalized, deducted, or remitted to the Group in strict accordance with prevailing regulations.

Article 37. Matters requiring coordination, reporting, or consultation with the Group

1. Groups of matters where Capital Representatives are mandatorily required to consult the Group prior to voting:

Pursuant to the provisions of the Law on Management and Investment of State Capital in Enterprises, Decree No. 366/2025/ND-CP, and the Group's Regulations on the Management of Capital Representatives (promulgated attached to Decision No. 489/QD-HDQTCSVN dated October 31, 2025, as amended and supplemented), Capital Representatives must report, seek written opinions, and shall only participate in voting at the GMS or the BOD upon receipt of written approval from the Group on the following matters:

- a) Long-term development strategy, five-year production and business plan, and five-year development investment plan of the Company;
- b) Annual production and business plan and annual financial plan of the Company;
- c) Plans for increasing or reducing charter capital; additional issuances of shares, convertible bonds, or other equity securities that alter the Group's ownership percentage in the Company;
- d) Audited annual financial statements; plans for after-tax profit distribution, enterprise fund appropriations, and dividend payout ratios in cash or shares;
- e) Amendments and supplements to the Company's Charter;
- f) Investment policy for Group-A and Group-B projects, projects developing infrastructure for industrial parks and industrial clusters, renewable energy projects, and projects converting the use purpose of rubber land;
- g) External investment plans: capital contributions, share purchases, new establishment or reorganization of subsidiaries and associated companies; equity transfers and divestments of the Company's investments in other enterprises;
- h) Schemes for liquidating major assets, large-scale liquidation of rubber plantations exceeding delegated thresholds; plans for compensation, recovery, hand-over, or transfer of rubber land to local authorities;
- i) Corporate reorganization (division, demerger, consolidation, merger, conversion of legal form), dissolution, liquidation, or petition for bankruptcy of the Company;

k) Managerial personnel work under the Group's management authority: nominating candidates for election to the BOD and the Supervisory Board; personnel for the election of Chairperson of the BOD and Head of the Supervisory Board; appointment of the General Director, Deputy General Directors, and the Chief Accountant; and planning, appraisal, commendation, and disciplining of managerial personnel.

2. Procedures and timelines for coordinating dossier preparation:

a) To ensure that Capital Representatives have adequate time to carry out consultation procedures with the Group in accordance with regulations, the Board of General Directors and the BOD of the Company are responsible for formulating and delivering complete reporting dossiers to Capital Representatives at least fifteen (15) working days (for ordinary matters) or at least twenty (20) working days (for major investment projects, capital increases/reductions, corporate reorganizations) prior to the scheduled date of the BOD or GMS meeting;

b) Consultation dossiers shall include prescribed documents such as: Proposals, project explanatory notes, financial and economic feasibility appraisals, legal assessments, and risk appraisals;

c) Matters subject to mandatory consultation shall strictly not be brought to a vote at the BOD or the GMS without first obtaining written approval from the competent authority of the Group.

3. Updating regulations of the Group:

In the event that the Group promulgates new regulations or amends and supplements existing regulations concerning delegation, authorization, standard templates, and reporting regimes applicable to Capital Representatives without modifying mandatory provisions of the Company's Charter, the Company and Capital Representatives shall be responsible for automatically updating and applying such new regulations from their effective date without necessarily amending these Regulations immediately.

CHAPTER IX. MANAGEMENT OF CAPITAL, INVESTMENTS, AND ASSETS

Article 38. Principles of capital and asset management

1. Principles of capital preservation and development:

a) The charter capital and all lawful capital sources of the Company (including equity, the development investment fund, bank credit facilities, and mobilized capital) must be managed and utilized for proper purposes, economically, safely, and

to achieve maximum profitability in accordance with plans approved by competent authorities;

b) The Company is responsible for preserving and developing the state capital represented and owned by the Group in the Company pursuant to the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15, Decree No. 366/2025/ND-CP, and Articles 47 and 51 of the Company's Charter;

c) Any act causing dissipation, loss, or waste of capital or assets, or using the Company's assets for sectional interests or private personal gains, shall be strictly handled in accordance with statutory regulations and the Company's Charter.

2. Principles of authority and legal procedures:

a) Investments, asset procurements, capital contributions, purchases, sales, and transfers of shares or capital contributions, asset leaseings, and land-use management must be decided strictly within the authority delegated among the GMS, the BOD, and the General Director pursuant to statutory regulations and the Company's Charter;

b) For matters where the Company's Charter or statutory regulations on state capital management require Capital Representatives of the Group to seek prior consultation, the Company and the BOD must ensure the completion of procedures to obtain written approval from the Group prior to issuing official decisions or casting votes.

3. Asset inventory and appraisal regime:

The Company shall conduct a physical inventory of all assets, rubber plantations, land, workshops, machinery, equipment, and inventories at the end of each financial year (December 31 annually) or conduct extraordinary inventories upon requests for restructuring, division, demerger, consolidation, or merger pursuant to the Law on Accounting and the Company's Charter. Any surplus, shortfall, or impairment of assets must be recorded in minutes clearly determining the causes and personal responsibilities, and settled in strict compliance with prevailing financial regulations.

Article 39. Investment, capital contribution, and management of capital invested in other enterprises

1. Preparation of dossiers and appraisal of outbound investment plans:

All outbound investments made by the Company (capital contribution to establish new enterprises, acquisition of shares/capital contributions in other enterprises, capital increases in subsidiaries or associated companies) must mandatorily be supported by a complete Investment Project Dossier comprising at least:

a) A Proposal for investment policy approval detailing the necessity, strategic objectives, and alignment with the Company's business lines;

b) A Feasibility Study Report: Detailed evaluation of the financial and legal capacity of the joint venture or associated partners; market analysis, financial efficiency indicators (Internal Rate of Return - IRR, Net Present Value - NPV, payback period); counterpart funding arrangement plans, and risk management schemes;

c) Independent legal and financial appraisal opinions issued by specialized departments, the Supervisory Board, or independent consulting firms;

d) A divestment scheme and projected capital exit roadmap in the event that the project fails to achieve anticipated efficiency or upon decisions to restructure the investment portfolio.

2. Authority to approve outbound investments (pursuant to Articles 15 and 27 of the Company's Charter):

a) The GMS shall approve the policy for capital contributions and share purchases in other enterprises valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

b) The BOD shall approve investments for capital contributions and share acquisitions in other enterprises valued at less than 35% of the Company's total asset value strictly within its delegated authority and limits, in compliance with the Group's capital management regulations;

c) For major, strategic capital contribution investments or those falling into categories where the Group requires Capital Representatives to seek opinions, the BOD shall only adopt decisions upon receipt of written in-principle approval from the Group.

3. Designation and management of the Company's Capital Representatives at other enterprises:

a) The Company's BOD shall decide on the designation, replacement, dismissal, commendation, disciplining, and evaluation of the Company's Capital Representatives at subsidiaries and associated companies upon the recommendation of the General Director;

b) The Company's Capital Representatives at other enterprises are responsible for:

Managing and closely monitoring the Company's invested capital; voting on matters at such enterprises strictly in accordance with authorization documents, instructions, and strategic directions from the BOD or the General Director of the Company;

Submitting periodic quarterly and annual reports to the Company on operational status, production and business performance, financial condition, profit distributions, and dividend collections from the investee enterprise;

Bearing responsibility before the Company's BOD and the law if voting contrary to instructions, resulting in capital loss or detrimental impact on the Company's interests.

Article 40. Investment projects, assets, and land

1. Requirements for development investment project dossiers:

Investment projects for capital construction, development of infrastructure for industrial parks, industrial clusters, residential areas, renewable energy, and investment in rubber latex processing factories must strictly comply with the Law on Investment, the Law on Construction, and the Company's Charter. The project dossier must clearly specify:

- a) Project name, investment objectives, capacity scale, implementation location, and utilized land area;
- b) Total investment capital, capital structure (equity, commercial loans, other mobilized capital), and debt service plans;
- c) Environmental Impact Assessment (EIA) report or environmental license approved by the competent state authority;
- d) Detailed implementation schedule for each phase and commercial exploitation plans ensuring efficiency.

2. Management, disposal of assets, and assignment/sale of rubber plantations:

a) The procurement, major repair of machinery and equipment, and the liquidation, transfer, or sale of damaged or technologically obsolete fixed assets must be conducted on the principles of openness, transparency, and capital preservation through procurement bidding or public auctions in accordance with statutory regulations and Company regulations;

b) With respect to the liquidation and felling of rubber plantations reaching the end of their tapping cycle, or liquidation of plantations for land-use conversion:

A detailed liquidation plan must be prepared (determining area, tree density, timber reserves, and projected recovery value) and independent surveying and price appraisals must be organized in accordance with the Group's regulations;

Authority to approve rubber plantation liquidation plans shall be exercised in accordance with BOD delegation and the Group's regulations;

The auction of liquidated rubber trees must be organized publicly and widely through professional auction organizations to maximize asset value recovery for the Company.

3. Management and use of land:

a) Land constitutes means of production and a special strategic asset of the Company. The General Director is responsible for strictly managing the entire land fund-including agricultural land, non-agricultural land, and industrial park land allocated or leased by the State-in strict adherence to master plans, cadastral boundary markers, permitted land-use purposes, and land laws;

b) Encroachment, lending, unauthorized subleasing of land, or allowing land to become desolate, subject to disputes, or entangled in complex, protracted complaints is strictly prohibited;

c) For schemes involving land recovery, site clearance compensation, conversion of rubber land-use purposes to develop industrial parks or urban areas, or handover of land to local authorities for socio-economic development, the BOD and the General Director must formulate comprehensive schemes and thoroughly appraise compensation/support values, ensuring the highest lawful rights and interests of the Company and its employees, while completing procedures to report and obtain written approval from the Group prior to execution.

CHAPTER X. INFORMATION DISCLOSURE, TRANSPARENCY, AND CONFIDENTIALITY

Article 41. Principles of information disclosure

1. Principles of information disclosure (pursuant to Articles 51 and 52 of the Company's Charter):

a) As a public company with shares listed on the Stock Exchange, the Company shall disclose information in a full, accurate, timely, truthful, and consistent manner in accordance with the Law on Securities, guiding decrees, and regulations of the State Securities Commission (SSC) and the Stock Exchange;

b) Information disclosure must ensure that all shareholders and the investing public have equal, fair, and convenient access to information at the same time;

c) In the event of rumors or false information materially affecting the market price of the Company's shares, the Legal Representative or the Person Authorized to Disclose Information must promptly verify, rectify, or provide public explanations in accordance with statutory regulations.

2. Means and language of information disclosure:

a) Information shall be disclosed simultaneously on the electronic information disclosure systems of the SSC, the Stock Exchange where PHR shares are listed, and

on the official website of the Company (under the Investor Relations section at: www.phr.vn);

b) The language for information disclosure on the securities market is Vietnamese. The Company shall conduct information disclosure simultaneously in Vietnamese and English in accordance with regulations on information disclosure on the securities market. Information disclosed in English must be consistent with the content disclosed in Vietnamese. In the event of any discrepancy or divergence of interpretation between the Vietnamese and English versions, the Vietnamese version shall prevail.

3. Person executing information disclosure:

a) The Legal Representative of the Company (the Chairperson of the BOD or the General Director) bears ultimate legal responsibility for the completeness, truthfulness, and accuracy of disclosed information;

b) The Legal Representative may directly execute or authorize another person in writing to serve as the Person Authorized to Disclose Information of the Company;

c) The Person in Charge of Corporate Governance / BOD Secretary is responsible for coordinating and supporting the provision and retention of dossiers and documents serving information disclosure within their assigned functions and duties. The person disclosing information and relevant departments shall be held accountable for the content, accuracy, completeness, and timeliness of information disclosures as prescribed.

Article 42. Management of inside information and confidential information

1. Identification of inside information and confidential information:

a) Inside information includes all information regarding the production and business operations, finances, human resources, and investment projects of the Company that has not yet been publicly disclosed to the market, which, if disclosed, may directly affect the market price of PHR shares or significantly impact investment decisions of investors;

b) Confidential information of the Company includes: trade secrets and know-how in rubber processing; project design drawing dossiers; major commercial contracts under negotiation; undisclosed periodic financial statements; charter capital increase/decrease plans and dividend payout schemes that have not been officially approved by the GMS/BOD; and documents relating to inspections, examinations, or litigations pending final conclusions.

2. Obligation of confidentiality (pursuant to Clause 5, Article 13 and Article 43 of the Company's Charter):

a) Members of the BOD, members of the Supervisory Board, the General Director, the Chief Accountant, the Person in Charge of Corporate Governance, employees, and the Capital Representatives of the Group are responsible for maintaining absolute confidentiality of the Company's confidential information throughout their service and even after the expiration of their term of office or termination of employment;

b) Confidential information may only be disclosed to third parties upon written request from competent state authorities in accordance with statutory regulations or upon prior written approval by the Chairperson of the BOD / General Director;

c) Utilizing inside information or confidential information to directly or indirectly trade PHR shares (insider trading), or soliciting or enticing others to trade shares for personal enrichment or to avoid financial loss in violation of the law, is strictly prohibited.

3. Information vetting process prior to release:

All documents, press releases, reports released to the public, or materials provided to the media and press must be reviewed by the legal department and the finance-accounting department, and approved by the Legal Representative or the Person Authorized to Disclose Information prior to release or statement.

Article 43. Right of access to information of shareholders and governance bodies

1. Right of access to information of shareholders (pursuant to Articles 12 and 45 of the Company's Charter):

a) Ordinary shareholders have the right to inspect, extract, and copy the Company's Charter, the List of shareholders entitled to vote, Minutes and Resolutions of the GMS, audited annual financial statements, and Annual Reports retained at the Company's head office or available on the website;

b) A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to submit a written request to review, inspect, and extract the minutes book and resolutions/decisions of the BOD, semi-annual and annual financial statements, appraisal reports of the Supervisory Board, and contracts or transactions subject to BOD approval (excluding documents containing business or trade secrets);

c) A shareholder's request must be formulated in writing, stating the full name, shareholder registration code, number of shares owned, matters to be inspected, and an undertaking to maintain confidentiality; the Company is responsible for facilitating such shareholder's inspection within five (05) working days from the date of receipt of a valid request.

2. Right of access to information of BOD members and members of the Supervisory Board:

a) Members of the BOD and members of the Supervisory Board have the right to request the General Director, Deputy General Directors, the Chief Accountant, and managers of functional departments and affiliated units to provide, on a timely, accurate, and complete basis, all information, accounting documents, contracts, and technical data serving governance and supervisory tasks;

b) The requested individuals are responsible for providing complete documents within a time limit not exceeding three (03) working days; where documents are complex and require an extension of time, a written response clearly stating the reasons therefor must be issued.

3. Right of access to information of Capital Representatives of the Group:

The Company shall proactively provide, on a periodic or extraordinary basis, all requisite governance records and data to enable Capital Representatives to properly perform their reporting and consultation obligations under the Group's capital management regulations, while ensuring no breach of information disclosure restrictions under securities laws.

CHAPTER XI. INTERNAL CONTROL, RISK MANAGEMENT, AND ETHICS

Article 44. Internal control and risk management

1. Establishment and operation of the internal control system:

a) The Company shall establish, operate, and maintain a synchronous, effective, and comprehensive internal control system, comprising the control environment, risk assessment procedures, periodic control activities, internal information and communication systems, and independent monitoring and evaluation activities;

b) The internal control system shall apply across all specialized departments at the Company's executive office, production teams, processing factories, and investment projects;

c) The BOD is responsible for orienting, promulgating policies, and supervising the operation of the internal control and risk management system; the Supervisory Board performs the function of independently inspecting compliance and the effectiveness of the control system; the General Director bears direct responsibility for establishing, directing, and executing specific control procedures across all stages of day-to-day operations.

2. Identification and management of material risk groups:

The Company shall establish a risk matrix to identify, measure, control, and mitigate the following material risk groups:

a) Market and price risks: Fluctuations in the price of natural rubber latex on international and domestic markets, fluctuations in the price of liquidated rubberwood, industrial park land rental rates, foreign exchange rates, and bank interest rates;

b) Production and agricultural risks: Natural disasters, droughts, storms, floods, rubber tree pests and diseases, and climate change affecting latex yield and rubber plantation quality;

c) Legal and land-related risks: Risks regarding boundary marker disputes, site clearance compensation, conversion of rubber land-use purposes to industrial land, and amendments to local planning schemes or legal policies on land, investment, and environmental protection;

d) Financial and investment risks: Cash flow imbalances, bad debts, overdue debts, project delays, total investment cost overruns, and risks of capital dissipation in outbound financial investments;

e) Environmental and occupational safety risks: Wastewater leakage incidents, odor pollution at rubber latex processing plants, fires, explosions, and occupational accidents in plantations and processing facilities;

f) Conflict-of-interest and related-party transaction risks: Lack of transparency in asset appraisals, profit shifting, and fraud in the procurement bidding of agricultural supplies or public auctions of liquidated assets.

3. Risk reporting and control procedures:

The General Director is responsible for organizing the identification, evaluation, and control of operational risks of the Company; promptly reporting to the BOD and the Supervisory Board on any risks or critical events that may materially affect the operations, finances, or interests of the Company, and proposing appropriate remedial measures.

Article 45. Ethics, integrity, and violation prevention

1. Code of ethics and corporate culture:

a) Managerial personnel, executives, and all employees of Phuoc Hoa Rubber Joint Stock Company must observe professional ethical standards: honesty, integrity, dedication, accountability, respect for the law, and prioritizing the lawful interests of the Company above personal interests;

b) The following acts are strictly prohibited: giving or receiving bribes, unauthorized kickbacks or commissions; abusing official positions to harass partners, shareholders, or industrial park land sublessees; fabricating accounting

vouchers; or providing false or misleading information to auditing bodies, state regulatory authorities, and the Group.

2. Whistleblowing and reporting channels:

a) The Company shall maintain a dedicated hotline, secure email inbox, and specialized feedback mailbox jointly managed by the Supervisory Board and the internal control body to receive tip-offs, complaints, and reports regarding fraud, corruption, waste, operational procedural breaches, or indications of conflicts of interest;

b) All reported information and the identity of whistleblowers must be kept strictly confidential in accordance with statutory regulations on whistleblowing;

c) Any act of victimization, threat, retaliation, intimidation, or creation of unfavorable conditions regarding working environment, remuneration, or promotion against individuals who report information lawfully and in good faith is strictly prohibited.

3. Handling and remediation of violations:

Any breach of professional ethics, internal rules, or regulations, once verified and established, must be handled promptly and strictly in accordance with the Internal Labor Regulations and Internal Corporate Governance Regulations, or referred to competent law enforcement authorities for legal proceedings; concurrently, the violator must fully indemnify the Company for any material losses or damages caused.

CHAPTER XII. REPORTING REGIME, DOSSIERS, AND COORDINATION

Article 46. Corporate governance reporting regime

1. Reporting regime of the General Director to the Board of Directors (pursuant to Article 27 of the Company's Charter):

a) Periodic reports: Monthly, quarterly, semi-annual, and annual reports on production and business performance (tapping, purchasing, processing, and sales volumes of rubber latex; industrial park infrastructure leasing revenues, etc.), cash flow and financial condition, disbursement progress of capital construction investment projects, labor and payroll status, and the implementation progress of BOD resolutions;

b) Thematic reports: Reports on land-use management, current status and plans for rubber plantation liquidation, and performance evaluation reports on invested capital in subsidiaries and associated companies;

c) Extraordinary reports: Immediate reports upon the occurrence of major disputes, litigations, or unusual fluctuations materially affecting capital resources, or upon written request from the Chairperson of the BOD.

2. Reporting regime of the Board of Directors and the Supervisory Board to the General Meeting of Shareholders (pursuant to Article 15 of the Company's Charter):

a) The BOD shall prepare and submit to the Annual General Meeting of Shareholders: The governance performance report of the BOD and each BOD member; the supervisory report on the General Director and other Executives; and reports on profit distribution plans, dividends, and remuneration of the BOD and the Supervisory Board;

b) The Supervisory Board shall prepare and submit to the Annual General Meeting of Shareholders: The report on the Company's business results and appraisal of the annual financial statements; the report evaluating the governance and executive management of the BOD and the General Director; and the self-evaluation report on the operational performance of the Supervisory Board and each Supervisor.

3. Requirements for report content:

Governance reports must be based on actual, truthful figures, benchmarked against annual plans and results of the corresponding prior period; clearly analyze subjective and objective causes of deficiencies, evaluate risks, and propose specific remedial solutions with clearly defined responsibilities and implementation timelines.

Article 47. Management of records, resolutions, and minutes

1. Establishment and management of corporate governance records (pursuant to Article 45 of the Company's Charter):

The Company is responsible for establishing, classifying, and safely preserving—either permanently or for the statutory retention periods prescribed by the Law on Enterprises and the Law on Archives—the following documents at the Company's head office:

a) The Company's Charter, amendments and supplements to the Charter, the Internal Corporate Governance Regulations, and the entire system of internal governance rules;

b) The shareholder register, lists of shareholders entitled to attend General Meetings of Shareholders across various periods; enterprise registration dossiers, and operational licenses;

c) Dossiers of General Meetings of Shareholders: meeting invitation notices, lists of registered attending shareholders, powers of attorney, meeting minutes,

resolutions of the GMS, and voting counting minutes (including counting minutes for written consultations);

d) Dossiers of BOD meetings: meeting notices, proposal dossiers, BOD meeting minutes, resolutions and decisions of the BOD, and written opinion ballots submitted by BOD members;

e) Meeting dossiers, minutes, inspection conclusions, and appraisal reports of the Supervisory Board;

f) Audited annual financial statements, reviewed semi-annual financial statements, annual reports, accounting books, and auditing vouchers;

g) Legal dossiers concerning land, cadastral map extracts, rubber land allocation/lease decisions, and investment licensing dossiers for industrial parks.

2. Dossiers submitted to the BOD/GMS:

Dossiers submitted to the BOD/GMS shall include all necessary documents required to substantiate the proposed contents, legal grounds, implementation plans, efficiency and impacts on the Company, associated risks, opinions of relevant departments, and requisite supporting documents, in accordance with the nature of each matter, statutory regulations, and the Company's Charter.

3. Electronic record retention:

With respect to electronic documents, minutes, and electronic voting data, the Company shall implement secure information technology storage solutions to prevent unauthorized alteration, maintain periodic data backups, and ensure the capability for accurate retrieval and extraction upon inspection requests by the Supervisory Board, competent state authorities, or auditing bodies.

Article 48. Coordination among governance bodies within the Company

1. Principles of operational coordination:

The relationship among the BOD, the Supervisory Board, and the General Director is a collaborative relationship based on the functions and duties delineated under the Company's Charter; respecting the independence and objectivity of each body, refraining from interfering with or obstructing each other's work, avoiding shifting responsibilities, and collectively striving toward the goals of optimizing business efficiency and preserving state capital.

2. Procedures for coordinated matter resolution:

a) Where a matter requires coordinated resolution among the BOD, the Supervisory Board, and the Board of General Directors, the lead presiding body must deliver a written dossier clearly specifying the contents subject to consultation and the deadline for response (ordinarily from 03 to 05 working days);

b) The consulted body is responsible for studying and responding in writing within the prescribed time limit; upon expiration of such time limit without a written response, it shall be deemed to have concurred with the proposed plan of the lead presiding body (except for matters where the law explicitly requires separate written approval);

c) For major matters involving differing opinions, the Chairperson of the BOD shall decide to convene a joint meeting among the Standing Committee of the BOD, the Supervisory Board, and the Board of General Directors to deliberate directly prior to the BOD issuing the final decision within its authority.

3. Prohibition of abuse of coordination mechanisms:

Citing the consultation mechanism or awaiting coordination to delay or evade decision-making responsibilities regarding tasks falling within the exclusive authority of one's own body under statutory regulations and the Company's Charter is strictly prohibited.

CHAPTER XIII. RESPONSIBILITIES AND HANDLING OF VIOLATIONS

Article 49. Responsibilities of managers and executives

1. Legal and administrative responsibilities (pursuant to Articles 42 and 44 of the Company's Charter):

a) Members of the BOD, members of the Supervisory Board, the General Director, the Chief Accountant, and other Executives are responsible for fully performing their duty of loyalty, duty of care, and diligence in the best interests of the Company;

b) Any act of willfully acting contrary to statutory regulations, the Company's Charter, Resolutions of the GMS, Resolutions of the BOD, or the provisions of these Regulations shall, depending on the nature and severity of the violation, be subject to internal disciplinary action, administrative penalties, or prosecution for criminal liability in accordance with statutory regulations.

2. Liability for damages and indemnification (pursuant to Article 44 of the Company's Charter):

a) Any manager or executive who breaches their obligations, abuses their authority, executes transactions ultra vires (beyond authority), or votes to approve resolutions contrary to the law or the Charter causing property damage to the Company must bear joint and several, unlimited personal liability, and fully indemnify the Company for all actual arising damages, including administrative fines, court fees, legal counsel expenses, and lost profits/benefits of the Company;

b) Any member of the BOD or Supervisor who voted against, or reserved an opposing opinion with respect to, such unlawful resolution or decision shall be exempted from liability for damages;

c) The Company may procure Directors and Officers (D&O) liability insurance for members of the BOD, the Supervisory Board, and the General Director upon approval by the GMS; provided, however, that such insurance policy shall not cover indemnity liabilities arising from intentional violations of the law, fraud, personal self-enrichment, or material breaches of the Company's Charter.

3. Material, civil, administrative, or criminal liability:

Material, civil, administrative, or criminal liability shall be determined in accordance with statutory regulations; the application of internal disciplinary actions shall not preclude liability before the law.

Article 50. Handling of violations of the Regulations

1. Forms of internal disciplinary action:

Any individual or unit in breach of the provisions set forth in these Regulations shall be subject to the following disciplinary measures:

a) Written reprimand;

b) Deferral of salary increment or disqualification from commendations and lowering of emulation rankings;

c) Removal from office or dismissal from managerial positions;

d) Dismissal or termination of the employment contract pursuant to the Labor Code and the Internal Labor Regulations of the Company.

2. Authority to handle violations:

a) The GMS shall consider the removal, dismissal, and determination of sanction measures against violating members of the BOD and members of the Supervisory Board;

b) The BOD shall consider and decide on forms of disciplinary action, dismissal, or contract termination with respect to the General Director, Deputy General Directors, the Chief Accountant, and the Person in Charge of Corporate Governance;

c) The General Director shall administer disciplinary actions against employees and managerial personnel of departments, divisions, and affiliated enterprises within delegated authority;

d) In the event that a Capital Representative of the Group at the Company commits a violation, the BOD of the Company shall report to the Group for

consideration and handling of the capital representative's liability in accordance with the Group's state capital governance regulations.

3. Initiating legal proceedings to safeguard the Company's interests:

Where a manager or executive fails or refuses to indemnify damages as agreed, the BOD, the Supervisory Board, or a shareholder or group of shareholders holding at least 01% of the total ordinary shares shall have the right, on their own behalf or on behalf of the Company, to institute legal proceedings requesting the Court to compel the violator to make full restitution and indemnification of damages to the Company pursuant to the Law on Enterprises.

CHAPTER XIV. IMPLEMENTATION PROVISIONS

Article 51. Amendments and supplements to the Regulations

1. Authority to amend and supplement:

These Internal Corporate Governance Regulations may only be amended, supplemented, or replaced upon the lawful adoption of a Resolution by the General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company.

2. Responsibilities for review and proposal of amendments:

a) The BOD is responsible for periodically reviewing the suitability of these Regulations, particularly upon material changes to the Law on Enterprises, the Law on Securities, laws and regulations on the management of state capital, the Company's Charter, or the Group's capital management regulations;

b) Upon discovering that any provisions of these Regulations are no longer appropriate or conflict with new statutory regulations or the Charter, the BOD shall take the lead in coordinating with the Supervisory Board to draft proposals and draft amendments for submission to the GMS for consideration at its earliest meeting;

c) Amendments and supplements shall focus solely on truly necessary contents to ensure compliance with statutory provisions and the Charter, and to resolve practical bottlenecks that arise; amendments shall not be made purely for stylistic phrasing or wording when the substance of existing provisions remains practically effective.

Article 52. Effectiveness and implementation

1. These Internal Corporate Governance Regulations, comprising 14 Chapters and 52 Articles, were thoroughly deliberated and officially adopted by the General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company at its 2026 meeting; these Regulations shall take effect from the date of adoption of the Resolution by the GMS.

2. These Regulations supersede entirely the Internal Corporate Governance Regulations promulgated attached to Decision No. 447/QD-CSPH dated July 03, 2023, by the Board of Directors of Phuoc Hoa Rubber Joint Stock Company as from the effective date.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant, the Person in Charge of Corporate Governance, the BOD Secretary, Capital Representatives of the Group at the Company, Heads of specialized departments, Team Leaders of production teams, Factory Managers of processing plants, General Directors of subsidiaries, and all shareholders of the Company are responsible for strictly complying with these Regulations.

4. The Operating Regulations of the BOD, the Operating Regulations of the Supervisory Board, the Financial Regulations, the General Director's Executive Delegation Regulations, and other internal governance documents shall continue to remain in force and apply concurrently, provided they do not conflict with these Regulations, the Company's Charter, and prevailing laws; in the event of any conflict, the document possessing higher legal hierarchy or the specialized document directly governing the matter shall prevail.

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

No.: 1534/TTr-CSPH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, October 06th, 2026

PROPOSAL

Regarding the dismissal of the Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term

To: The General Meeting of Shareholders of Phuoc Hoa Rubber JSC

*Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
and guiding documents for implementation;*

*Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019,
and corporate governance regulations applicable to public companies;*

*Pursuant to the Charter of Organization and Operation of Phuoc Hoa
Rubber Joint Stock Company (as amended and supplemented) approved by the
Annual General Meeting of Shareholders on May 28, 2026;*

*Pursuant to Decision No. 541/QD-HDQTCSVN dated October 5, 2026,
issued by Vietnam Rubber Group regarding the cessation of appointment of the
Group's Capital Representative at Phuoc Hoa Rubber Joint Stock Company with
respect to Ms. Nguyen Thi Phi Nga;*

*Pursuant to Official Letter No. 841/HDQTCSVN-TCCB dated October 5,
2026, issued by Vietnam Rubber Group regarding personnel affairs at Phuoc Hoa
Rubber Joint Stock Company;*

*Pursuant to the Application for resignation from the holding positions and
resignation from employment submitted by Ms. Nguyen Thi Phi Nga – Member of
the Board of Directors (Term 2023–2028) and Permanent Deputy General
Director of Phuoc Hoa Rubber Joint Stock Company;*

*Pursuant to Resolution No. 57/2026/NQ-CSPH dated October 6, 2026, of
the Board of Directors of Phuoc Hoa Rubber Joint Stock Company on approving
the submission to the General Meeting of Shareholders regarding the dismissal
of a member of the Board of Directors;*

The Board of Directors of Phuoc Hoa Rubber Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the dismissal of a Member of the Board of Directors for the 2023–2028 term, with details as follows:

1. Information of the dismissed Member of the Board of Directors:

Full name: **NGUYEN THI PHI NGA**

Date of birth: November 25, 1970

Current position: Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term.

Position to be dismissed from: Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company for the 2023–2028 term.

Reasons for dismissal:

– Ms. Nguyen Thi Phi Nga submitted an application for resignation from her holding positions and resignation from employment based on personal aspirations;

– Vietnam Rubber Group issued Decision No. 541/QD-HDQTCSVN dated October 5, 2026, regarding the cessation of designating Ms. Nguyen Thi Phi Nga as the Group's Capital Representative (representing 15% of the charter capital), withdrawing her nomination to the Board of Directors, and ceasing her tenure as a Member of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company.

Effective date: Upon approval by voting of the General Meeting of Shareholders.

2. Proposals and Recommendations:

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and voting approval regarding the dismissal of Ms. Nguyen Thi Phi Nga from the position of Member of the Board of Directors, in compliance with applicable laws and the Company's Charter.

Respectfully submitted./.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Website;
- Archived: Admin, BOD Secretariat.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut