

**VIETNAM RUBBER GROUP-
JOINT STOCK COMPANY**

No.: 342/TTr-HĐQTCSVN



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, May 27th, 2025

SUBMISSION

**Re: Approval of Amendments and Supplements to
the Internal Corporate Governance Regulations 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 21st 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 Internal Corporate Governance Regulations of Vietnam Rubber Group – Joint Stock Company (*details as provided in the attached Appendix of amendments and supplements, and the full text of the Internal Corporate Governance Regulations*)

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

**CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL CORPORATE
GOVERNANCE REGULATIONS**

(Attached to Submission No. 342/TTr-HĐQTCSVN dated 27/5/2025 of Vietnam Rubber Group)

Notes:

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

+ Bold and Italic (***Bold and Italic***): amended and supplemented content.

No.	Internal Corporate Governance Regulations (2nd Version)	Proposed Amendments and Supplements	Reason for the Proposed Amendments and Supplements
1	Article 1. Purpose and Scope of Regulation 1.1 The Internal Corporate Governance Regulations of Vietnam Rubber Group – Joint Stock Company (hereinafter referred to as the “Regulations”) are developed and promulgated in accordance with the requirements of corporate governance laws applicable to joint stock companies, including: the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020; the Law on Securities No. 54/2019/QH14 dated 26 November 2019; Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities; Circular No. 96/2020/TT-BTC dated 16 November 2020 guiding information disclosure on the securities market; Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding certain provisions on corporate governance applicable to public companies, effective from 15 February 2021; and Decree No. 156/2020/ND-CP on administrative penalties in the	<i>Article 1. Purpose and Scope of Regulation</i> 1. The Internal Corporate Governance Regulations of Vietnam Rubber Group – Joint Stock Company (hereinafter referred to as the “Regulations”) are developed and promulgated in accordance with the requirements of corporate governance laws applicable to joint stock companies, including: the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020; the Law on Securities No. 54/2019/QH14 dated 26 November 2019; <i>the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated 29 November 2024; Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities; Decree No. 156/2020/ND-CP dated 31 December 2020 on administrative penalties in the securities sector; Decree No. 128/2021/ND-CP dated 30 December 2021</i>	Additional references to currently effective legal provisions have been incorporated. The numbering format of Articles previously using 1.1, 1.2, ... has been revised to 1, 2, ..., and the format 9.3.1, 9.3.2, ... has been changed to a), b), c) ... to comply with the Group’s regulations on document formatting.

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	<p>field of securities, effective from 01 January 2021; the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company; and other relevant legal regulations. At the same time, the Regulations take into account and apply widely accepted international corporate governance practices, adapted to the legal conditions in Vietnam and the Group’s specific context and operational realities.</p> <p>...</p>	<p><i>amending and supplementing a number of articles of Decree No. 156/2020/ND-CP; Circular No. 96/2020/TT-BTC dated 16 November 2020 guiding information disclosure on the securities market; Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding certain provisions on corporate governance applicable to public companies, the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company; and other relevant legal regulations. At the same time, the Regulations take into account and apply widely accepted international corporate governance practices, adapted to the legal conditions in Vietnam and the Group’s specific context and operational realities.</i></p> <p>...</p>	
2	<p>Article 2. Interpretation of Terms and Abbreviations</p> <p>...</p> <p>- <i>Managers</i>: include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions authorized to enter into transactions on behalf of the Group;</p> <p>- <i>Major Shareholders</i>: refer to shareholders or groups of shareholders holding five (5) percent or more of the total ordinary shares of the total ordinary shares for a continuous period of at least six (6) months;</p> <p>...</p>	<p>Article 2. Interpretation of Terms and Abbreviations</p> <p>...</p> <p>- Enterprise Managers: include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant, and other individuals holding managerial positions authorized to enter into transactions on behalf of the Group;</p> <p>- <i>Major Shareholders</i>: refer to shareholders who directly or indirectly hold five percent (5%) or more of the voting shares of the Group;</p> <p>...</p>	<p>Amended and supplemented to be consistent with the contents of Article 1 of the Charter of the Group</p>

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3	<p>Article 5. Rights of Shareholders</p> <p>...</p> <p><i>5.2. Right to request annulment of decisions of the General Meeting of Shareholders:</i> In cases where a resolution of the General Meeting of Shareholders or a resolution of the Board of Directors violates laws or infringes upon fundamental rights of shareholders as stipulated in the Charter, shareholders shall have the right to request non-implementation of such decision in accordance with the procedures prescribed by law.</p>	<p>Article 5. Rights of Shareholders</p> <p>...</p> <p><i>2. Right to request annulment of resolutions of the General Meeting of Shareholders:</i> In the event that a resolution of the General Meeting of Shareholders violates the law or infringes upon the fundamental rights of shareholders as stipulated in the Charter, shareholders shall have the right to request that such resolution not be implemented, in accordance with the procedures prescribed by law.</p> <p>...</p>	<p>Amended to be consistent with the provisions of Article 151 of the Law on Enterprises 2020 and Article 33 of the Charter of the Group</p>
	<p><i>5.4. Pre-emptive rights to newly issued shares:</i> Shareholders shall have the pre-emptive right to purchase newly issued shares in proportion to their shareholding in the Group, in accordance with the law.</p> <p>...</p>	<p><i>4. Pre-emptive right to newly issued shares:</i> Shareholders shall have the pre-emptive right to purchase newly issued ordinary shares in proportion to their shareholding in the Group, in accordance with the law.</p> <p>...</p>	<p>Amended and supplemented to be consistent with Point c, Clause 1, Article 115 of the Law on Enterprises and Point d, Clause 2, Article 9 of the Charter of the Group</p>
4	<p>Article 8. Dividend Policy of the Group</p> <p>8.1 Right to receive dividends:</p> <p>Dividends are the net profits paid for each share in cash or in other assets, sourced from the Group's remaining profits after fulfilling all financial obligations.</p>	<p>Article 8. Dividend Policy of the Group</p> <p>1. Right to receive dividends:</p> <p>Dividends are the net profits paid for each share in cash or in other assets, sourced from the Group's remaining profits after fulfilling all financial obligations in accordance with the law.</p>	<p>Addition for completeness.</p>
	<p>8.3. Procedures and order for dividend payment:</p> <p>...</p> <p>- Based on the resolution of the General Meeting of</p>	<p>3. Procedures and order for dividend payment:</p> <p>...</p> <p>c) Based on the resolution of the General Meeting</p>	<p>Amended and supplemented to be consistent with Clause 4, Article 135 of the Law on</p>

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	Shareholders, the Board of Directors shall decide and announce the dividend amount and payment frequency (i.e., the number of times dividends are advanced or paid within the year)...	of Shareholders, <i>within six (06) months from the date of the General Meeting</i> , the Board of Directors shall decide and announce the dividend amount and payment frequency (i.e., the number of times dividends are advanced or paid within the year)...	Enterprises 2020.
5	Article 9. Preparation for the Annual General Meeting of Shareholders	Article 9. Preparation for the Annual General Meeting of Shareholders	
	<p>9.3.3. Preparation of the list of shareholders</p> <p>The list of shareholders shall be prepared for the following purposes:</p> <ul style="list-style-type: none"> - To determine shareholders entitled to attend the General Meeting of Shareholders. The list of shareholders must include information on all shareholders registered as of the record date, including: <ul style="list-style-type: none"> + Full name; + Permanent address, nationality, and identity card number, passport number, or other lawful personal identification for individual shareholders; name, head office address, nationality, establishment decision number or business registration certificate number for institutional shareholders; <p>...</p>	<p>c) Preparation of the list of shareholders</p> <p>The list of shareholders shall be prepared for the following purposes:</p> <ul style="list-style-type: none"> - To determine shareholders eligible to attend the General Meeting of Shareholders. The list must include information of all shareholders registered as of the record date, including: <ul style="list-style-type: none"> + Full name; + <i>Contact address, nationality, and identity card, passport, or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders;</i> ... 	<p>Amended and supplemented to be consistent with Clause 2, Article 25 of the Charter of the Group.</p>
	<p>9.3.4. Notice of Invitation to the General Meeting of Shareholders</p> <p>The notice of invitation to the General Meeting of Shareholders shall be provided in accordance with the Charter, specifically as follows:</p>	<p>d) Notice of Invitation to the General Meeting of Shareholders</p> <p>The notice of invitation to the General Meeting of Shareholders shall be provided in accordance with the Charter, specifically as follows:</p>	<p>Pursuant to Clause 2, Article 143 of the Law on Enterprises 2020, which stipulates that the notice of invitation to the meeting</p>

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	<p>- <i>Method of notification:</i></p> <p>As prescribed in Clause 5, Article 26 of the Charter or the notice of invitation may be (i) sent via email and posted on the Group's official website; (ii) publicly announced via mass media with a large readership; (iii) published in at least three (03) consecutive issues of a central or local newspaper where the Group is headquartered.</p> <p>...</p>	<p>- <i>Method of notification:</i></p> <p>As prescribed in Clause 5, Article 26 of the Charter and the notice of invitation may be (i) sent via email and posted on the Group's official website; (ii) publicly announced via mass media with a large readership; (iii) published in at least three (03) consecutive issues of a central or local newspaper where the Group is headquartered.</p> <p>...</p>	<p>shall be sent via a secured method and published on the company's website; where deemed necessary by the company, such notice shall also be published in a central or local daily newspaper. Accordingly, the word "or" is replaced with "and" to ensure consistency and completeness.</p>
	<p>- <i>Contents of the notice of invitation:</i> The notice must contain all necessary information to guide shareholders on how to attend the meeting. At a minimum, the notice shall include:</p> <ul style="list-style-type: none"> + Name and address of the Group; + Number and date of issuance of the Enterprise Registration Certificate and place of registration of the Group; + Time and venue of the meeting; + Full name and permanent address of the shareholder or the authorized representative of the shareholder; + Record date; + Agenda and contents of the meeting; + Form of proxy; 	<p>- <i>Contents of the notice of invitation:</i> The notice must contain all necessary information to guide shareholders on how to attend the meeting. At a minimum, the notice shall include:</p> <ul style="list-style-type: none"> + Name and head office address of the Group; + Enterprise registration number; + Time and venue of the meeting; + Full name and contact address of the shareholder or the authorized representative of the shareholder; + Record date; + Agenda and contents of the meeting; + Form of proxy; + Voting ballot and related discussion materials; + Information on the time and location where shareholders may obtain materials relating to the 	<p>Amended and supplemented to comply with the provisions of Clause 1, Article 143 of the Law on Enterprises 2020 and Clause 5, Article 26 of the Charter of the Group.</p>

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	<ul style="list-style-type: none"> + Voting ballot and related discussion materials; + Draft resolutions; + Information on the time and location where shareholders may obtain materials relating to the meeting agenda and contents; + Procedure for accessing basic information; + Registration start time for attendance; + Registration venue for attendance; + Contact person appointed by the Group to receive shareholders' notifications regarding errors in meeting registration; + Contact address and information of the person designated to receive written votes from shareholders for submission to the General Meeting of Shareholders. ... 	<p>meeting agenda and contents;</p> <ul style="list-style-type: none"> + Registration start time for attendance; + Registration venue for attendance; + Contact person appointed by the Group to receive shareholders' notifications regarding errors in meeting registration; + Contact address and information of the person designated to receive written votes from shareholders for submission to the General Meeting of Shareholders. ... 	
	<p>9.3.5 Approval of the agenda and contents of the meeting</p> <ul style="list-style-type: none"> - Determination of shareholders entitled to propose agenda items: Shareholders or groups of shareholders as prescribed in Clause 3, Article 9 of the Charter shall have the right to propose matters for inclusion in the agenda, in accordance with Article 26 of the Charter. + Proposals to include matters in the agenda of the General Meeting of Shareholders must be submitted in writing to the Group in accordance with regulations. The written proposal to include matters in the agenda 	<p>e) Approval of the agenda and contents of the meeting</p> <ul style="list-style-type: none"> - Determination of shareholders entitled to propose agenda items: Shareholders or groups of shareholders as prescribed in Clause 3, Article 9 of the Charter shall have the right to propose matters for inclusion in the agenda, in accordance with Article 26 of the Charter. + Proposals to include matters in the agenda of the General Meeting of Shareholders must be submitted in writing to the Group in accordance with <i>the Charter</i>. 	<p>Additional content included for completeness, in accordance with the Charter of the Group and with cross-references to ensure consistency with the Charter.</p>

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	<p>of the General Meeting of Shareholders must include the following information:</p> <ul style="list-style-type: none"> • Full name of the shareholder; - Matters to be included in the meeting agenda may include: + Approval of dividends for each class of shares (if any); + Approval of the Group's annual report and annual financial statements; + Approval of the Report of the Board of Directors and the Report of the Supervisory Board; + Other matters under the authority of the General Meeting of Shareholders. 	<p>The written proposal to include matters in the agenda of the General Meeting of Shareholders must include the following information.</p> <ul style="list-style-type: none"> • Full name of the shareholder; - <i>Agenda items may include those required for the Annual General Meeting of Shareholders as specified in Clause 2, Article 23 of the Charter.</i> 	
6	Article 10. Organization of the Annual General Meeting of Shareholders	Article 10. Organization of the Annual General Meeting of Shareholders	
	<p>10.1. Registration for the Annual General Meeting of Shareholders</p> <p>- The verification of delegates' eligibility shall be conducted in accordance with Clause 1, Article 28 of the Charter. Documents required to be presented at the meeting for registration and verification purposes shall be clearly specified in the notice of invitation to the General Meeting of Shareholders, including: identity card, citizen identification card, passport or a copy of the business registration certificate, invitation letter, and valid power of attorney (in case of proxy</p>	<p>1. Registration for the General Meeting of Shareholders</p> <p>e) The verification of delegates' eligibility shall be conducted in accordance with Clause 1, Article 28 of the Charter. Documents required to be presented at the meeting for registration and verification purposes shall be clearly specified in the notice of invitation to the General Meeting of Shareholders, including: <i>citizen identification card</i>, passport or a copy of the business registration certificate, invitation letter, and valid power of attorney (in case of proxy attendance).</p>	<p>Amended in accordance with Clause 2, Article 46 of the Law on Citizen Identification 2023</p>

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	attendance). Registration shall be carried out at the venue of the General Meeting of Shareholders. ...	Registration shall be carried out at the venue of the General Meeting of Shareholders. ...	
	10.8. Voting ... + Voting options include “agree” “disagree” or “abstain” for each matter to be resolved;	8. Voting ... b) - Voting options include: “ <u>approve</u> ”, “disapprove”, or “no opinion” for each matter to be resolved;	Amended and supplemented to be consistent with Clause 1, Article 28 of the Charter.
	10.13 Minutes of the General Meeting of Shareholders - The minutes of the General Meeting of Shareholders must include the following basic information: 1. Name of the Chairperson and the Secretary of the General Meeting of Shareholders; 2. Name of the shareholder elected as the vote-counting supervisor (if any); 3. Decisions passed at the meeting; 4. Summary of the meeting’s proceedings and shareholders’ opinions on each item of the agenda; 5. Start and end time of the meeting; 6. The mailing address of the Group where shareholders may send completed voting ballots, in case the Group distributes voting ballots to shareholders prior to the date of the General Meeting of Shareholders; 7. Date of preparation of the minutes of the General	13. Minutes of the General Meeting of Shareholders b) The minutes of the General Meeting of Shareholders must include the following basic information: - <i>Name, head office address, and enterprise registration number;</i> - <i>Time and venue of the General Meeting of Shareholders;</i> - <i>Agenda and contents of the meeting;</i> - Full names of the Chairperson and the Secretary; - Name of the shareholder elected as the vote-counting supervisor (if any); - Summary of the meeting’s proceedings and shareholders’ opinions on each item of the agenda; - <i>Number of shareholders and total voting rights of shareholders attending the meeting, with an appendix listing the registered shareholders or their authorized representatives with corresponding shares and voting rights;</i>	Amended and supplemented to be consistent with Clause 1, Article 150 of the Law on Enterprises 2020.

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	<p>Meeting of Shareholders.</p> <ul style="list-style-type: none"> - In addition, relevant documents must be kept together with the minutes at the Group's head office, including: + The list of shareholders registered for attendance; + The full text of the resolutions adopted at the meeting; + Relevant documents enclosed with the notice of invitation to the meeting; + Written authorizations for attendance at the General Meeting of Shareholders. 	<ul style="list-style-type: none"> - <i>Total number of votes cast for each matter, specifying the voting method, total valid and invalid votes, number of votes in favor, against, and abstentions, and the corresponding percentage of total votes of attending shareholders;</i> - <i>Matters approved and the corresponding voting ratios;</i> - <i>Full names and signatures of the Chairperson and the Secretary.</i> - <i>Date of preparation of the minutes of the General Meeting of Shareholders.</i> <p>c) In addition, relevant documents must be kept together with the minutes at the Group's head office, including:</p> <ul style="list-style-type: none"> - The list of shareholders registered for attendance; - The full text of the resolutions adopted at the meeting; - Relevant documents enclosed with the notice of invitation to the meeting; - Written authorizations for attendance at the General Meeting of Shareholders. 	
7	<p>Article 12. Resolutions of the General Meeting of Shareholders</p> <p>Resolutions of the General Meeting of Shareholders shall be adopted in accordance with applicable regulations, specifically as follows:</p> <p>12.1. Decisions must be passed with the voting ratio</p>	<p>Article 12. Resolutions of the General Meeting of Shareholders</p> <p>Resolutions of the General Meeting of Shareholders shall be adopted in accordance with applicable regulations, specifically as follows:</p> <p>1. <i>Resolutions</i> must be passed with the voting ratio</p>	<p>Amended to be consistent with the provisions of the Law on Enterprises 2020 (the General Meeting of Shareholders shall adopt matters by resolution).</p>

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	<p>prescribed in Article 30 of the Charter.</p> <p>12.2. Decisions must be adopted by the General Meeting of Shareholders in writing. Any decisions relating to the issuance of securities must comply with the provisions of the laws on securities and the securities market.</p> <p>12.3. Decisions of the General Meeting of Shareholders may be subject to annulment as provided in Article 33 of the Charter. The following situations must also be carefully considered as they may lead to annulment of decision of the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> - Failure to timely notify all shareholders of the meeting; - Failure to provide shareholders with access to the meeting materials; - Adoption of a decision that exceeds the authority of the General Meeting of Shareholders; - Inclusion of matters in the resolution that were not part of the actual meeting agenda. 	<p>prescribed in Article 30 of the Charter.</p> <p>2. <i>Resolutions</i> must be adopted by the General Meeting of Shareholders in writing. Any <i>resolutions</i> relating to the issuance of securities must comply with the provisions of the laws on securities and the securities market.</p> <p>3. <i>Resolutions</i> of the General Meeting of Shareholders may be subject to annulment as provided in Article 33 of the Charter. The following situations must also be carefully considered as they may lead to annulment of <i>resolutions</i> of the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> - Failure to timely notify all shareholders of the meeting; - Failure to provide shareholders with access to the meeting materials; - Adoption of a <i>resolution</i> that exceeds the authority of the General Meeting of Shareholders; - Inclusion of matters in the resolution that were not part of the actual meeting agenda. 	
8	<p>Article 14. Powers and Duties of the Board of Directors</p> <p>The powers and duties of the Board of Directors shall be prescribed in the Charter. The Board of Directors is responsible for determining the Group's strategy and setting business priorities, directing and supervising management, and deciding on matters that</p>	<p>Article 14. Powers and Duties of the Board of Directors</p> <p><i>- The Board of Directors is the governing body of the Group, responsible for supervising and directing all business operations and affairs of the Group. It shall have full authority to act on behalf of the Group to decide and perform the rights and</i></p>	<p>Article 14 has been entirely amended by referencing the provisions of the Charter and the Regulations on the Operation of the Board of Directors of the Group to ensure consistency and compliance with the</p>

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	<p>do not fall under the authority of the General Meeting of Shareholders.</p> <p>—The Board of Directors is authorized to make decisions in areas specifically stipulated in Article 36 of the Charter, categorized into the following four main groups:</p> <ul style="list-style-type: none"> + Decision making on strategy and management oversight, including selection and supervision of the General Director and other senior managers. + Organization of the General Meeting of Shareholders. + Charter capital and assets of the Group. + Information disclosure and transparency. <p>14.1. Strategic decision-making and management oversight; selection and supervision of the General Director and senior managers</p> <p>...</p> <p>—Approve internal governance rules and ensure the effectiveness of operational policies to safeguard shareholders' interests.</p>	<p><i>obligations of the Group, except for matters under the authority of the General Meeting of Shareholders.</i></p> <p><i>- The powers and duties of the Board of Directors are prescribed in Article 36 of the Charter of the Group and Article 12 of the Regulations on the Operation of the Board of Directors.</i></p>	<p>provisions on the powers and duties of the Board of Directors as stipulated in the Charter and the Regulations on the Operation of the Board of Directors of the Group.</p>
9	<p>Article 15. Composition and Structure of the Board of Directors</p> <p>15.4. Classification of Members of the Board of Directors</p> <p>...</p>	<p>Article 15. Composition and Structure of the Board of Directors</p> <p>4. Classification of Members of the Board of Directors</p> <p>...</p>	<p>Additional content included to ensure consistency with Clause 2, Article 35 of the Charter of the Group and</p>

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	<p>- An independent member of the Board of Directors is a member who meets the eligibility and qualification criteria prescribed in Clause 1, Article 35 of the Charter and satisfies the following conditions:</p> <p>+ Not currently employed by the Group or any of its subsidiaries, and has not been employed by the Group or any of its subsidiaries for at least the past three (03) consecutive years;</p> <p>+ Does not directly or indirectly own at least one percent (1%) of the total voting shares of the Group;</p> <p>+ Does not receive salary or remuneration from the Group, except for allowances to which members of the Board of Directors are entitled under regulations;</p> <p>+ Has not served as a member of the Board of Directors or the Supervisory Board of the Group for at least the past five (05) consecutive years, unless reappointed for two consecutive terms.</p>	<p>c) An independent member of the Board of Directors is a member who meets the eligibility and qualification criteria prescribed in Clause 1, Article 35 of the Charter and satisfies the following conditions:</p> <p>- Not currently employed by the Group or any of its subsidiaries, and has not been employed by the Group or any of its subsidiaries for at least the past three (03) consecutive years;</p> <p>- Does not directly or indirectly own at least one percent (1%) of the total voting shares of the Group;</p> <p>- Does not receive salary or remuneration from the Group, except for allowances to which members of the Board of Directors are entitled under regulations;</p> <p>- Has not served as a member of the Board of Directors or the Supervisory Board of the Group for at least the past five (05) consecutive years, unless reappointed for two consecutive terms.</p> <p><i>- Is not a person whose spouse, biological or adoptive father or mother, biological or adopted child, or biological siblings are major shareholders of the Group or are enterprise managers of the Group or its subsidiaries;</i></p>	<p>Clause 2, Article 7 of the Regulations on the Operation of the Board of Directors.</p>
10	<p>Article 16. Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>The principles for electing members of the Board of Directors are stipulated in the Charter. Accordingly, the election of members of the Board of Directors</p>	<p>Article 16. Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>The principles for electing members of the Board of Directors are stipulated in the Charter of the Group and <i>applicable laws</i>. Accordingly, the election</p>	<p>Amended and supplemented to be consistent with Article 148 of the Law on Enterprises 2020, Article 41 of the Charter of the Group, and</p>

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	<p>must be conducted by the cumulative voting method. Specific provisions are as follows:</p> <p>16.1 Election of Members of the Board of Directors</p> <p>- The cumulative voting method for electing members of the Board of Directors shall be stipulated in the Election Regulations prepared by the Board of Directors and approved by the General Meeting of Shareholders at the meeting;</p> <p>—The appointment of a new member to temporarily fill an unexpectedly vacant position shall be subject to a personal voting method by the Board of Directors. The appointment shall only be adopted if it receives at least 65% affirmative votes.</p> <p>16.2 Resignation, Dismissal, and Removal</p> <p>—In case of resignation, the Board of Directors shall make the decision.</p> <p>—The dismissal and removal of members of the Board of Directors, as governed by Article 41 of the Charter, shall be considered in cases where a member no longer satisfies the eligibility criteria. In such cases, the Chairperson of the Board of Directors or a nominated member of the Board (in case the person subject to dismissal or removal is the Chairperson) shall be responsible for preparing a report and proposal, to be submitted to the Board of Directors for decision by way of personal vote. The member subject to dismissal or removal shall not be entitled to vote. The resolution shall only be adopted if it receives at least 65% affirmative votes.</p>	<p>of members of the Board of Directors must be conducted by the cumulative voting method. Specific provisions are as follows:</p> <p>1. Election of Members of the Board of Directors</p> <p>a) The cumulative voting method for electing members of the Board of Directors shall be stipulated in the Election Regulations prepared by the Board of Directors and approved by the General Meeting of Shareholders at the meeting;</p> <p><i>b) The elected members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, until the number of members required under the Charter of the Group is reached.</i></p> <p><i>c) In the event that two (02) or more candidates receive the same number of votes for the last remaining seat on the Board of Directors, a re-election shall be conducted among such candidates, or selection shall be made based on criteria set out in the Election Regulations or the Charter of the Group.</i></p> <p>2. Dismissal and removal of members of the Board of Directors shall be carried out in accordance with the Charter and applicable laws.</p>	<p>Article 10 of the Regulations on the Operation of the Board of Directors of the Group.</p>

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	Resignation, dismissal, and removal shall only take effect upon the adoption of a written resolution of the Board of Directors; the Board of Directors shall then submit a report to the General Meeting of Shareholders for ratification at the nearest meeting.		
11	<p>Article 17. Responsibilities and Legal Obligations of Members of the Board of Directors</p> <p>17.2 Legal obligations</p> <p>...</p> <p>- The Group shall reimburse members of the Board of Directors for any expenses incurred in defending themselves against claims related to their role as members of the Board of Directors, provided that the individual acted:</p> <p>+ Honestly and prudently;</p> <p>+ In a proper manner when performing their duties;</p> <p>+ In the best interests of the Group and its Shareholders;</p> <p>+ In compliance with the law, the Charter, and internal regulations.</p>	<p>Article 17. Responsibilities and Legal Obligations of Members of the Board of Directors</p> <p>2. Legal obligations</p> <p>...</p> <p>d) The Group shall reimburse members of the Board of Directors for any expenses incurred in defending themselves against claims related to their role as members of the Board of Directors, provided that the individual:</p> <p>- <i>Has acted honestly, prudently, and diligently in the interests of the Group and without conflict of interest;</i></p> <p>- <i>Has complied with the law and there is no evidence indicating that they failed to fulfill their responsibilities.</i></p>	Amended and supplemented to be consistent with Clause 3, Article 53 of the Charter of the Group.
12	<p>Article 18. Remuneration Regime for Members of the Board of Directors</p> <p>...</p> <p>- The remuneration of members of the Board of Directors shall be determined on a biennial basis (every two (02) years) or on an ad hoc basis as decided</p>	<p>Article 18. Remuneration Regime for Members of the Board of Directors</p> <p>...</p> <p><i>3. The remuneration of each member of the Board of Directors shall be accounted for as part of the Group's business expenses in accordance with the</i></p>	Amended and supplemented to be consistent with Clause 3, Article 50 of the Charter of the Group and Clause 3, Article 21 of the Regulations on the Operation of the Board of

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	by the majority of the members of the Board of Directors. The remuneration of the Board of Directors shall be disclosed in the Group's annually audited financial statements and in its annual report.	<i>laws on corporate income tax, shall be presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</i>	Directors of the Group.
13	<p>Article 19. Working Procedures of the Board of Directors</p> <p>The working procedures of the Board of Directors and its meetings shall be stipulated as follows:</p> <p>19.1 Chairperson of the Board of Directors and Meetings of the Board of Directors</p> <p>...</p> <p>19.2 . Meetings of the Board of Directors</p> <p>...</p> <p>19.3. First Meeting of the Board of Directors</p> <p>...</p> <p>19.4. Meeting Schedule of the Board of Directors</p> <p>...</p> <p>19.5. The person in charge of corporate governance of the Group and meetings of the Board of Directors...</p>	<p>Article 19. Working Procedures of the Board of Directors</p> <p><i>The working procedures of the Board of Directors and its meetings shall be carried out in accordance with the Regulations on the Operation of the Board of Directors of the Group.</i></p>	Article 19 has been fully amended to refer to the provisions set forth in the Regulations on the Operation of the Board of Directors of the Group, issued in June 2024.
14	<p>Article 21. Executive Apparatus and Authority of the Executive Apparatus</p> <p>...</p> <p>21.5 Matters and issues on which the General Director must seek opinions from the Board of</p>	<p>Article 21 Executive Apparatus and Authority of the Executive Apparatus</p> <p>...</p> <p>5. Matters and issues on which the General Director must seek opinions from the Board of Directors are</p>	Adjustment of wording for appropriateness.

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	Directors are stipulated in Article 36 of the Charter and further specified in Article 35 of these Regulations.	stipulated in Article 36 of the Charter and shall follow the procedure in Article 35 of these Regulations.	
15	<p>Article 22. Appointment, Dismissal, Resignation, and Removal of the Executive Apparatus</p> <p>22.2. Criteria and Conditions for the General Director</p> <p>- Must not be the spouse, biological parent, adoptive parent, biological child, adopted child, biological sibling, sibling in law (including brother in law, sister in law), of the head or deputy head of the State capital representative agency at the Group, of any member of the Board of Directors, of any Deputy General Director or the Chief Accountant of the Group, or of the Controller of the Group;</p>	<p>Article 22. Appointment, Dismissal, Resignation, and Removal of the Executive Apparatus</p> <p>2. Criteria and Conditions for the General Director</p> <p>d) Must not be <i>a person having a family relationship with a manager or controller of the Group, or with a representative of the State capital at the Group;</i></p>	Revised and supplemented to be consistent with Clause 4, Article 43 of the Charter of the Group.
	<p>22.3. Criteria for Selection of Chief Accountant</p> <p>The criteria and conditions for the position of Chief Accountant are as follows:</p> <p>- Must not fall under the category of persons prohibited from performing accounting work as prescribed in Article 51 of the Law on Accounting;</p> <p>...</p>	<p>3. Criteria for Selection of Chief Accountant</p> <p>The criteria and conditions for the position of Chief Accountant are as follows:</p> <p>- Must not fall under <i>the category of persons prohibited from acting as accountants as prescribed in Article 52 of the 2015 Law on Accounting;</i></p> <p>...</p>	Adjustment of legal reference content
16	<p>Article 23. Operating Procedures of the Executive Apparatus</p> <p>- The General Director shall be responsible for issuing regulations on:</p> <p>+ The frequency of meetings convened by the General</p>	<p>Article 23. Operating Procedures of the Executive Apparatus</p> <p>The General Director shall be responsible for issuing regulations on:</p> <p>1. The frequency of meetings convened by the</p>	Pursuant to Article 162 of the Law on Enterprises 2020 and Article 44 of the Charter of the Group, the General Director shall decide on matters relating

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	<p>Director;</p> <ul style="list-style-type: none"> + Procedures for organizing and conducting meetings of the General Director; + Convening, agenda, organization, and chairing of meetings of the General Director; + Procedures for decision-making during meetings, and the signing of documents, decisions, and meeting minutes of the General Director; + Forms and deadlines for meeting notices; + Voting procedures at meetings of the General Director; + Meeting secretariat, meeting minutes, and archiving regime. <p>—A meeting of the Executive Apparatus shall be valid only when at least two-thirds (2/3) of the members of the Executive Committee attend. Any absence must be justified and approved.</p>	<p>General Director;</p> <ol style="list-style-type: none"> 2. Procedures for organizing and conducting meetings of the General Director; 3. Convening, agenda, organization, and chairing of meetings of the General Director; 4. Procedures for decision-making during meetings, and the signing of documents, decisions, and meeting minutes of the General Director; 5. Forms and deadlines for meeting notices; 6. Voting procedures at meetings of the General Director; 7. Meeting secretariat, meeting minutes, and archiving regime. 	<p>to the Company's day-to-day business operations under the single-member responsibility regime, rather than through collective decision-making. Therefore, meetings of the Executive Apparatus are not required to satisfy a quorum.</p>
17	<p>Article 27. Composition and Requirements for Members of the Supervisory Board</p> <p>27.1. Supervisory Board</p> <p>- The Supervisory Board shall consist of between 03 and 05 members. The number of members of the Supervisory Board for the first term shall be 03 (three) persons. The first term of office for Supervisors shall be 03 (three) years; subsequent terms shall not exceed 05 years and may be renewed for an unlimited number of terms.</p>	<p>Article 27. Composition and Requirements for Members of the Supervisory Board</p> <p>1. Supervisory Board</p> <p>a) The Supervisory Board shall consist of between 03 and 05 members. The number of members of the Supervisory Board for the first term shall be 03 (three) persons. The term of office for Supervisors shall not exceed 05 years and may be renewed for an unlimited number of terms</p> <p>...</p>	<p>Revised for consistency with Article 168 of the Law on Enterprises, Clause 1 Article 54 of the Charter of the Group, and Clause 1 Article 4 of the Regulations on the Operation of the Supervisory Board.</p>

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	Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from zero point one percent (0.1%) to less than ten percent (10%) of the total number of voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) 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%) or more may nominate up to five (05) candidates. In case the number of candidates for the Supervisory Board nominated and self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism set forth in the Group's Internal Corporate Governance Regulations.		<p>The provision on the percentage of voting rights required to nominate candidates to the Supervisory Board has been removed, as it is specifically stipulated in the Charter of the Group. Similarly, the percentage of voting rights required to nominate members to the Board of Directors is not provided in these Regulations and shall be implemented in accordance with the Charter of the Group.</p>
	<p>27.2. Criteria and Conditions for Supervisors</p> <p>...</p> <p>- Must not be a person having a family relationship with managers of the enterprise, representatives of state capital or corporate capital at the Group;</p>	<p>2. Criteria and Conditions for Supervisors</p> <p>...</p> <p>e) <i>Must not be a person having a family relationship with managers of the Group, representatives of the Group's capital contribution, or representatives of state capital at the Parent Company of the Group;</i></p>	<p>Revised for consistency with Clause 5 Article 55 of the Charter of the Group.</p>
18	<p>Article 38. Commendation and Rewards</p> <p>- The Board of Directors shall decide on the reward</p>	<p>Article 38. Commendation and Rewards</p> <p>1. The Board of Directors shall decide on the reward</p>	<p>The phrase "if any" has been added. In the event</p>

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	<p>system. Rewards shall be granted based on performance evaluations in accordance with these Regulations.</p> <ul style="list-style-type: none"> - Beneficiaries: individuals subject to the reward regime as prescribed by the Board of Directors. - Forms of rewards: <ul style="list-style-type: none"> + In cash; + In shares under an optional scheme. ... 	<p>system. Rewards shall be granted based on performance evaluations in accordance with these Regulations.</p> <ol style="list-style-type: none"> 2. Beneficiaries: individuals subject to the reward regime as prescribed by the Board of Directors. 3. Forms of rewards: <ol style="list-style-type: none"> a) In cash; b) In shares under an optional scheme (<i>if any</i>). ... 	<p>that rewards are granted in the form of shares under an optional scheme, the issuance of bonus shares to employees must comply with the conditions and procedures set forth in Articles 64 and 69 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing guidance on the Law on Securities.</p>
19	<p>Article 44. Material Transactions of the Group</p> <p>44.1. Definition</p> <ul style="list-style-type: none"> - A transaction (or multiple interrelated transactions), which does not fall within the scope of transactions regularly conducted in the ordinary course of business of the Group, shall be deemed “material” if it meets the following criteria and conditions in terms of nature and value: <ul style="list-style-type: none"> + Nature of the transaction: <ul style="list-style-type: none"> • Transactions directly or indirectly related to the purchase or sale of assets of the Group or its subsidiaries; • Borrowing, provision of guarantees, or indemnification; • Purchase or sale of shares in another company; 	<p>Article 44. Material Transactions of the Group</p> <p>1. Definition</p> <ol style="list-style-type: none"> a) A transaction (or multiple interrelated transactions), which does not fall within the scope of transactions regularly conducted in the ordinary course of business of the Group, shall be deemed “material” if it meets the following criteria and conditions in terms of nature and value: <ul style="list-style-type: none"> - Nature of the transaction: <ul style="list-style-type: none"> + Transactions directly or indirectly related to the purchase or sale of assets of the Group or its subsidiaries; + Borrowing, provision of guarantees, or indemnification; + Purchase or sale of shares in another company; 	<p>Pursuant to Point h, Clause 2, Article 36 of the Charter, the Board of Directors is authorized to “approve contracts for purchase, sale, borrowing, lending, and other contracts with a value equal to or greater than 10% (ten percent) of the total asset value recorded in the latest financial statements of the Group.”</p> <p>Pursuant to Articles 138 and 153 of the Law on Enterprises, the authority of the General Meeting of Shareholders and the</p>

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	<ul style="list-style-type: none"> • Appointment or dismissal of individuals/entities authorized by the Group to act as its commercial representatives or legal counsel; • Other transactions as prescribed by regulations. <p>+ Transaction value: A transaction shall be deemed material if its value exceeds 2% of the owner's equity as determined in the latest audited financial statements of the Group. For each specific type of transaction, the Board of Directors may, by written decision, determine a different value threshold.</p> <p>- Approval authority shall be in accordance with the provisions of the Charter. The competent approving authority may delegate authority in writing to a subordinate level for certain transactions.</p> <p>- Interrelated transactions: Whether interrelated transactions are deemed a single extraordinary transaction shall be assessed based on the following factors:</p> <ul style="list-style-type: none"> + The objective of the transactions; + The context and conditions of the transactions; + The time at which the Group establishes its relationship with the transaction counterparty. 	<p>+ Appointment or dismissal of individuals/entities authorized by the Group to act as its commercial representatives or legal counsel;</p> <p>+ Other transactions as prescribed by regulations.</p> <p><i>- Transaction value: A transaction shall be deemed material if its value is equal to or greater than 10% (ten percent) of the total asset value as recorded in the latest financial statements of the Group. For each specific nature of transaction, the Board of Directors may, by written decision, determine a different value threshold.</i></p> <p>b) Approval authority shall be in accordance with the provisions of the Charter. The competent approving authority may delegate authority in writing to a subordinate level for certain transactions.</p> <p>c) Interrelated transactions: Whether interrelated transactions are deemed a single extraordinary transaction shall be assessed based on the following factors:</p> <ul style="list-style-type: none"> - The objective of the transactions; - The context and conditions of the transactions; - The time at which the Group establishes its relationship with the transaction counterparty. 	<p>Board of Directors is defined using the term "total asset value."</p> <p>According to Point b, Clause 2, Article 15 of Circular No. 96/2020/TT-BTC, the following is stipulated::</p> <p>2. A listed share-issuing organization or a large-scale public company must disclose extraordinary information within 24 hours from the occurrence of any of the following events:</p> <p><i>b) A decision on capital contribution to an entity or project, borrowing, lending, or other transactions with a value of 10% or more of the company's total assets as recorded in the latest audited annual financial statements or the latest reviewed semi-annual financial statements (based on consolidated financial statements if the public company is a parent</i></p>

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			<i>company).</i>