

VIETNAM RUBBER INDUSTRY GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 1685/CSPH-TCKT

Ho Chi Minh City, October 26, 2026

Re: Disclosure of Information on the Company's
Regulations on the Operation of the Board of
Directors.

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. Content of information disclosure:

Phuoc Hoa Rubber Joint Stock Company announces the disclosure of its amended and supplemented Regulations on the Operation of the Board of Directors pursuant to Decision No. 1478/QĐ-CSPH dated October 26, 2026.

3. This information was published on the Company's website on October 26, 2026 at the link: www.phr.vn/Shareholder Information.

We hereby declare that the information disclosed above is true and correct, and we shall be fully responsible before the law for the content of the disclosed information./.

Attachment: Decision.

Recipients:

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

PERSON AUTHORIZED TO DISCLOSE INFORMATION



Vo Thanh Hai

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VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 1478/QĐ-CSPH

Ho Chi Minh City, October 26th, 2026

DECISION

On the issuance of the Regulations on the Operation of the Board of Directors of Phuochoa Rubber Joint Stock Company (Amended and Supplemented)

THE BOARD OF DIRECTORS OF PHUOC HOA RUBBER JOINT STOCK COMPANY

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

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended, supplemented, replaced, and implementation guidelines thereof;

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

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

Pursuant to Government Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating 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 in Decree No. 155/2020/ND-CP;

Pursuant to the Charter on Organization and Operation of Phuochoa Rubber Joint Stock Company approved by the Extraordinary General Meeting of Shareholders in 2026 on October 16, 2026;

Pursuant to the Regulations on the Operation of the Board of Directors of Vietnam Rubber Group;

Pursuant to Resolution No. 63/2026/NQ-CSPH dated October 16, 2026 of the General Meeting of Shareholders of Phuochoa Rubber Joint Stock Company approving the amendment and supplementation of the Regulations on the Operation of the Board of Directors.

DECIDES:

Article 1. Promulgated together with this Decision is the Internal Governance Regulation (amended and supplemented) of the Board of Directors of Phuoc Hoa Rubber Joint Stock Company, which was approved by the Extraordinary General Meeting of Shareholders in 2026 on October 16, 2026 under Resolution No. 63/2026/NQ-CSPH.

Article 2. This Decision shall take effect from the date of signing and shall replace Decision No. 516/QD-CSPH dated June 17, 2021 on the promulgation of the Regulation on Operation of the Board of Directors (amended).

Article 3. Members of the Board of Directors, the Supervisory Board, the General Director, specialized departments, socio-political organizations, affiliated units, and relevant organizations and individuals shall be responsible for the implementation of this Decision./.

Recipients:

- As in Article 3;
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Vietnam Rubber Group;
- Company Website;
- Archive: Admin, BOD Secretary.

**ON BEHALF OF THE BOD
CHAIRMAN**



[Signature]
Huynh Kim Nhut

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY



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

Ho Chi Minh City, October 2026

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

*(Issued together with Decision No. 1478/QD-HDQT dated October 26th, 2026 of the
Board of Directors of Phuoc Hoa Rubber Joint Stock Company)*

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) To ensure information disclosure and the provision of the audited annual financial statements, the report on the activities of the Board of Directors, and other General Meeting of Shareholders documents to shareholders in accordance with the provisions of law and the Company's Charter;

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 purchase and sale contracts, commercial contracts, and financial transactions valued from 10% to less than 35% of total assets recorded in the most recent financial statement. Transactions valued at 35% or more must be submitted to the General Meeting of Shareholders for approval;

– 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 Internal 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. If a member of the Board of Directors fails to return the voting slip within the specified time limit, such member shall be deemed to have abstained from voting on the relevant matter(s).

4. The Corporate Secretary shall conduct vote counting, 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 end of the fiscal year, the Board of Directors shall be responsible for completing and submitting the following reports to the Annual General Meeting of Shareholders:

a) The report on the business performance and financial position of the Company for the fiscal year;

b) The annual financial statements audited by an independent audit organization, accompanied by the independent auditor's report;

c) The corporate governance report of the Board of Directors and the assessment report on the operational performance of the General Director;

d) The evaluation report of independent members of the Board of Directors on the activities of the Board of Directors;

e) The appraisal report of the Supervisory Board (or the Audit Committee) regarding the annual financial statements, as well as the operational reports of the Board of Directors and the Board of Management;

f) Other reports and proposals within the authority of the General Meeting of Shareholders in accordance with the Law on Enterprises, the Law on Securities, and the Company's Charter.

2. The aforementioned reports must be completed and submitted to the Supervisory Board (or the Audit Committee) no later than twenty (20) days prior to the opening date of the Annual General Meeting of Shareholders.

3. Eligible shareholders or group of shareholders as provided by law shall have the right to inspect and review the reports and documents specified in this Article at the Company's principal office for a minimum period of ten (10) days prior to the opening date of the Annual General Meeting of Shareholders.

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 shall be accountable to the Board of Directors, the General Meeting of Shareholders, and before the law for the overall executive management of business and production activities, investment affairs, asset and financial management, and human resources of the Company in accordance with the approved resolutions and decisions.

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 October 16, 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.

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./.

**ON BEHALF OF THE BOD
CHAIRMAN**



Huynh Kim Nhut