

**VIETNAM RUBBER GROUP-  
JOINT STOCK COMPANY**

No.: 340/TT-HĐQTCSVN



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

*Ho Chi Minh City, May 27<sup>th</sup>, 2025*

**SUBMISSION**

**Re: Approval of the Amendments and Supplements  
to the Charter on Organization and Operation of  
Vietnam Rubber Group – Joint Stock Company**

To: Esteemed Shareholders

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

Pursuant to the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company;

Pursuant to the Resolution No. 122/NQ-HĐQTCSVN dated 21<sup>st</sup> May 2025 of Vietnam Rubber Group – Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the amendments and supplements to the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company (*details as provided in the attached Appendix of amendments and supplements, and the full text of the Charter*)

Respectfully submitted./.

***Recipients:***

- As above;
- BOD, Supervisory Board, Executive Board;
- To be published on the Group's website;
- Archives: Office, Legal Affairs Department.

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

(Signed)

**Tran Cong Kha**

**APPENDIX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER ON ORGANIZATION AND  
OPERATION OF VIETNAM RUBBER GROUP – JOINT STOCK COMPANY**

*(Enclosed with Submission No. 340/TTr-HĐQTCSVN dated 27/5/2025 of the Vietnam Rubber Group)*

Note:

+ Strikethrough (~~Strikethrough~~): deleted content;

+ Bold and italic (***Bold and italic***): amended or supplemented content.

No.	Current Charter	Amended and Supplemented Charter	Reason for Amendment
1	<p><b>Article 4. Business Lines and Operational Objectives of the Group</b></p> <p>1. Business lines:</p> <p>The Group shall invest and operate in the following business lines:</p> <p>8. Real estate business; land use rights under ownership, use rights, or lease (Code 6810)</p> <p>Details: Investment in and trading of infrastructure and real estate (based on land for rubber tree cultivation that has been repurposed in accordance with local land-use planning; <del>leasing, operation, and management of non-residential buildings and land</del>).</p> <p>10. Electricity generation (Code 3511)</p> <p>Details: Power industry: investment in, operation of, and management of thermal power, hydropower, and wind power plants; electricity trading in</p>	<p><b>Article 4. Business Lines and Operational Objectives of the Group</b></p> <p>- Proposed adjustments to business lines:</p> <p>8. Real estate business; land use rights under ownership, use rights, or lease (Code 6810)</p> <p>Details: Investment in and business operation of infrastructure and real estate; <b><i>investment in, construction of, and leasing of office buildings, factories, warehouses, and storage facilities</i></b> (based on the conversion of rubber plantation land use purposes in accordance with local planning).</p> <p>10. Electricity generation (Code 3511)</p> <p>Details: Power industry: investment in, operation of, and management of thermal power, hydropower, <b><i>wind power, solar power, and other power plants;</i></b></p>	<p>Based on the actual business activities in infrastructure and real estate, which involve the leasing of office buildings, factories, warehouses, and storage facilities</p>

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	<p>accordance with legal regulations.</p> <p>11. Electricity transmission and distribution (Code 3512) Details: Power industry: investment in, operation of, and management of thermal power, hydropower, <del>and wind power plants</del>; electricity trading in accordance with legal regulations.</p> <p>20. Short-stay accommodation services (Code 5510) Details: Hotels (hotels must meet star-rating standards and may not operate at the Group's head office).</p> <p>25. Construction of other civil engineering works (Code 4299) Details: Investment in, construction, and operation of thermal power, hydropower, <del>and wind power plants</del>; electricity trading in accordance with legal regulations.</p>	<p>electricity trading in accordance with legal regulations.</p> <p>11. <i>Electricity transmission and distribution</i> (Code 3512) Details: Power industry: investment in, operation of, and management of thermal power, hydropower, <b><i>and wind energy plants</i></b>; electricity trading in accordance with legal regulations.</p> <p>20. Short-stay accommodation services (Code 5510) Details: Hotels (hotels must meet star-rating standards and may not operate at the Group's head office); <b><i>dormitories for foreign workers and other entities (not operating at the head office).</i></b></p> <p>25. Construction of other civil engineering works (Code 4299) Details: Investment in, construction, and operation of thermal power, hydropower, and <b><i>wind energy plants</i></b>; electricity trading in accordance with legal regulations.</p> <p><b>- Addition of business lines:</b> <b><i>37. Other professional, scientific and technological activities not elsewhere classified (Code 7490)</i></b> <b><i>Details: Operation and maintenance services for power plants and industrial facilities; electrical and petrochemical testing services for the power industry and related sectors; mechanical, electrical, and non-electrical equipment testing and</i></b></p>	<p>Based on the development needs in the field of clean energy and electricity production</p>

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		<p><i>calibration services (pressure, temperature, flow rate, speed, time, gas concentration, travel, weight) at power plants, substations, and industrial plants; technical safety inspection services for electrical equipment, tools, and electrical safety devices.</i></p> <p><i>38. Architectural and related technical consultancy activities (Code 7110)</i></p> <p><i>Details:</i></p> <ul style="list-style-type: none"> <li><i>- Investment project management services and construction supervision consultancy for energy works, hydropower projects, and systems within civil and industrial works.</i></li> <li><i>- Construction supervision consultancy for transmission lines and substations.</i></li> <li><i>- Topographic, site, and hydrogeological surveys; mapping of current land use and cadastral maps; deformation monitoring; reservoir sedimentation monitoring; consultancy on monitoring system design (for industrial, power, telecommunications, information, civil construction, and infrastructure works)</i></li> </ul> <p><i>39. Construction of power projects (Code 4221)</i></p> <p><i>Details: Construction of transmission lines and electrical substations</i></p> <p><i>40. Construction of water projects (Code 4291)</i></p> <p><i>Details: Construction of irrigation, hydropower, ports, and bridge works.</i></p> <p><i>41. Management consultancy activities (Code 7020)</i></p>	

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		<p><i>Details: Investment consultancy for hydropower projects</i></p> <p><i>42. Repair of electrical equipment (Code 3314)</i></p> <p><i>43. Electrical system installation (Code 4321)</i></p> <p><i>44. Other specialized wholesale not elsewhere classified (Code 4669)</i></p> <p><i>45. Installation of water supply, drainage, heating, and air-conditioning systems (Code 4322)</i></p> <p><i>46. Other construction installation activities (Code 4329)</i></p>	
2	<p><b>Article 9. Rights of Shareholders:</b></p> <p>3. In addition to the rights stipulated in Clause 2 of this Article, a shareholder or group of shareholders holding at least <b>0.1%</b> of the total ordinary shares shall have the following rights:</p> <p>a) To nominate candidates to the Board of Directors and the Supervisory Board;</p> <p>b) To request the Board of Directors to convene a General Meeting of Shareholders in the circumstances specified in Clause 4 of this Article;</p> <p>e) <del>To access information on the list of shareholders entitled to attend the General Meeting of Shareholders;</del></p>	<p><b>Article 9. Rights of Shareholders:</b></p> <p>3. In addition to the rights stipulated in Clause 2 of this Article, a shareholder or group of shareholders holding at least <b>5%</b> of the total ordinary shares shall have the following rights:</p> <p><i>a) To request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;</i></p> <p>b) To examine, access, and make copies of minutes and resolutions or 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 those involving the Group's trade secrets and business secrets;</p> <p>c) To request the Supervisory Board to examine</p>	<p>- During the consultation process for the 2020 Law on Enterprises, the drafting committee reported on international practices, which set the threshold at 5% in countries such as Japan and South Korea, and 10% in countries such as Australia, Canada, and Singapore... The 5% threshold was deemed appropriate given Vietnam's circumstances and conditions.</p> <p>- Pursuant to the Model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC of the Ministry</p>

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	<p>d) To request the Supervisory Board to examine specific matters related to the management and operation of the Group, where deemed necessary. Such request must be made in writing and include the full name, permanent address, nationality, and legal identification document number for individual shareholders; or name, head office address, nationality, establishment decision number or business registration certificate number for institutional shareholders; the number of shares and date of share registration of each shareholder, the total number of shares held by the group, and the ownership ratio of the total shares of the Group; the matter to be examined and the purpose of such examination;</p> <p>e) To examine, access, and make copies of minutes and resolutions or 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 those involving the Group's trade secrets and business secrets;</p> <p>f) Other rights as prescribed by law and this Charter.</p> <p><del>4. The shareholder or group of shareholders referred to in Clause 3 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:</del></p> <p><del>a) The Board of Directors seriously violates the rights of shareholders or the obligations of</del></p>	<p>specific matters related to the management and operation of the Group, where deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality, and legal identification of the shareholder (for individual shareholders); name, enterprise registration number or legal identification, and head office address (for institutional shareholders); number of shares and date of share registration of each shareholder; total number of shares held by the group and the ownership ratio in the Group's total shares; the matter to be examined and the purpose of such examination;</p> <p><i>d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and submitted to the Group no later than three (03) working days prior to the opening date. The proposal must clearly specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matters proposed to be included in the agenda;</i></p> <p>đ) Other rights as prescribed by law and this Charter.</p>	<p>of Finance guiding certain corporate governance matters applicable to public companies, and consistent with current corporate governance practices of listed companies.</p> <p>Clause 4, Article 9 of the current Charter has been moved to become Point a, Clause 3, Article 9 of the revised Charter.</p>

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	<p><del>managers, or makes decisions beyond its authority;</del></p> <p><del>b) Other cases as provided by law and this Charter;</del></p> <p><del>Such request must be made in writing and include the full name, permanent address, and legal identification document number for individual shareholders; or name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number of shares and the date of share registration of each shareholder, the total number of shares held by the group, the ownership ratio of the total shares of the Group, and the grounds and reasons for requesting the meeting. The request must be accompanied by supporting documents and evidence of the violations or overreach committed by the Board of Directors.</del></p> <p><b><i>5. The nomination of candidates to the Board of Directors and the Supervisory Board as specified in Point a Clause 3 of this Article shall be carried out as follows:</i></b></p> <p>a) Ordinary shareholders forming a group to nominate candidates must notify other attending shareholders of such grouping before the opening of the General Meeting of Shareholders;</p> <p>b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as referred to in Clause 3 of this Article may nominate one or several persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number</p>	<p>4. A shareholder or group of shareholders holding at least <b>10%</b> of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be conducted as follows:</p> <p>a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the grouping before the opening of the General Meeting of Shareholders;</p> <p>b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders. In case the number of candidates</p>	<p>Clause 5, Article 9 of the current Charter has been amended to become Clause 4, Article 9 of the revised Charter. The nomination threshold is suggested to be 10%, in accordance with the Law on Enterprises and the Model Charter.</p>

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	<p>of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate, as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</p> <p><del>6. Rights of the representative of state capital:</del></p> <p><del>a) The maximum number of authorized representatives shall be six (06).</del></p> <p><del>b) The right to decide on and select the method for further disposal of unsold shares in the equitization process, in order to reduce the State's ownership to 75% of the Group's charter capital;—</del></p> <p><del>c) The right to decide on the continued transfer of state capital invested in the Group in accordance with the law and this Charter;</del></p> <p><del>d) To exercise the rights of shareholders as provided by law and this Charter;</del></p> <p><del>e) To be liable for the debts and other property obligations of the enterprise within the scope of the State capital contributed to the Group.</del></p>	<p>nominated by such shareholder(s) is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</p> <p><b><i>5. Rights to designate an authorized representative of institutional shareholders:</i></b></p> <p><b><i>a) An authorized representative of an institutional shareholder must be an individual authorized in writing to act on behalf of such shareholder to exercise rights and perform obligations in accordance with the law and the Charter of the Group.</i></b></p> <p><b><i>b) An institutional shareholder holding from ten percent (10%) to under twenty percent (20%) of the total ordinary shares may designate a maximum of one (01) authorized representative; from twenty percent (20%) to under thirty percent (30%) may designate up to two (02) representatives; from thirty percent (30%) to under forty percent (40%) may designate up to three (03) representatives; from forty percent (40%) to under fifty percent (50%) may designate up to four (04) representatives; from fifty percent (50%) to under sixty percent (60%) may designate up to five (05) representatives; from sixty percent (60%) to under seventy percent (70%) may designate up to six (06) representatives; from seventy percent (70%) to under eighty percent (80%) may designate up to seven (07) representatives; from eighty percent (80%) to</i></b></p>	<p>Clause 6, Article 9 of the current Charter has been amended to become Clause 5, Article 9 of the revised Charter. The adjustment of the authorized representative ratio aims to ensure the right of all institutional shareholders to designate representatives.</p>



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		<p><i>under ninety percent (90%) may designate up to eight (08) representatives; from ninety percent (90%) and above may designate up to nine (09) representatives.</i></p> <p><i>c) If an institutional shareholder designates multiple authorized representatives, the number of shares represented by each individual must be specifically identified. If the shareholder fails to specify the number of shares corresponding to each representative, the total shares shall be equally divided among the representatives.</i></p> <p><i>d) The form of written authorization and the qualifications and conditions for authorized representatives shall be governed by the Law on Enterprises and other applicable laws.</i></p>	
3	<p><b>Article 23. Authority to Convene the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders shall be convened annually. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be convened. The location of the General Meeting of Shareholders shall be deemed the place where the Chairperson attends the meeting and must be within the territory of Vietnam. The General Meeting of Shareholders shall adopt resolutions within its authority by way of voting at the meeting or by collecting written opinions. Written opinion collection may be conducted for matters under the authority of the General Meeting of Shareholders, except for those specified at Points</p>	<p><b>Article 23. Authority to Convene the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders shall be convened annually. In addition to the annual meeting, the General Meeting of Shareholders may be convened on an extraordinary basis. The location of the General Meeting of Shareholders shall be deemed the place where the Chairperson attends the meeting and must be within the territory of Vietnam. <b><i>The General Meeting of Shareholders may be held in the form of an online meeting or a combination of in-person and online meetings, as decided by the Board of Directors in accordance with applicable laws.</i></b> The General Meeting of Shareholders shall adopt resolutions within its authority by way of voting at the</p>	<p>Addition of the option to hold the General Meeting of Shareholders in the form of an online meeting or a combination of in-person and online meetings, as decided by the Board of Directors, to provide flexibility in organizing future meetings</p>

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	b, c, d, dd, e, and g of Clause 2, Article 147 of the Law on Enterprises (amendments and supplements to the Charter and the internal corporate governance regulations of the Group may be adopted by way of written opinion collection).	meeting or by collecting written opinions. Written opinion collection may be conducted for matters under the authority of the General Meeting of Shareholders, except for those specified at Points b, c, d, đ, e, and g of Clause 2, Article 147 of the Law on Enterprises (amendments and supplements to the Charter and the internal corporate governance regulations of the Group may be adopted by way of written opinion collection).	
4	<p><b>Article 26. Agenda and Contents of the General Meeting of Shareholders</b></p> <p>3. The person convening the General Meeting of Shareholders shall have the right to reject the proposal referred to in Clause 2 of this Article, provided that a written response specifying the reason(s) for such rejection is issued no later than two (02) working days prior to the opening date of the meeting, in one of the following cases:</p> <p>a) The proposal is submitted past the deadline, or is incomplete or inconsistent in content;</p> <p>b) The shareholder or group of shareholders does not hold at least <b>0.1%</b> of the ordinary shares as prescribed in Clause 3, Article 9 of this Charter;</p>	<p><b>Article 26. Agenda and Contents of the General Meeting of Shareholders</b></p> <p>3. The person convening the General Meeting of Shareholders shall have the right to reject the proposal referred to in Clause 2 of this Article, provided that a written response specifying the reason(s) for such rejection is issued no later than two (02) working days prior to the opening date of the meeting, in one of the following cases:</p> <p>a) The proposal is submitted past the deadline, or is incomplete or inconsistent in content;</p> <p>b) The shareholder or group of shareholders does not hold at least <b>5%</b> of the ordinary shares as prescribed in Clause 3, Article 9 of this Charter;</p>	Revised according to the amended ownership ratio in Article 9
5	<p><b>Article 28. Procedures for Conducting and Voting at the General Meeting of Shareholders</b></p>	<p><b>Article 28. Procedures for Conducting and Voting at the General Meeting of Shareholders</b></p> <p><i>2. In the case where the General Meeting of Shareholders is held in the form of an online meeting, the Group must ensure that its information technology system is sufficiently</i></p>	

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	<p>2. The election of the Chairperson, Secretary(ies), and Vote Counting Committee of the General Meeting of Shareholders shall be regulated as follows:</p> <p>a) The Chairperson of the Board of Directors shall act as the chairperson of meetings convened by the Board of Directors; in case the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among themselves to act as the chairperson of the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson from among the attending shareholders, and the person receiving the highest number of votes shall act as the chairperson. In other cases, the person signing the notice of convening the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as the chairperson;</p> <p>b) The chairperson shall appoint one or more persons to</p>	<p><i>capable of allowing shareholders to access the system, register as shareholders, participate in electronic voting, and join discussions. The procedures for conducting and voting at the General Meeting of Shareholders held in the form of an online meeting shall be governed by the Regulations on Organization of Online General Meetings of Shareholders as decided by the Board of Directors and sent to shareholders together with the agenda, program, and related documents.</i></p> <p>3. The election of the Chairperson, Secretary(ies), and Vote Counting Committee of the General Meeting of Shareholders shall be regulated as follows:</p> <p>a) The Chairperson of the Board of Directors shall act as the chairperson of meetings convened by the Board of Directors; in case the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among themselves to act as the chairperson of the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson from among the attending shareholders, and the person receiving the highest number of votes shall act as the chairperson. In other cases, the person signing the notice of convening the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes</p>	<p>This Clause 2 is added to ensure the conditions for organizing the General Meeting of Shareholders in an online format, and will be further specified in the Regulations on Organization of Online General Meetings of Shareholders. This content has already been included in the Group's internal corporate governance regulations.</p>

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	<p>serve as secretary(ies) to prepare the minutes of the General Meeting of Shareholders;</p> <p>c) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the recommendation of the chairperson.</p>	<p>shall act as the chairperson;</p> <p>b) The chairperson shall appoint one or more persons to serve as secretary(ies) to prepare the minutes of the General Meeting of Shareholders;</p> <p>c) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the recommendation of the chairperson.</p>	
6	<p><b>Article 34. Composition and Term of the Board of Directors</b></p> <p>4. Shareholders holding voting shares shall have the right to aggregate their respective voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding <i>from zero point one percent (0.1%) to less than ten percent (10%)</i> of the total voting shares may nominate one (01) candidate; <i>from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates</i>; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) may nominate up to seven (07) candidates; from eighty percent (80%) to less than ninety</p>	<p><b>Article 34. Composition and Term of the Board of Directors</b></p> <p>4. Shareholders holding voting shares shall have the right to aggregate their respective voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding <i>from ten percent (10%) to less than twenty percent (20%)</i> of the total voting shares may nominate one (01) candidate; <i>from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates</i>; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) may nominate up to seven (07) candidates; from eighty percent (80%) to less than ninety percent (90%) may nominate up to eight (08)</p>	<p>The lower threshold has been revised in accordance with Article 9 of the revised Charter.</p> <p>The upper threshold for the right to nominate one (01) candidate should be set at 20% to ensure consistency with the subsequent higher thresholds.</p>

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	percent (90%) may nominate up to eight (08) candidates; from ninety percent (90%) and above may nominate all required candidates.	candidates; and from ninety percent (90%) and above may nominate all required candidates.	
7	<p><b>Article 52. Duty of Integrity and Avoidance of Conflicts of Interest</b></p> <p>5. Contracts or transactions between the Group and one or more members of the Board of Directors, Controller, the General Director, other executives, and individuals or organizations related to them or to the Group, or with partners, associations, or organizations in which such members of the Board of Directors, Controller, the General Director, other executives, or their related persons are members or have a financial interest, shall not be rendered invalid in the following cases:</p> <p>a) For contracts or transactions with a value less than or equal to <b>twenty percent (20%)</b> of the total asset value recorded in the latest financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisory Board, the General Director, or other executives, have been reported to the Board of Directors. In addition, the Board of Directors has approved the contract or transaction in good faith by a majority vote of the disinterested members of the Board of Directors;</p> <p>b) For contracts or transactions with a value greater than <b>twenty percent (20%)</b> of the total asset value recorded in the latest financial statements, the key</p>	<p><b>Article 52. Duty of Integrity and Avoidance of Conflicts of Interest</b></p> <p>5. Contracts or transactions between the Group and one or more members of the Board of Directors, Controller, the General Director, other executives, and individuals or organizations related to them or to the Group, or with partners, associations, or organizations in which such members of the Board of Directors, Controller, the General Director, other executives, or their related persons are members or have a financial interest, shall not be rendered invalid in the following cases:</p> <p>a) For contracts or transactions with a value less than <b>ten percent (10%)</b> of the total asset value recorded in the latest financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisory Board, the General Director, or other executives, have been reported to the Board of Directors. In addition, the Board of Directors has approved the contract or transaction in good faith by a majority vote of the disinterested members of the Board of Directors;</p> <p>b) For contracts or transactions with a value <b>equal to</b> or greater than <b>ten percent (10%)</b> of the total asset value recorded in the latest financial statements, the key terms of the contract or transaction, as well as</p>	<p>The threshold has been revised for consistency with Clauses 2 and 3, Article 49 of the Charter, which provide as follows:</p> <p>“2. The Board of Directors shall approve contracts and transactions with a value of less than <b>ten percent (10%)</b> of the total asset value of the enterprise as recorded in the latest financial statements. In such cases, the representative of the Group signing the contract must notify the members of the Board of Directors and the Controller of the related parties to the contract or transaction, and attach a draft contract or the principal terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice; the member with a related interest shall not have the right to vote</p> <p>3. The General Meeting of Shareholders shall approve all contracts and transactions other</p>

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	terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisory Board, the General Director, or other executives, have been disclosed to the disinterested shareholders who are entitled to vote on the matter, and such shareholders have approved the contract or transaction	the relationships and interests of the members of the Board of Directors, Controller, the General Director, or other executives, have been disclosed to the disinterested shareholders who are entitled to vote on the matter, and such shareholders have approved the contract or transaction	than those specified in Clause 2 of this Article.”
8	<p><b>Article 54. Supervisory Board</b></p> <p>4. Shareholders holding voting shares shall have the right to aggregate their respective voting rights to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from <b><i>zero point one percent (0.1%)</i></b> to less than <b><i>ten percent (10%)</i></b> of the total voting shares may nominate one (01) candidate; <b><i>from ten percent (10%) to less than thirty percent (30%)</i></b> may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) and above may nominate all required candidates. In case the number of candidates nominated or standing for election to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the internal corporate governance regulations of the Group</p>	<p><b>Article 54. Supervisory Board</b></p> <p>4. Shareholders holding voting shares shall have the right to aggregate their respective voting rights to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from <b><i>ten percent (10%)</i></b> to less than <b><i>twenty percent (20%)</i></b> of the total voting shares may nominate one (01) candidate; <b><i>from twenty percent (20%) to less than thirty percent (30%)</i></b> may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) and above may nominate all required candidates. In the event that the number of candidates for the Supervisory Board nominated and standing for election is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the internal corporate governance regulations of the Group</p>	<p>The lower threshold has been revised in accordance with Article 9 of the revised Charter.</p> <p>The upper threshold for the right to nominate one (01) candidate should be set at 20% to ensure consistency with the subsequent higher thresholds.</p>
	<b>Article 60. Responsibilities of Controller</b>	<b>Article 60. Responsibilities of Controller</b>	

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9	5. In the event that any <del>member of the Supervisory Board</del> is found to have violated their obligations in the performance of assigned rights and duties, the Board of Directors shall provide written notice to the Supervisory Board and request the violating member to cease the violation and implement measures to remedy the consequences.	5. In the event that any <b>Controller</b> is found to have violated their obligations in the performance of assigned rights and duties, the Board of Directors shall provide written notice to the Supervisory Board and request the violating member to cease the violation and implement measures to remedy the consequences	
10	<b>Article 62. Right to Inspect Books and Records</b> 2. <del>Members of the Supervisory Board</del> and Managers shall have the right to inspect the Group's register of shareholders, the list of shareholders, and other books and records of the Group for purposes related to their respective positions, provided that such information must be kept confidential.	<b>Article 62. Right to Inspect Books and Records</b> 2. <b>Controller</b> and Managers shall have the right to inspect the Group's register of shareholders, the list of shareholders, and other books and records of the Group for purposes related to their respective positions, provided that such information must be kept confidential..	
11	<b>Article 64. Rights and Responsibilities of the Group in Relation to Its Member Units</b> 1. Depending on the legal form of the member unit, the Group shall exercise its rights and fulfill its obligations as a member, owner, or shareholder in relation to the member unit in accordance with the Law on Enterprises and other relevant legal regulations. <del>2. All contracts, transactions, and other relationships between the Group and its member units must be established and performed independently and equally under conditions applicable to independent legal entities.</del> <del>3. In the event that the Group intervenes beyond the authority of a member, owner, or shareholder and</del>	<b>Article 64. Rights and Responsibilities of the Group in Relation to Its Member Units</b> 1. Depending on the legal form of the member unit, the Group shall exercise its rights and fulfill its obligations as a member, owner, or shareholder in relation to the member unit in accordance with the Law on Enterprises and other relevant legal regulations. <b><i>The coordination and orientation within the Group must comply with applicable laws, the charter of the member unit, the ownership rights of the Group as the parent company in the member unit, and the agreements between the Group as the parent company and its member units.</i></b>	Clause 3 of Article 64 is consolidated into Clause 1, and Clauses 2, 4, 5, 6, and 7 of Article 64 are removed. Reasons: - The principle of coordination and orientation between the Group and its member units is based on bilateral agreements, under which both parties have mutual rights and obligations, and member units have the right to refuse any unlawful requests from the parent company (if any); therefore, it is not necessary to include such

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	<p><del>compels a member unit to conduct business activities that are contrary to normal business practices or engage in non-profitable activities without reasonable compensation in the relevant financial year, thereby causing losses to the member unit, the parent company shall be liable for such losses.</del></p> <p><del>4. Managers of the Group who are responsible for the intervention compelling the member unit to conduct the business activities referred to in Clause 3 of this Article shall be jointly liable with the parent company for such losses.</del></p> <p><del>5. If the parent company fails to compensate the member unit as prescribed in Clause 3 of this Article, a creditor or a member/shareholder holding at least 1% of the charter capital of the member unit shall have the right, in their own name or in the name of the member unit, to request the Group to compensate for the losses caused to the member unit.</del></p> <p><del>6. In the event that the business activities referred to in Clause 3 of this Article are conducted by a member unit being a subsidiary for the benefit of another subsidiary, the benefiting subsidiary shall be jointly liable with the Group to return the gained benefit to the subsidiary that suffered the loss.</del></p> <p><del>7. The Group shall exercise its rights and obligations as the owner, shareholder, or member in its member units to coordinate and provide direction for the following activities of the</del></p>		<p>provisions in the Charter.</p> <ul style="list-style-type: none"> <li>- Provisions on liability for damages are already specifically regulated under applicable laws such as the Civil Code, the Commercial Law, and other legal documents.</li> <li>- Clause 7 of Article 64 is removed as it overlaps with the detailed provisions in Articles 65, 66, and 67 (now Clauses 2, 3, and 4 of the new Article 64)</li> <li>- Other provisions governing the relationship between the Group and its member units are now clearly reflected in Clauses 2, 3, 4, and 5 of the new Article 64, ensuring greater conciseness and precision for each type of enterprise.</li> </ul>



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	<p><del>Group's member units:</del></p> <p><del>a).....</del></p> <p><del>..... f)</del></p>		
12	<p><b><del>Article 65. Relationship between the Group and Subsidiaries in Which the Group Holds 100% Charter Capital</del></b></p> <p><del>1. Subsidiaries in which the Group holds 100% charter capital include:</del></p> <p><del>a) Corporations in which the Group holds 100% charter capital operating under the parent subsidiary model;</del></p> <p><del>b) One member limited liability companies in which the Group holds 100% charter capital operating under the parent subsidiary model;</del></p> <p><del>c) One member limited liability companies in which the Group holds 100% charter capital;</del></p> <p><del>d) Overseas companies in which the Group holds 100% charter capital.</del></p> <p><del>2. The companies referred to in Clause 1 of this Article shall be established, organized, and operate in accordance with the applicable laws governing the respective legal forms of such companies.</del></p> <p><del>3. The Group is the owner of the companies referred to in Clause 1 of this Article. The Board of Directors of the Group shall exercise the rights and perform the obligations of the owner with respect to these companies. The Board of Directors shall authorize the General Director of the Group to</del></p>	<p><b><u>Amended as Clause 2, Article 64:</u></b></p> <p><b><i>2. For subsidiaries in which the Group holds 100% charter capital:</i></b></p>	<p>Article 65 has been revised as Clause 2 of Article 64, focusing on the rights and responsibilities of the Group in its capacity as the capital owner of wholly owned subsidiaries:</p> <p>- Clauses 1 and 2 of the former Article 65 are removed, as these general provisions are already stipulated in the Law on Enterprises.</p> <p>- Clauses 3, 5, and 6 of the former Article 65 are removed, as the coordination procedures between the Board of Directors and the General Director of the Group in managing units, and the rights and obligations of member units, should be specifically regulated under the Group's internal corporate governance regulations and the Operational Regulations</p>

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	<p><del>exercise the rights and perform the obligations of the owner, including:</del></p> <p><del>a) Receiving, reviewing, and appraising documents submitted by the companies for approval or decision by the Board of Directors;</del></p> <p><del>b) Organizing the implementation of the resolutions and decisions of the Board of Directors applicable to the subsidiaries;</del></p> <p><del>c) Inspecting, urging, and supervising the implementation of coordinated plans for investment, production, and business operations within the Group.</del></p> <p><del>4. The rights and obligations of the Group with respect to the companies referred to in Clause 1 of this Article shall be carried out in accordance with relevant provisions of this Charter and the following regulations:</del></p> <p>a) Deciding on adjustments to charter capital upon the proposal of the Members' Council or the President of the company, or the General Director/Director (for companies without a Members' Council), based on the scale of operations and in compliance with applicable laws;</p> <p>b) Deciding on the organizational model and management structure, forms and measures for corporate restructuring as provided in the Group's Charter; reaching <b>agreement</b> with the company for decisions on the establishment, restructuring, or dissolution of branches, dependent units, supporting functions under the company, or one-member</p>	<p>a) Deciding on adjustments to charter capital upon the proposal of the Members' Council or the President of the company, or the General Director/Director (for companies without a Members' Council), based on the scale of operations and in compliance with applicable laws;</p> <p>b) Deciding on the organizational model and management structure, forms and measures for corporate restructuring as provided in the Group's Charter; reaching <b>approval</b> with the company for decisions on the establishment, restructuring, or</p>	<p>of the Board of Directors of the Group.</p>

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	<p>limited liability subsidiaries of the company;</p> <p>c) Deciding on forms of external investment and sale of assets with a value exceeding 50% of the company's owner's equity as stated in the most recently published quarterly financial statements, or another threshold as stipulated in the company's Charter; approving and submitting for competent authority approval foreign investments by the company in accordance with the law;</p> <p>d) Organizing inspection, supervision, and evaluation of the company's management;</p> <p>đ) Approving financial statements, profit distribution, fund appropriation and utilization, and annual profit payouts;</p> <p>e) Approving the company's salary and bonus plans.</p> <p>f) Other rights and obligations <i>as stipulated in the company's Charter, provided they are not contrary to this Charter.</i></p> <p><del>5. The companies referred to in Clause 1 of this Article shall have the right to enter into contracts, conduct production and business activities, and manage their organization and personnel in accordance with applicable laws, their own charters, and the delegation or authorization of the Group's Board of Directors.</del></p> <p><del>6. The Director, General Director, President, or Members' Council of the company shall decide on investment projects, contracts for the purchase and sale of assets, lease and sublease contracts, loan</del></p>	<p>dissolution of branches, dependent units, supporting functions under the company, or one-member limited liability subsidiaries of the company;</p> <p>c) Deciding on forms of external investment and sale of assets with a value exceeding 50% of the company's owner's equity as stated in the most recently published quarterly financial statements, or another threshold as stipulated in the company's Charter; approving and submitting for competent authority approval foreign investments by the company in accordance with the law;</p> <p>d) Organizing inspection, supervision, and evaluation of the company's management, production, business, and financial activities;</p> <p>đ) Approving financial statements, profit distribution, appropriation and use of funds, and annual profit payments;</p> <p>e) Approving the company's salary and bonus plans.</p> <p><i>f) Other rights and obligations as prescribed by law.</i></p>	

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	<p><del>agreements, and other contracts in accordance with the delegation and authorization scheme of the Group's Board of Directors, the charters of the respective companies, and applicable laws.</del></p>		
13	<p><del><b>Article 66. Relationship between the Group and Subsidiaries in Which the Group Holds Controlling Shares or Capital Contributions or Exercises Controlling Rights</b></del></p> <p><del>1. The Group is the owner of controlling shares or capital contributions in subsidiaries where it holds such controlling interest. The Board of Directors of the Group shall exercise the rights and fulfill the obligations of the owner in respect of the Group's capital or shareholding in these companies.</del></p> <p><del>2. The rights and obligations of the Group with respect to the companies referred to in Clause 1 of this Article are as follows:</del></p> <p><del>a) To decide on capital contribution or transfer of the Group's capital invested in the enterprise; to exercise <i>the rights</i> of a shareholder or capital-contributing member in accordance with the law and the charter of the enterprise; and to be liable for debts and other asset obligations of the enterprise to the extent of the capital amount contributed by the Group;</del></p> <p><del>b) To designate <i>the Authorized Representative</i> to exercise the rights of a shareholder or capital-contributing member; to dismiss, commend, or</del></p>	<p><u><b>Amended to Clause 3, Article 64:</b></u></p> <p><i>3. With respect to subsidiaries in which the Group holds controlling shares or capital contributions or exercises controlling rights ("controlled enterprises"):</i></p> <p><i>The Group shall exercise the rights and fulfill the obligations of a shareholder, capital-contributing member, or joint venture partner through the Authorized Representative at the controlled enterprise in accordance with the law and the charter of the controlled enterprise:</i></p> <p><i>a) To decide on capital contribution or transfer of the Group's capital invested in the enterprise; to exercise the rights and <b>obligations</b> of a shareholder or capital-contributing member in accordance with the law and the charter of the enterprise; and to be liable for debts and other asset obligations of the enterprise to the extent of the capital amount contributed by the Group;</i></p> <p><i>b) To designate <b>the Authorized Representative</b> to exercise the rights of a shareholder or capital-contributing member <b>at the enterprise; to terminate, dismiss, commend, discipline, transfer, rotate,</b></i></p>	

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	<p>discipline the Authorized Representative; to determine the salary, bonuses, allowances, and other benefits of the Authorized Representative; and to evaluate the performance of the Authorized Representative;</p> <p>c) To request the Authorized Representative to implement the assigned responsibilities as specified in Point d of this Clause, <del>unless otherwise provided in the charter of the enterprise</del>; and to periodically or ad hoc report on investment, finance, use of state capital, and the business performance of the enterprise;</p> <p>d) The Group shall assign the Representative to decide the following matters of the enterprise <i>after consultation with the Board of Directors of the Group</i>:</p> <ul style="list-style-type: none"> <li>- Objectives, tasks, and business lines; restructuring, dissolution, and filing for bankruptcy of the enterprise;</li> <li>- The charter, and any amendments and supplements thereto;</li> <li>- Increase or decrease of charter capital; timing and method of capital mobilization; types and number of shares to be offered; repurchase of more than 10% of the total issued shares of each type;</li> <li>- Nomination, dismissal, commendation, and disciplinary actions for members of the Board of Directors, Chairperson of the Board of Directors,</li> </ul>	<p><i>discharge, or retire the Authorized Representative</i>; to determine on the salary, bonuses, allowances, and other benefits of the Authorized Representative; and to evaluate the performance of the Authorized Representative;</p> <p>c) To request the Authorized Representative to implement the assigned responsibilities as specified in Point d of this Clause and to submit periodic or ad hoc reports on investment, finance, efficiency of the Group's capital usage, business performance, and other relevant matters of the enterprise;</p> <p>d) The Group shall assign the <i>Authorized Representative</i> to decide the following matters of the enterprise <i>after obtaining the Group's prior consultation and approval</i>:</p> <ul style="list-style-type: none"> <li>- Objectives, tasks, and business lines; restructuring, dissolution, or filing for bankruptcy of the enterprise;</li> <li>- The charter and amendments or supplements thereto;</li> <li>- Increase or decrease of charter capital; timing and method of capital mobilization; types and number of shares to be offered; repurchase of more than 10% of the total issued shares of each type;</li> <li>- Nomination, dismissal, commendation, and disciplinary actions for members of the Board of Directors, Chairperson of the Board of Directors, Chairperson of the Members' Council, and <i>members of the Supervisory Board</i>; nomination and</li> </ul>	<p>The relationship between the Group's Board of Directors and the authorized representative is one of capital management authorization. Therefore, the authorized representative must obtain instructions from the Group. The Board of Directors of the Group shall only engage in agreements in its capacity as a shareholder/member contributing capital, in relation to enterprises in which the Group holds an equity interest.</p>

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	<p>Chairperson of the Members' Council, and Controllers; nomination and recommendation for appointment, dismissal, contract signing and termination with the General Director (Director) of the enterprise; salaries, bonuses, and other benefits of members of the Board of Directors, Members' Council, Controllers, General Director (Director); number of members of the Board of Directors, Controllers, and Deputy General Directors (Deputy Directors);</p> <ul style="list-style-type: none"> <li>- Strategy, five-year and annual business and investment plans of the enterprise;</li> <li>- Capital contribution policies, ownership ratios, increase or decrease in the <b>Group's</b> investment in other enterprises; establishment, restructuring, or dissolution of branches, representative offices, and other dependent accounting units; acceptance of voluntarily affiliated companies or associated companies;</li> <li>- Policies on sale or purchase of assets and loan agreements with a value equal to or greater than 50% of the enterprise's owner's equity or a smaller threshold as stipulated in the enterprise's charter; foreign borrowing policies of the enterprise;</li> <li>- Financial statements, profit distribution, fund appropriations and use, and annual dividends;</li> <li>- Recruitment regulations, and salary, bonus, and</li> </ul>	<p>recommendation for appointment, dismissal, contract signing and termination with the General Director (Director) of the enterprise; salaries, bonuses, and other benefits of members of the Board of Directors, Members' Council, Controllers, General Director (Director); number of members of the Board of Directors, <b>members of the Supervisory Board</b>, and Deputy General Directors (Deputy Directors);</p> <ul style="list-style-type: none"> <li>- Strategy, five-year and annual business and investment plans of the enterprise;</li> <li>- Capital contribution policies, ownership ratios, increase or decrease in capital invested by <b>the company in subsidiaries or associated companies in accordance with the Group's delegation</b>; establishment, restructuring, or dissolution of branches, representative offices, and other dependent accounting units; acceptance of voluntarily affiliated companies or associated companies;</li> <li>- Investment policies, purchase or sale of assets, and loan agreements with a value equal to or greater than 50% of the company's owner's equity <b>stated in the latest financial statements</b> or another smaller threshold as stipulated in the company's charter that <b>falls under the Group's authority</b>; foreign borrowing policies of the enterprise;</li> <li>- Financial statements, profit distribution, fund appropriations and use, and annual dividends;</li> <li>- Recruitment regulations, and salary, bonus, and compensation regimes of the enterprise.</li> </ul>	<ul style="list-style-type: none"> <li>- The investment policy referred to herein relates to the subsidiary's contribution of capital to third-tier companies. (The former Charter provision regarding the Group's capital contribution policy and ownership ratio in other enterprises falls under the authority of the capital owner of the Group, which must be reported by the state capital representative at the Group to the competent ownership authority).</li> </ul>

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	<p>compensation regimes of the enterprise.</p> <p>d) To require the Representative to report for the purpose of supervision, regular inspection, and auditing in accordance with regulations regarding compliance with the law; the management, use, preservation, and development of the Group's capital in the enterprise; the implementation of strategies and plans; the evaluation of performance in achieving assigned objectives and tasks; and the results of operations and business efficiency;</p> <p>e) <del>The General Director of the Group shall be responsible for: receiving, reviewing, and appraising the documents reported by the company to the Group for submission to the Board of Directors for consideration, approval, or decision; organizing the implementation of resolutions and decisions of the Board of Directors regarding the company; inspecting, urging, and supervising the implementation of business coordination plans at the company.</del></p> <p><del>3. The companies referred to in Clause 1 of this Article shall exercise their rights and obligations in accordance with the law, their charters, and the following regulations:</del></p>	<p><i>d) To receive returns and bear risks in relation to its capital contribution in the enterprise;</i></p> <p><i>e) To supervise and inspect the use of the capital contributed to the enterprise;</i></p> <p><i>g) To be responsible for the efficiency, preservation, and development of the capital contributed to the enterprise;</i></p> <p><i>h) To require the <b>Authorized</b> Representative to report for the purpose of supervision, regular inspection, and auditing in accordance with regulations regarding compliance with the law; the management, use, preservation, and development of the Group's capital in the enterprise; the implementation of strategies and plans; the evaluation of performance in achieving assigned objectives and tasks; and the results of operations and business efficiency;</i></p> <p><i>i) Other rights and obligations as prescribed by law.</i></p>	

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	<p><del>a) The companies referred to in Clause 1 of this Article shall have the following rights:</del></p> <ul style="list-style-type: none"> <li><del>— To participate in coordinated business plans based on contracts signed with the Group and other entities within the Group;</del></li> <li><del>— To participate in forms of investment with the Group or other member units within the Group in accordance with the law;</del></li> <li><del>— To be assigned by the Group to implement business contracts and investment projects based on signed contracts and agreements with the Group.</del></li> </ul> <p><del>b) In performing the activities mentioned in Point a of this Clause, the company shall have the following obligations:</del></p> <ul style="list-style-type: none"> <li><del>— To fulfill the commitments under the signed contracts;</del></li> <li><del>— To comply with regulations, rules, procedures, technical norms, and guidance issued by the Group;</del></li> <li><del>— To be subject to the supervision, guidance, and oversight of the Group's management bodies;</del></li> <li><del>— To pay salaries, responsibility allowances, and bonuses to the Authorized Representative.</del></li> </ul>		
14	<p><b><del>Article 67. Relationship between the Group and Associated Companies</del></b></p> <p><i>1. The Group shall exercise its rights and fulfill its obligations with respect to associated companies in accordance with the law, the charter of the associated company, the joint venture agreement,</i></p>	<p><i>Amended to Clause 4 Article 64</i></p> <p><i>4. With respect to associated companies: The Group shall exercise its rights and fulfill its obligations as a shareholder, capital contributing member, or joint venture party through the Capital</i></p>	



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	<p><i>and relevant provisions of this Charter.</i></p> <p><del>2. The Group is the owner of the capital contributed to the enterprises referred to in Clause 1 of this Article. The Board of Directors of the Group shall exercise the rights and obligations of the state capital owner with respect to these enterprises. The Board of Directors of the Group shall promulgate regulations on the delegation and assignment of tasks to the General Director of the Group and the Group's Authorized Representative at the enterprise to perform a number of state capital ownership rights and obligations directly at the enterprise in accordance with this Charter and applicable laws.</del></p> <p>3. The rights and obligations of the Group with respect to associated companies are provided in this Charter and as follows:</p> <p>a) To decide on capital contribution or divestment of the Group's investment in the enterprise; to exercise the rights and obligations of a shareholder or capital-contributing member in accordance with the law and the charter of the company; and to be liable for the enterprise's debts and other asset obligations to the extent of the capital contributed by the Group;</p> <p>b) To designate the Authorized Representative to exercise the rights of a shareholder or capital-contributing member; to dismiss, commend, or discipline the Authorized Representative; to decide on the salary, bonuses, allowances, and other benefits of the Authorized Representative; and to evaluate the performance of the Authorized</p>	<p><i>Representative at the associated company in accordance with the law and the charter of the associated company:</i></p> <p>a) To decide on capital contribution or divestment of the Group's investment in the enterprise; to exercise the rights and obligations of a shareholder or capital-contributing member in accordance with the law and the charter of the company; and to be liable for the enterprise's debts and other asset obligations to the extent of the capital contributed by the Group;</p> <p>b) To designate the Authorized Representative to exercise the rights of a shareholder or capital-contributing member; to dismiss, commend, or discipline the Authorized Representative; to decide on the salary, bonuses, allowances, and other</p>	

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	<p>Representative;</p> <p>c) To require the Authorized Representative to carry out the assigned tasks specified in Point d of this Clause, unless otherwise provided in the charter of the enterprise; and to report periodically or on an ad hoc basis on the investment situation, financial performance, efficiency of capital use by the Group, business results, and other matters of the enterprise;</p> <p>d) The Group shall assign the Authorized Representative to decide on the following matters of the enterprise:</p> <ul style="list-style-type: none"> <li>- Objectives, duties, and business lines; restructuring, dissolution, and filing for bankruptcy of the enterprise;</li> <li>- The charter and amendments and supplements thereto;</li> <li>- Increase or decrease of charter capital; timing and methods of capital mobilization; types and number of shares to be offered; repurchase of more than 10% of each class of issued shares;</li> <li>- Nomination for election, recommendation for dismissal or removal, commendation, or disciplinary action for members of the Board of Directors, Chairperson of the Board of Directors, Chairperson of the Members' Council, and Controllers; nomination for appointment, dismissal, contract signing, or termination with the General Director (Director); remuneration, salary, bonuses, and other benefits of members of the Board of Directors,</li> </ul>	<p>benefits of the Authorized Representative; and to evaluate the performance of the Authorized Representative;</p> <p>c) To require the Authorized Representative to carry out the assigned tasks specified in Point d of this Clause, unless otherwise provided in the charter of the enterprise; and to report periodically or on an ad hoc basis on the investment situation, financial performance, efficiency of capital use by the Group, business results, and other matters of the enterprise;</p> <p>d) The Group shall assign the Authorized Representative to decide on the following matters of the enterprise upon obtaining opinions from and approval by the Group:</p> <ul style="list-style-type: none"> <li>- Objectives, duties, and business lines; restructuring, dissolution, and filing for bankruptcy of the enterprise;</li> <li>- The charter and amendments and supplements thereto;</li> <li>- Increase or decrease of charter capital; timing and methods of capital mobilization; types and number of shares to be offered; repurchase of more than 10% of each class of issued shares;</li> <li>- Nomination for election, recommendation for dismissal or removal, commendation, or disciplinary action for members of the Board of Directors, Chairperson of the Board of Directors, Chairperson of the Members' Council, and members of the Supervisory Board; nomination for appointment,</li> </ul>	

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	<p>Members' Council, Controllers, General Director (Director); number of members of the Board of Directors, Controllers, and Deputy General Directors (Deputy Directors); and decision/introduction/approval for the appointment, reappointment, dismissal, resignation approval, commendation, or discipline of <b><i>other key management positions at the enterprise</i></b>;</p> <ul style="list-style-type: none"> <li>- Annual business strategies and plans and five-year investment development plans of the enterprise;</li> <li>- Policy on establishing subsidiaries; establishment, restructuring, and dissolution of branches and representative offices;</li> <li>- Policies on investment, purchase, and sale of assets and loan agreements with a value <b><i>equal to or greater than 50% of the total asset value</i></b> recorded in the most recently published financial statements of the enterprise or a lower threshold as specified in the enterprise's charter;</li> <li>- Annual financial statements, profit distribution, fund appropriations and usage, and annual dividend levels of the enterprise..</li> </ul> <p>e) To require the Authorized Representative to report for the purpose of regular monitoring, inspection, and evaluation of the effectiveness of the Group's capital use at the enterprise;</p> <p>f) Other rights and obligations as prescribed by law.</p>	<p>dismissal, contract signing, or termination with the General Director (Director); remuneration, salary, bonuses, and other benefits of members of the Board of Directors, Members' Council, Controllers, General Director (Director); number of members of the Board of Directors, members of the Supervisory Board, and Deputy General Directors (Deputy Directors); and decision/introduction/approval for the appointment, reappointment, dismissal, resignation approval, commendation, or discipline of <b><i>other managerial positions at the enterprise</i></b>;</p> <ul style="list-style-type: none"> <li>- Business strategies and plans and five-year investment development plans of the enterprise;</li> <li>- Policy on establishing subsidiaries; establishment, restructuring, and dissolution of branches and representative offices;</li> <li>- Policies on investment, purchase, and sale of assets and loan agreements with a value equal to or greater than 50% of <b><i>the owner's equity recorded in the most recently published financial statements</i></b> of the enterprise or a lower threshold as specified in the enterprise's charter;</li> <li>- Annual financial statements, profit distribution, fund appropriations and usage, and annual dividend levels of the enterprise.</li> </ul> <p><b>d)</b> To require the Authorized Representative to report for the purpose of regular monitoring, inspection, and evaluation of the effectiveness of the Group's</p>	

No.	Current Charter	Amended and Supplemented Charter	Reason for Amendment
		capital use at the enterprise; <i>e)</i> Other rights and obligations as prescribed by law.	
15	<p><del><b>Article 68. Relationship between the Group and Voluntarily Affiliated Companies</b></del></p> <p>The Group shall maintain its relationship with voluntarily affiliated companies through contracts or agreements regarding: strategic direction and technology selection; market research and development; development of areas for rubber planting, care, exploitation, and processing; investment and business activities in sectors not prohibited by law; cooperation in scientific research, technology development, and human resource development; use of the Group's common brand in business activities and other related operations.</p>	<p><i>Amended to Clause 5 Article 64:</i></p> <p>5. For voluntarily affiliated companies</p> <p>The Group shall maintain its relationship with voluntarily affiliated companies through contracts or agreements regarding: strategic direction and technology selection; market research and development; development of areas for rubber planting, care, exploitation, and processing; investment and business activities in sectors not prohibited by law; cooperation in scientific research, technology development, and human resource development; use of the Group's common brand in business activities and other related operations.</p>	
16	<p><b>Article 84. Seal</b></p> <p>1. The Board of Directors shall decide <del>on the adoption of the official seal of the Group, which shall be engraved in accordance with the provisions of the law and the Charter of the Group.</del></p> <p>2. The Board of Directors, the General Director, and the Supervisory Board shall use and manage the seal in accordance with applicable laws.</p>	<p><b>Article 80. Seal</b></p> <p><i>1. The seal of the Group includes a seal made by an authorized engraving service provider and a seal in the form of a digital signature in accordance with regulations on electronic transactions.</i></p> <p>2. The Board of Directors shall decide on the adoption <i>of the official seal, including the type, quantity, form, and content of the Group's seal.</i></p> <p>3. The Board of Directors, the General Director, and the Supervisory Board shall use and manage the seal in accordance with applicable laws.</p>	
17	<b>Article 90. Effective Date</b>	<b>Article 86. Effective Date</b>	

No.	Current Charter	Amended and Supplemented Charter	Reason for Amendment
	<p>1. This Charter comprises 12 Chapters and 90 Articles, and was unanimously adopted by the 7th General Meeting of Shareholders of Vietnam Rubber Group – Joint Stock Company on 17 June 2024, at the Hall on the 1st Floor, 177 Hai Ba Trung Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City, and the full text of this Charter was approved to take effect.</p> <p>2. This Charter is made in 10 originals of equal legal validity, of which:</p> <p>a) 01 copy is submitted to the local State Notary Office.</p> <p>b) 05 copies are registered with competent authorities in accordance with regulations.</p> <p>c) 04 copies are kept at the Office of the Group</p> <p>3. This Charter is the sole and official Charter of the Group.</p> <p>Copies or extracts of this Charter shall be valid only when signed by the Chairperson of the Board of Directors, the General Director, or the Chief of the Office of the Group./.</p>	<p>1. This Charter comprises 12 Chapters and <b>86</b> Articles, and was unanimously adopted by <i><b>the 2025 Annual General Meeting of Shareholders</b></i> of Vietnam Rubber Group – Joint Stock Company on <i><b>day ... June 2025</b></i>, at Hall C, 236 Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City, and the full text of this Charter was approved to take effect.</p> <p>2. This Charter is the sole and official Charter of the Group.</p> <p><i><b>3. This Charter is made in 10 original Vietnamese versions of equal legal validity, which shall be archived and submitted to competent state authorities in accordance with the law. Where a notarized translation of this Charter into a foreign language is made, the Vietnamese and foreign language versions shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.</b></i></p> <p>4. Copies or extracts of this Charter shall be valid only when signed by the Chairperson of the Board of Directors, the General Director, or the Chief of the Office of the Group./.</p>	<p>Amendment and Supplement Regarding the Use of Notarized Translations of the Charter into Foreign Languages.</p>

**VIETNAM RUBBER GROUP-  
JOINT STOCK COMPANY**

No.: 341/TTr-HĐQTCSVN



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

*Ho Chi Minh City, May 27<sup>th</sup>, 2025*

## **SUBMISSION**

### **Re: Approval of the Adjustment and Supplementation of Business Lines of Vietnam Rubber Group – Joint Stock Company**

To: Esteemed Shareholders

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

Pursuant to the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company;

Pursuant to the Resolution No. 122/NQ-HĐQTCSVN dated 21<sup>st</sup> May 2025 of Vietnam Rubber Group – Joint Stock Company;

The Board of Directors of Vietnam Rubber Group – Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the adjustment and supplementation of the Group's business lines as follows:

**1. Business lines specified in the Company's Charter:** (Section 10 and Section 11, Clause 1, Article 4)

<b>No.</b>	<b>Business line</b>	<b>Code</b>
10.	Power generation Details: Electricity industry: investment in, operation and exploitation of thermal power, hydropower and wind power plants; electricity trading in accordance with applicable laws	3511
11.	Transmission and distribution of electricity Details: Electricity industry: investment in, operation and exploitation of thermal power, hydropower and wind power plants; electricity trading in accordance with applicable laws	3512

### **2. Proposed adjustment to business lines:**

<b>No.</b>	<b>Business line</b>	<b>Code</b>
10.	Power generation Details: Electricity industry: investment in, operation and exploitation of thermal power, hydropower, wind power, solar power and other types of power plants; electricity trading in accordance with applicable laws	3511
11.	Transmission and distribution of electricity Details: Electricity transmission and distribution	3512

### 3. Proposed addition of business lines:

No.	Business line	Code
1.	Other professional, scientific and technological activities not elsewhere classified. Details: Operation and maintenance management services for power plants and industrial works; electrical and petrochemical testing services for power and related industries; testing and calibration services for mechanical, electrical and non-electrical equipment (pressure, temperature, flow, speed, time, gas concentration, travel, weight) in power plants, substations and industrial plants; safety inspection services for electrical equipment, tools and electrical safety gear.	7490
2.	Architectural and engineering activities and related technical consultancy. Details: - Investment project management services; supervision consultancy for construction of energy works, hydropower plants, systems in civil and industrial buildings. - Construction supervision consultancy for transmission lines and transformer stations. -Topographic survey, site survey, hydrogeological survey, cadastral and current land use mapping, deformation monitoring, reservoir sedimentation monitoring, and monitoring design consultancy (for industrial works, power facilities, telecommunication, information projects, civil constructions, infrastructure works).	7110
3.	Construction of power facilities. Details: Construction of transmission lines and substations	4221
4.	Construction of waterworks. Details: Construction of irrigation works, hydropower plants, ports, culverts and bridges	4291
5.	Management consultancy activities. Details: Investment consultancy for hydropower projects.	7020
6.	Repair of electrical equipment.	3314
7.	Installation of electrical systems.	4321
8.	Other specialized wholesale not elsewhere classified.	4669

Respectfully submitted./.

**Recipients:**

- As above;
- BOD, Supervisory Board, Executive Board;
- To be published on the Group's website;
- Archives: Office, HR Department.

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

(Signed)

**Tran Cong Kha**