

**DAKLAK RUBBER INVESTMENT  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness**

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No.:

*DakLak, July 02, 2026*

*Re: Information Disclosure regarding the Charter  
on Organization and Operation of Daklak Rubber  
Investment Joint Stock Company*

**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION PORTAL OF  
THE STATE SECURITIES COMMISSION AND THE STOCK EXCHANGE**

**To: - The State Securities Commission of Viet Nam  
- Hanoi Stock Exchange**

Name of company: **DAKLAK RUBBER INVESTMENT JOINT STOCK COMPANY (DRI)**

Address: 59 Cao Thang str, Tan An Ward, Dak Lak Province

Telephone: 0084-262-3867676 Fax: 0084-262-3865303

Website: [www.dri.com.vn](http://www.dri.com.vn) Email: [dri@dri.com.vn](mailto:dri@dri.com.vn)

Stock symbol at Ha Noi stock exchange: DRI

Submitted by: **Mrs Nguyen Thi Hai**

Position: Corporate governance officer – Authorized person for information disclosure

Telephone: 0084-262-3867676

Information disclosure type:

24 hours   72 hours   Upon request   Extraordinary   Periodical

**Contents of information disclosure:**

Daklak Rubber Investment Joint Stock Company hereby discloses Board Resolution No. 59/QĐ-HĐQT dated July 01, 2026 on the issuance of the Charter of Daklak Rubber Investment Joint Stock Company.

This information was also published on the website of Daklak Rubber Investment Joint Stock Company on July 02, 2026, and is available at: <http://www.dri.com.vn> under the Investor Relations / Internal Documents section.

We hereby certify that the disclosed information is true and accurate, and we take full legal responsibility for the contents of the disclosed information.

Respectfully announced./.

**Attachments:**

- Decision No. 59/QĐ-BOD;
- Charter on Organization and Operation.

**AUTHORIZED PERSON FOR  
INFORMATION DISCLOSURE**

**Nguyen Thi Hai**

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No.:

*Dak Lak, date month year 2026*

**DECISION**

***“Regarding the issuance of the Charter of Dak Lak Rubber Investment Joint Stock Company”***

**BOARD OF DIRECTORS**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the amendments and supplements to the Enterprise Law No. 59/2020/QH14;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and the amendments and supplements to the Securities Law No. 54/2019/QH14;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, regulating the implementation of several articles of the Securities Law;
- Pursuant to Resolution No. 01/NQ-CT dated June 16, 2026, of the Annual General Meeting of Shareholders regarding approving several issues within the authority of the General Meeting of Shareholders.

**DECISION**

**Article 1:** Issued together with this Decision is the Charter of Dak Lak Rubber Investment Joint Stock Company.

**Article 2:** Members of the Board of Directors, the Supervisory Board, the General Director of DRI, company departments, subsidiaries, and the capital representatives of DRI at other enterprises shall be responsible for the implementation of this decision.

**Article 3:** This decision takes effect from the signing date and replaces Decision No. 23/QĐ-CT dated April 15, 2021, on the Issuance of the Charter of Dak Lak Investment Joint Stock Company and any decisions regarding the amendment of several articles of the Charter issued under this decision.

**Recipient:**

- *As in Article 2;*
- *Information Disclosure;*
- *Save VT.*

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

**NGUYEN MINH**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness.**

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**DRI**

**CHARTER OF ORGANIZATION AND OPERATION**  
**DAK LAK RUBBER INVESTMENT JOINT STOCK COMPANY**

**DAK LAK, MONTH    YEAR 2026**

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**INTRODUCTION**

This charter is adopted pursuant to the decision of the Annual General Meeting of Shareholders held on ... day ... month ... year 2026

**CHAPTER I**

**DEFINITIONS OF TERMS USED IN THE CHARTER**

**Article 1. Interpretation of Terms**

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

Charter Capital means the total par value of shares that have been sold or registered for subscription upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charter.

Voting Capital means share capital under which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders.

Law on Enterprises means Law No. 59/2020/QH14 on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any laws amending and supplementing certain provisions thereof.

Law on Securities means Law No. 54/2019/QH14 on Securities adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any laws amending and supplementing certain provisions thereof.

Viet Nam means the Socialist Republic of Viet Nam.

Date of Establishment means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or any equivalent legal document).

Executive Officer means the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors.

Company Manager means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions appointed by the Board of Directors.

Non-Executive Member of the Board of Directors (hereinafter referred to as a “Non-Executive Member”) means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or any other executive appointed by the Board of Directors.

Related Person means an individual or organization having a relationship as prescribed in Clause 46, Article 4 of the Law on Securities, specifically:

- 
- a) An enterprise and its internal persons; a public fund, a public securities investment company, and the internal persons of such public fund or public securities investment company;
  - b) An enterprise and any organization or individual owning more than ten percent (10%) of the voting shares or contributed capital of such enterprise;
  - c) Organizations and individuals who directly or indirectly control, are controlled by, or are under common control with another organization or individual;
  - d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, children-in-law, siblings, brothers-in-law, sisters-in-law;
  - e) A securities investment fund management company and the securities investment funds or securities investment companies managed by such fund management company;
  - f) Contractual relationships in which one organization or individual acts as the representative of another organization or individual;
  - g) Other organizations and individuals considered related persons under the Law on Enterprises.

Business Secrets / Trade Secrets mean information that the Company does not publicly disclose because it constitutes a competitive advantage over competitors. Such secrets include formulas, manufacturing processes, customer lists, technical know-how, business plans, and similar information.

Beneficial Owner of a Legal Entity (hereinafter referred to as the “Beneficial Owner”) means an individual who ultimately owns or exercises control over the charter capital of an enterprise, except for representatives of state ownership in enterprises wholly owned by the State and representatives of state capital in joint-stock companies or multi-member limited liability companies as prescribed by laws governing the management and investment of state capital in enterprises.

2. References in this Charter to any legal provisions or documents shall include any amendments, supplements, or replacement documents thereto.

3. The headings of Chapters and Articles in this Charter are included solely for convenience of reference and shall not affect the interpretation or substance of this Charter.

## **CHAPTER II.**

### **NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

**Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company**

1. Company Name

- Vietnamese Name: CÔNG TY CỔ PHẦN ĐẦU TƯ CAO SU ĐẮK LẮK
- English Name: DAKLAK RUBBER INVESTMENT JOINT STOCK COMPANY
- Abbreviated Name: DRI

2. The Company is a joint-stock company having legal entity status in accordance with the prevailing laws of Viet Nam.

3. Registered Head Office of the Company

- Head Office Address: 59 Cao Thang Street, Tan An Ward, Dak Lak Province, Viet Nam
- Telephone: (+84) 262 3867676
- Fax: (+84) 262 3865303
- Email: dri@dri.com.vn
- Website: www.dri.com.vn
- Subsidiaries:

(1) DAKLAK RUBBER CO., LTD (DAKLAORUCO)

Address: Tha Luong Village, Paske District, Champasak Province, Lao People's Democratic Republic.

Business sector: Cultivation, care, harvesting, processing, and consumption of natural rubber and other industrial crops, forest trees, and short/long-term agricultural crops.

Equity ratio: 100%

(2) DRI HIGH-TECH AGRICULTURE COMPANY LIMITED

Address: 59 Cao Thang, Tan An Ward, Dak Lak Province

Business sector: Cultivation, care, harvesting, preliminary processing, and purchasing of high-quality bananas and other fruit trees such as jackfruit, durian, and avocado for sales to supermarkets, retail chains, and export;

Equity ratio: 83.87%

- Operational area: throughout Vietnam and outside of Vietnam.

The company may change its headquarters or establish subsidiaries such as branches, representative offices, stores, etc., within the country and abroad according to the decision of the Board of Directors and after registration with the business registration authority as prescribed by law.

4. The company may establish branches and representative offices at its business locations to achieve the operational objectives of the Company in accordance with the decisions of the General Meeting of Shareholders; the Board of Directors, and within the scope allowed by law.

5. Unless the operation is terminated early in accordance with Clause 2 of Article 62 of these Articles of Association or extended according to Article 64 of these Articles of Association, the duration of the Company's operation is indefinite from the date of establishment.

**Article 3. The legal representative of the Company**

1. The Company has 01 legal representative, who is the Chairman of the Board of Directors.

2. The legal representative of the Company must reside in Vietnam; In case of absence for more than 30 days in Vietnam, they must authorize another person in writing to perform the rights and duties of the legal representative of the Company. In case the authorization expires, it shall be implemented according to Clause 4, Article 12 of the Law on Enterprises 2020. The standards and conditions for the authorized legal representative of the Company are in accordance with current legal regulations.

3. The legal representative represents the enterprise to perform the rights and obligations arising from the enterprise's transactions, representing the enterprise as a plaintiff, defendant, or party with related rights and obligations before Arbitration, the Court, and other rights and obligations as prescribed by law.

4. The legal representative of the enterprise has the following responsibilities:

To perform the assigned rights and obligations honestly, cautiously, and in the best manner to ensure the legitimate interests of the enterprise;

To be loyal to the interests of the enterprise; not to use the information, secrets, and business opportunities of the enterprise, not to abuse their position, official capacity, and use the assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;

To notify the enterprise promptly, fully, and accurately about the person's related representatives and their related individuals owning or holding major shares or capital contributions in other enterprises.

5. The legal representative of the enterprise is personally responsible under the law for any damages to the enterprise due to violations of the responsibilities specified in Clause 4 of this Article.

**CHAPTER III.  
OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES  
OF THE COMPANY**

**Article 4. The operational objectives of the Company**

1. The fields of business of the Company are: Investment in planting, caring for, and harvesting rubber trees, coffee trees, fruit trees, other agricultural crops, and post-harvest services. Investment in managing projects related to agricultural development, technical infrastructure, roads, irrigation, exploitation, processing of rubber wood, plantation timber, and products from rubber wood liquidation, from plantation timber, and other agricultural by-products, as well as consumer goods supply services. Exploitation and processing of peat mines, and production and trading of fertilizers. Intermediary service activities for freight transport; intermediary service activities for business support services not classified elsewhere (except for financial intermediaries); packaging services.

Details of the registered sectors are as follows:

Index No.	Registered fields of investment and business	Industry code	Maximum SHNN Rate	Notes
1	Rubber tree planting	0125	100%	Main occupation (Planting, tapping, preliminary processing)
2	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan) and live animals  <i>Details: Wholesale of raw rubber; Wholesale of rubber seedlings and other industrial crops</i>  Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors	4620	50%	
3	Wholesale of machinery, equipment, and other machine parts  <i>Details: Wholesale of machinery and equipment for rubber production, processing, and agriculture</i>  Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP -	4659	50%	

	Business lines not yet open to market access for foreign investors			
4	<p>Agents, brokers, auctioning of goods</p> <p><i>Details: Trade brokerage</i></p> <p>Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors</p>	4610	50%	
5	<p>Intermediary service activities for freight transportation</p> <p>Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors</p>	5231	50%	
6	<p>Intermediary service activities for business support services not classified elsewhere (excluding financial intermediaries)</p> <p>Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors</p>	8240	100%	
7	Packaging services	8292	70%	
8	<p>Timber extraction</p> <p><i>Details: Extraction of liquidation rubber wood, plantation forest wood</i></p> <p>Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign</p>	0220	50%	

	investors			
9	Sawing, cutting, planing, and wood preservation	1610	100%	
10	Manufacturing of plywood, veneer, particleboard and other veneers	1621	100%	
11	Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials	1629	100%	
12	Wholesale of materials and other equipment for installation in construction <i>Detail: Wholesale of timber and processed wood</i> Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors	4673	50%	
13	Extraction and collection of peat	0892	50%	
14	Production of fertilizers and nitrogen compounds <i>Detail: Production of fertilizers</i>	2012	100%	
15	Forestry planting, forest maintenance, and breeding of forestry seedlings <i>Detail: Forestry planting and maintenance of hardwood trees</i>	0210	50%	
16	Coffee planting	0126	100%	
17	Wholesale of food <i>Detail: Wholesale of coffee</i>	4632	50%	
18	Fruit tree planting <i>Details: Growing other fruit trees</i>	0121	100%	
19	Post-harvest service activities	0163	51%	
20	Wholesale of other specialized	4679	50%	

	<p>goods not classified elsewhere</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> <li>- Wholesale of fertilizers, plant protection products, industrial and agricultural chemicals (excluding state-prohibited chemicals), and agricultural supplies.</li> <li>- Wholesale of rubber (finished product)</li> </ul> <p>Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors</p>			
21	<p>Business management consulting activities and other management consulting activities</p> <p><i>Details: Consulting management for projects related to agricultural development, technical infrastructure, transport roads, and irrigation works</i></p>	7020	50%	
22	<p>Wholesale of fabrics, ready-made garments, shoes</p> <p><i>Details:</i></p> <p><i>"Wholesale of shoes, sandals, labor protective equipment, and ready-made garments"</i></p>	4641	50%	
23	<p>Real estate business, land use rights belong to the owner, user, or lessee</p> <p><i>"Commitment not to engage in: 'Investment in the construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights associated with such infrastructure.'"</i></p>	6810	50%	

24	Mining of stones, sand, gravel, and clay <i>Details: Mining stones, sand, and gravel as building materials</i>	0810	50%	
25	Wholesale of automobiles and other motor vehicles <i>Details: - Wholesale of passenger cars and other motor vehicles</i>	4661	50%	
26	Retail of food Do not conduct activities specified in Section A, Appendix I, Decree No. 96/2026/ND-CP - Business lines not yet open to market access for foreign investors	4722	50%	

*(According to Decision No. 36/2025/QĐ-TTg of the Prime Minister: Issuing the Vietnam Economic Sector System)*

2. The company's operational goal is: To maximize profits for shareholders and investors. To develop a sustainable business, contributing to socio-economic development in the project areas in which the company invests.

#### **Article 5. The scope of business and activities of the Company**

1. The company is allowed to conduct business activities in the sectors specified in this charter that have been registered, notify changes in the registration contents to the business registration authority, and have been published on the national business registration portal, in accordance with current legal regulations and implementing appropriate measures to achieve the company's objectives.

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

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## **CHAPTER IV**

### **CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares, founding shareholders**

1. The charter capital of the company is 732,000,000,000 VND (seven hundred thirty-two billion Vietnam Dong).

The total charter capital of the company is divided into 73,200,000 shares with a par value of 10,000 VND/share.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the company on the date of approval of this charter are ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this charter.

4. The company may issue other types of preferential shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.

5. The list of founding shareholders is attached as Appendix 01. Currently, the restrictions on the shares of the founding shareholders have expired.

6. Common shares must be prioritized for offering to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to purchase will be determined by the Board of Directors of the Company. The Board of Directors may allocate those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise;

7. The Company may buy back shares that it has issued in ways prescribed in these Articles and current laws. Shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents, and the provisions of these Articles.

8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with legal regulations.

9. The maximum foreign ownership ratio at DRI is 50%

#### **Article 7. Stock Certificates**

1. Shareholders of the Company are granted stock certificates corresponding to the number and type of shares owned.

2. Shares are a type of security that confirms the rights and legal interests of the owner in a part of the capital stock of the issuing organization. Shares must

contain all the contents as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 15 days from the date of submitting a complete application for the transfer of ownership of shares according to the Company's regulations, or from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or another deadline as specified in the issuance terms), the owner of the shares will be granted stock certificates. Shareholders are not required to pay the Company for the cost of printing stock certificates.

4. In case a stock certificate is lost, damaged, or destroyed in another form, shareholders may request the Company to reissue the shares. The request must include the following information:

Information about the shares that have been lost, damaged, or destroyed in another form;

We commit to being responsible for any disputes arising from the reissuance of new shares.

#### **Article 8. Other Securities Certificates**

The bond certificates or other securities certificates of the Company issued must bear the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated in this charter or by law. Listed shares registered for trading on the stock exchange shall be transferred according to the laws governing securities and the stock market.

2. Shares that have not been fully paid for may not be transferred nor enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase capital from equity, the right to purchase newly issued shares, and other benefits as stipulated by law.

#### **Article 10. Withdrawal of Shares (in the case of business registration)**

1. In the event that a shareholder does not make full and timely payment of the amount due for share purchase, the Board of Directors will notify and have the right to request that the shareholder make the remaining payment and be liable in proportion to the total par value of the shares registered for purchase in relation to the financial obligations of the Company arising from the failure to make full payment.

2. The above payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and must clearly state that failure to make payment as required will result in the unfulfilled shares being withdrawn.

3. The Board of Directors has the right to withdraw any unpaid shares if the requirements in the above notice are not fulfilled.

The revoked shares are considered as the shares that are entitled to be offered for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The

Board of Directors may sell or authorize the sale and redistribution directly under conditions and methods deemed appropriate by the Board of Directors.

5. Shareholders holding shares subject to revocation must forfeit their shareholder status for those shares, but remain liable for the corresponding obligations related to the total registered value of shares purchased concerning the Company's financial obligations arising at the time of revocation as per the decision of the Board of Directors, from the date of revocation until the date of payment. The Board of Directors has full authority to decide on the enforcement of the total value of the shares at the time of revocation.

6. The notice of revocation must be sent to the holders of the revoked shares prior to the revocation date. The revocation remains effective even in cases of errors or negligence in sending the notice.

## **CHAPTER V ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

### **Article 11. Organizational structure, governance, and control**

The organizational structure for management, governance, and control of the Company as outlined in item a, clause 1, Article 137 of the 2020 Enterprise Law, includes:

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

## **CHAPTER VI SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Shareholders are the owners of the Company, with rights and obligations corresponding to the number and type of shares they hold. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital they have contributed to the Company.

2. Ordinary shareholders have the following rights:

a) To participate in and speak at the meetings of the General Meeting of Shareholders and exercise their voting rights directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or in

other forms as prescribed by the Company's charter. Each ordinary share has one voting right;

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

c) To have priority in purchasing new shares corresponding to the ratio of ordinary shares they own;

d) To freely transfer their shares to others, except in cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other regulations of relevant laws;

đ) To review, lookup, and extract information about their names and contact addresses in the list of shareholders with voting rights; to request corrections of inaccurate information about themselves;

e) Consider, look up, extract, or copy the Company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

f) When the company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the shareholding ratio in the Company;

g) To request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;

h) To be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company has preferential shares, the rights and obligations associated with preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

i) To have full access to periodic information and extraordinary information disclosed by the Company according to the Law;

l) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions made by the General Meeting of Shareholders or the Board of Directors as provided in the Enterprise Law;

m) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115, and Article 140 of the Enterprise Law;

b) To review, consult, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports from the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents except those related to the Company's trade secrets and business confidentiality;

c) To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. Such request must be in writing; it must include the name, contact address, nationality, ID card, citizen ID, passport, or other legal personal identification for individual shareholders; for institutional shareholders, the name, enterprise registration number or establishment decision number, head office address; the number of shares and the time of share registration for each shareholder, total shares of the group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) Propose matters to be included in the agenda of the General Meeting of Shareholders as stipulated in Clause 4, Article 18 of these Regulations. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issue proposed to be included in the meeting agenda;

e) Other rights as prescribed by law and these Regulations.

4. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares or having the right to nominate members to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate members to the Board of Directors and the Supervisory Board must notify the other shareholders about the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or several candidates as decided by the General Meeting of Shareholders for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholders or groups of shareholders is less 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.

### **Article 13. Obligations of shareholders**

13.1. Ordinary shareholders have the following obligations:

1. Provide accurate addresses when registering to purchase shares. Pay in full and on time for the number of shares committed to purchase.

2. Shall not withdraw contributed capital in the form of ordinary shares from the Company under any circumstances, except in cases where the company and others buy back the shares. In cases where any shareholder withdraws part or all of the contributed equity against the provisions of this clause, that shareholder and any interested parties in the company shall be jointly responsible for the Company's debts and other obligations up to the value of the withdrawn shares and any damages incurred.

3. Comply with the company's charter and the internal regulations of the Company;

4. Complying with the resolutions and decisions of the General Assembly of Shareholders and the Board of Directors.

5. Ensure the confidentiality of the information provided by the Company in accordance with the Company's regulations and laws; only use the information provided to perform and protect your own legal rights and interests; strictly prohibit the dissemination or copying of the information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:

a. Attend and vote/elect directly at the meeting;

b. Delegate another individual or organization to attend and vote/elect at the meeting;

c. Attend and vote/elect through online meetings, electronic voting, or other electronic forms;

d. Send voting/election ballots to the meeting via mail, fax, or email.

7. Personally liable when acting on behalf of the Company in any form to carry out one of the following acts:

a. Violate the law;

b. Engage in business and other transactions for personal gain or to serve the interests of another organization or individual;

c. Pay overdue debts before financial risks to the Company.

d. Take personal responsibility for costs when directly or indirectly participating in a request to convene the General Meeting of Shareholders for inappropriate reasons.

8. Fulfill other obligations as prescribed by current laws.

13.2. Major shareholders have the following obligations:

a) Major shareholders are those who directly or indirectly own 5% or more of the voting shares of the Company;

Organizations or individuals becoming major shareholders of the Company must submit a written report to the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed within five (5) working days from the date of becoming, or ceasing to be, a major shareholder in accordance with Annex VII of Circular 96/2020 dated November 16, 2020, of the Ministry of Finance regarding guidance on information disclosure on the securities market.

b) When there is a change in the number of owned shares exceeding 1% of the number of voting shares, the major shareholder must submit a modified or supplemented report to the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed/registered for trading

within five (5) working days from the date of such change in accordance with Annex VIII of Circular 96/2020 dated November 16, 2020, of the Ministry of Finance regarding guidance on information disclosure on the securities market.

c) The provisions in Points a and b above also apply to Related Persons owning 5% or more of the voting shares of the Company.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (4) months from the end of the financial year. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not exceeding 6 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined by the chairperson and must be located within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on issues as stipulated by law and the Company's Charter, particularly approving the audited annual financial statements. In cases where the audit report of the Company's annual financial statements contains significant exceptions, contradictory audit opinions, or refusals, the Company must invite the representative of the approved audit organization to attend the annual General Meeting of Shareholders, and the representative of the approved audit organization above is responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Assembly of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;

c) At the request of shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document can be made in multiple copies and gather sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

d) Other cases as prescribed by law and these Charter.

#### **4. Convening an Extraordinary General Meeting of Shareholders**

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members of the Board

of Directors, independent members of the Board of Directors, or remaining members of the Supervisory Board falls below the requirement specified in point b, Clause 3 of this Article, or upon receiving a request as prescribed in points c and d of Clause 3 of this Article;

b) In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders according to the provisions in Clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board does not convene a meeting of the General Meeting of Shareholders as prescribed in point b, Clause 4 of this Article, the shareholders or group of shareholders specified in point c, Clause 3 of this Article have the right to request a representative of the Company to convene a meeting of the General Meeting of Shareholders as prescribed by the Enterprise Law;

In this case, the shareholders or group of shareholders convening the meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the meeting of the General Meeting of Shareholders will be reimbursed by the Company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The procedure for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

### **Article 15. Rights and obligations of the General Meeting of Shareholders**

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

- a) Approve the development direction of the Company;
- b) Decide the type of shares and the total number of shares of each type to be offered for sale; determine the annual dividend rate for each type of shares;
- c) Elect, relieve, or dismiss members of the Board of Directors and members of the Supervisory Board;
- d) Make decisions on investments or the sale of assets valued at 30% or more of the total value of assets below the balance sheet of the parent Company and the most recently audited consolidated financial statements;
- d) Decide to amend or supplement the company's charter;
- e) Approve the annual financial report;
- g) Decide to buy back more than 10% of the total shares sold of each type;

h) Consider and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;

i) Deciding to reorganize or dissolve the Company;

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

l) Approving the internal governance regulations; the regulations for the operation of the Board of Directors and the Supervisory Board;

m) Approving the list of approved audit firms; deciding on the approved audit firm to conduct the Company's activities audit, dismissing the approved auditor when deemed necessary;

n) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on governance and the operational results of the Board of Directors and each member of the Board of Directors;

d) The report of the Supervisory Board on the Company's business results, the operational results of the Board of Directors, and the General Director;

d) Report on the self-assessment of the performance of the Supervisory Board and its members;

e) The dividend rate for each type of share;

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

h) Electing, relieving, or dismissing members of the Board of Directors and members of the Supervisory Board;

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

k) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the company's activities as deemed necessary;

l) Amending and supplementing the company's Charter;

m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares by founding members within the first 03 years from the date of establishment;

n) Dividing, splitting, merging, consolidating, or converting the company;

o) Restructuring and dissolving (liquidating) the company and appointing a liquidator;

p) Investment decisions or the sale of assets with a value of 30% or more of the total value of lesser-valued assets on the Company's separate financial statements and the most recently audited consolidated financial statements;

q) Decide to repurchase over 10% of the total shares sold of each type;

r) Approve contracts and transactions with the entities specified in Clause 1 and Clause 3, Article 167 of the Enterprise Law with a value equal to or greater than 10% of the total value of assets less than that on the separate financial statements of the Parent Company and the most recently audited consolidated financial statements;

s) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

t) Approve the internal regulations on corporate governance, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;

u) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of corporate shareholders, may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms provided in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders in accordance with Clause 1 of this Article must be made in writing. The authorization document must be prepared according to the regulations of civil law and must clearly state the name of the authorizing shareholder, the name of the individual or organization being authorized, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In the case of re-authorization, the attendee must also present the original authorization document from the shareholder, the representative authorized by the corporate shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of authorization remains valid in any of the following cases:

a) The authorizer has died, has had their civil capacity limited, or has lost their civil capacity;

- b) The authorizer has revoked the authorization;
- c) The authorizer has revoked the authority of the person executing the authorization.

This clause does not apply in cases where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change of rights**

1. The change or revocation of special rights attached to a class of preferred shares takes effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. The resolution of the General Meeting of Shareholders regarding changes that adversely affect the rights and obligations of shareholders holding preferred shares can only be passed if it is approved by shareholders of the same class of preferred shares representing 75% or more of the total issued preferred shares or by shareholders of the same class representing 75% or more of the total issued preferred shares in the case of passing a resolution in writing.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes to rights is only valid when at least 02 shareholders (or their authorized representatives) hold at least 1/3 of the par value of the issued shares of that class. If the required number of delegates as stated above is not present, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to constitute the required number of delegates. At meetings of shareholders holding the aforementioned preferred shares, those holding that class of shares present in person or through representatives may request a secret ballot. Shares of the same class have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated in the share issuance provisions, the special rights attached to preferred shares regarding some or all issues related to the distribution of profits or assets of the Company shall not change when the Company issues additional shares of the same class.

#### **Article 18. Convening meetings, meeting agendas, and notifications of the General Meeting of Shareholders**

1. The Board of Directors convenes the Annual General Meeting of Shareholders and extraordinary meetings. The Board of Directors convenes the extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting must be established (finalized) at least 10 days before the date of sending the notice to convene the General Meeting of Shareholders. The company must announce information about the establishment of the list of shareholders entitled to attend the General Meeting at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare materials for the meeting;

d) Draft resolutions for the General Meeting of Shareholders based on the proposed agenda of the meeting;

đ) Determine the time and location of the meeting;

e) Notify and send the notice of the General Meeting to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The notice of the General Meeting must be sent to all shareholders by a method to ensure delivery to the shareholders' contact address (via mail and/or electronic means), and it must also be published on the company's electronic information page and on the State Securities Commission and the Stock Exchange where the company's shares are listed or registered for trading. The convener of the General Meeting must send the notice to all shareholders on the list entitled to attend no later than 21 days before the opening date of the meeting (counting from the date the notice is validly sent or dispatched). The agenda of the General Meeting and related documents for the matters to be voted on at the meeting must be sent to the shareholders and/or posted on the company's electronic information page. In case the documents are not sent along with the notice of the General Meeting, the notice must specify the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

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

c) Voting ballots;

d) Draft resolutions for each issue on the meeting agenda.

e) Sample authorization form for representatives.

4. Shareholders or groups of shareholders as specified in Clause 3, Article 12 of these Regulations have the right to propose issues to be included in the agenda of the General Shareholders' Meeting. Proposals must be made in writing and submitted to the Company no later than 03 working days before the meeting commencement date. Proposals must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, and the issues proposed for inclusion in the agenda.

5. In case the convener of the General Shareholders' Meeting rejects the proposal specified in Clause 4 of this Article, a written response must be provided no later than 02 working days before the General Shareholders' Meeting commencement date, stating the reasons. The convener can only refuse the proposal specified in Clause 4 of this Article if it falls under one of the following circumstances:

- a) The proposal was submitted not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares as stipulated in Clause 3, Article 12 of these Regulations;
- c) The proposed issue does not fall within the jurisdiction of the General Shareholders' Meeting;
- d) Other cases as prescribed by law and these regulations.

6. The convener of the shareholders' general meeting must accept and incorporate the proposals specified in Clause 4 of this Article into the proposed agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the shareholders' general meeting.

#### **Article 19. Conditions for conducting the shareholders' general meeting**

1. The shareholders' general meeting (including online, in-person, or a combination of both) is conducted when there are shareholders present representing over 50% of the total voting shares.

2. If the first meeting does not meet the conditions for conducting according to the provisions in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the date the first meeting was scheduled. The second shareholders' general meeting is held when the number of shareholders present represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for conducting according to the provisions in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date the second meeting was scheduled. The third shareholders' general meeting is held regardless of the total voting shares of the participating shareholders.

#### **Article 20. Procedures for conducting meetings and voting at the shareholders' general meeting**

1. Depending on the actual conditions, the Company may organize the shareholders' general meeting in direct, online, or a combination of both formats.

2. Before opening the meeting, depending on the format of the shareholders' general meeting, the Company must carry out the registration procedures for shareholders and must continue the registration until all eligible shareholders are registered according to the following sequence:

a) When conducting the registration of shareholders, the Company issues a voting card to each shareholder or authorized representative with voting rights, indicating the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder. The shareholders' general meeting discusses and votes on each issue in the agenda. The voting contents are shown on the Voting Card along with boxes for approval, disapproval, and abstaining for each voting item, allowing shareholders to exercise their rights. The vote counting is conducted using voting software or through an electronic voting system and the results are announced at the shareholders' general meeting after the vote counting results are available and before the meeting adjourns. The shareholders' general meeting elects the personnel responsible for counting votes or overseeing the counting based on the proposal of the Chair. The number of members of the vote counting committee is decided by the shareholders' general meeting based on the Chair's proposal;

b) Shareholders or authorized representatives of shareholders that are organizations or individuals who log in after the meeting has been opened have the right to register immediately and then participate and vote in the shareholders' general meeting or vote through the electronic voting system right after registration. The Chair is not responsible for pausing the meeting to allow late shareholders to register, and the validity of the contents already voted on does not change.

3. The election of the chairperson, secretary, and ballot inspection committee is stipulated as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or delegate another member of the Board to act as the chairperson for the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board shall elect one of themselves as the chairperson of the meeting by majority vote. If no chairperson can be elected, the Head of the Executive Supervisory Board shall allow the General Meeting of Shareholders to elect a chairperson from among those present, with the highest vote count serving as the chairperson of the meeting;

b) Except for the cases stipulated in point a of this clause, the person who signs the notice for convening the General Meeting of Shareholders shall lead the meeting to elect a chairperson from among those present, with the highest vote count serving as the chairperson of the meeting;

c) The chairperson shall appoint one or more people as secretaries for the meeting;

d) The General Meeting of Shareholders shall elect one or more individuals to the ballot inspection committee upon the chairperson's proposal.

4. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly define and detail the time allocated for each item in the meeting content.

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

- a) Arrange seating at the venue for the General Meeting of Shareholders;
- b) Ensure safety for all individuals present at the meeting venues;
- c) Facilitate participation for shareholders in the meeting (or continuing participation). The person convening the General Meeting of Shareholders has the full authority to change the aforementioned measures and apply all necessary actions. The measures taken may include issuing entry passes or using other forms of selection.

The General Assembly of Shareholders discusses and votes on each issue in the agenda. Voting is conducted through a process of approval, disapproval, or abstention. The results of the voting are announced by the chairperson immediately before the meeting is adjourned.

7. Shareholders or authorized persons attending the meeting after it has begun or logging into the participation link after the meeting has commenced may still register and have the right to vote immediately upon registration; in this case, the validity of the contents that have been voted on prior does not change.

8. The convocator or chairperson of the General Meeting of Shareholders has the following rights:

- a) To require all participants to submit to checks or other legitimate, reasonable security measures;
- b) To request the competent authorities to maintain order at the meeting; to expel those who do not comply with the chairperson's authority, intentionally disrupt the order, impede the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders.

9. The chairperson has the right to postpone the General Meeting of Shareholders that has enough registered participants for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change its location in the following cases:

- a) The meeting venue lacks adequate seating for all participants;
- b) The communication facilities at the meeting location do not ensure shareholders can participate, discuss, and vote;
- c) There are participants who disrupt the order, posing a risk of preventing the meeting from being conducted fairly and legally.

10. In the event that the chairperson postpones or temporarily suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall have legal effect.

11. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders participate and vote via electronic voting or other electronic forms as stipulated in Article 144 of the Company Law and Clause 3 of Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Securities Law.

### **Article 21. Conditions for the approval of the General Meeting of Shareholders' Resolution**

1. Resolutions on the following contents are approved if they receive the votes of shareholders representing 65% or more of the total voting shares of all participating shareholders at the meeting, except in cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) Types of shares and total number of shares of each type;
- b) Changes in the industries, trades, and fields of business;
- c) Changes in the organizational structure of the Company;
- d) Investment projects or sales of assets valued at 30% or more of the total asset value stated in the Company's most recent financial report, except where the Company's Charter specifies a different ratio or value;
- đ) Reorganization or dissolution of the Company;

2. Resolutions are approved when they receive votes from shareholders owning more than 50% of the total voting shares of all participating shareholders at the meeting, except in cases stipulated in Clause 1 of this Article and Clauses 4 and 6 of Article 148 of the Enterprise Law.

3. The election of members of the Board of Directors and the Supervisory Board must be conducted according to the regulations in Clause 3 of Article 148 of the Enterprise Law.

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and approving that resolution violate the provisions of the Enterprise Law and the Company's Charter.

### **Article 22. Authority and Procedure for Obtaining Shareholder Opinions in Writing to Approve Decisions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out according to the following provisions:

1. The Board of Directors has the right to obtain shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems necessary for the benefit of the Company, including some contents stipulated in Clause 2, Article 147 of the Enterprise Law, specifically as follows:

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- a. Amendments and supplements to the company's charter;
  - b. Direction for the company's development;
  - c. Types of shares and total number of shares of each type;
  - d. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
  - e. Approval of the annual financial statements.

2. The Board of Directors must prepare the opinion polling form, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion polling form. The solicitation of shareholder opinions in writing, sending the opinion polling forms, and receiving the completed opinion polling forms from shareholders to pass the decision of the General Meeting of Shareholders may be carried out through mail/fax/e-mail or other electronic forms or a combination of forms as decided by the Board of Directors. The requirements and methods for sending the opinion polling forms and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this charter.

3. The opinion polling form must include the following main contents:

- a) Name, address of the head office, enterprise registration number;
- b) Purpose of soliciting opinions;
- c) Name, contact address, nationality, legal document number of individuals for individual shareholders; name, business registration number, or legal document number of organizations, and the address of the head office for organizational shareholders, or the name, contact address, nationality, legal document number of individuals for representatives of organizational shareholders; number of shares of each type and the voting rights of shareholders;
- d) The issues to be consulted to pass a decision;
- d) Voting options including approval, disapproval, and no opinion on each issue being consulted;
- e) Deadline for sending the completed opinion form back to the Company;
- g) Name, signature of the Chairman of the Board of Directors.

4. Shareholders may send completed opinion forms to the Company via mail, fax, or email as follows:

a) In the case of mail, the completed opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;

b) In the case of fax or email, the opinion forms sent to the Company must be kept confidential until the vote counting;

c) Opinion forms sent to the Company after the deadline specified in the opinion form or that have been opened in the case of mail and disclosed in the case of fax or email are invalid. Opinion forms that are not sent back will be considered as abstentions from voting.

The Board of Directors shall conduct the vote and prepare the voting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The voting minutes must include the following key contents:

- a) Name, headquarters address, enterprise registration number;
- b) Purpose and issues to be voted on for the resolution;
- c) The number of shareholders with a total number of votes cast, distinguishing between valid and invalid votes, as well as the method of submitting votes, along with an appendix of the list of shareholders participating in the voting;
- d) The total number of votes in favor, against, and abstentions for each issue;
- d) Issues that have been approved and the corresponding approval rate;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

The members of the Board of Directors, the vote counter, and the vote supervisor shall jointly bear responsibility for the honesty and accuracy of the voting minutes; they are also jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The voting minutes and resolutions must be sent to shareholders within 15 days from the end of the voting. The delivery of voting minutes and resolutions may be replaced by posting on the Company's electronic information page within 24 hours from the moment the voting ends.

7. Returned opinion polls, voting minutes, resolutions approved, and related documents sent along with the opinion polls must be stored at the Company's headquarters.

8. A resolution approved in the form of a written opinion poll is valid if shareholders holding over 50% of the total voting rights of all eligible shareholders agree, and it is equivalent to a resolution passed at a General Shareholders' Meeting.

### **Article 23. Resolutions, minutes of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be recorded in the minutes and can be audio recorded or documented and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be prepared in a foreign language, including the main contents as follows:

- a) Name, headquarters address, enterprise registration number;

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- b) Time and place of the General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Name of the chairperson and the secretary;
  - đ) Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue in the agenda;
  - e) Number of shareholders and total number of votes of the shareholders attending the meeting, along with an annex listing the registered shareholders, representatives attending the meeting with the corresponding number of shares and votes;
  - g) Total number of votes on each issue being voted on, clearly stating the voting method, total valid votes, invalid votes, in favor, against, and abstentions; the corresponding ratio of these to the total votes of the shareholders attending the meeting;
  - h) Issues that have been approved and the corresponding voting approval ratio;
  - i) Names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the minutes, this minute will be valid if signed by all other members of the Board of Directors who attended the meeting and includes all the contents as stipulated in this clause. The minutes must state the refusal of the chairperson and secretary to sign the minutes.

The minutes of the general meeting of shareholders must be completed and approved before the meeting ends. The chairperson and the meeting secretary, or others signing the minutes, must be jointly responsible for the authenticity and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In case of any discrepancy in content between the minutes in Vietnamese and those in a foreign language, the content in the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the registered list of shareholders for the meeting with the signature of the shareholders, proxy documents for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation must be stored at the Company's headquarters;

Resolutions, Minutes of the General Meeting of Shareholders, and documents attached to the Minutes and resolutions must be disclosed as required by law on the disclosure of information on the securities market.

**Article 24. Request to annul the decision of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results for opinions from the General Meeting of Shareholders, a shareholder or a group of

shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure for convening the meeting and making decisions of the General Meeting of Shareholders violates the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

## **CHAPTER VII BOARD OF DIRECTORS**

### **Article 25. Nomination of Board of Directors members**

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's electronic information page, so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must pledge to perform their duties honestly, carefully, and in the best interest of the Company if elected as members of the Board of Directors. Information related to Board of Directors candidates to be published includes:

- a) Full name, date, month, year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as stipulated in the Company's Charter;
- g) Public companies must be responsible for disclosing information about companies where the candidates hold positions as board members, other management positions, and interests related to the candidates' companies (if any).

2. Shareholders or shareholder groups holding from 10% to under 20% may nominate a maximum of one (01) candidate; from 20% to under 30% may nominate a maximum of two (02) candidates; from 30% to under 40% may nominate a maximum of three (03) candidates; from 40% to under 50% may nominate a maximum of four (04) candidates; from 50% to under 60% may nominate a maximum of five (05) candidates; from 60% to under 70% may nominate a maximum of six (06) candidates; from 70% to under 80% may

nominate a maximum of seven (07) candidates; and from 80% to under 90% may nominate a maximum of eight (08) candidates.

The sequence and procedures for electing the Board of Directors shall be implemented according to the Company's Voting and Election Regulations.

3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient according to the regulations in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as prescribed by the company's charter, internal governance regulations, and the operational regulation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal provisions.

4. Members of the Board of Directors must meet the standards and conditions as outlined in Clause 1 and Clause 2 of Article 155 of the Enterprise Law and the company's charter.

#### **Article 26. Composition and Term of Members of the Board of Directors**

1. The number of members of the Board of Directors is seven (07) people. The standards and conditions for being a member of the Board of Directors are specified in Clause 1 of Article 155 of the Enterprise Law.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors complete their terms simultaneously, those members shall continue to serve on the Board until new members are elected to replace them and take over their duties.

3. The structure of the Board of Directors is as follows:

The structure of the Board of Directors of the public company must ensure that at least 1/3 of the total number of members are non-executive members. The company limits the number of members of the Board who concurrently hold executive positions to ensure the independence of the Board.

4. A member of the Board of Directors no longer has the status of a Board member in the event of being dismissed by the General Meeting of Shareholders as specified in Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be publicly announced in accordance with the laws on information disclosure in the securities market. The term of additional elected members of the Board of Directors is the remaining period of the term from the date of the resolution as a member of the Board of Directors of the General Meeting of Shareholders.

6. Members of the Board of Directors are not required to be shareholders of the company, do not need to be Vietnamese citizens, and/or may not reside in Vietnam.

7. The resignation, dismissal, removal, and additional election of members of the Board of Directors are detailed in the internal regulations on corporate governance;

Members of the Board of Directors of the Company may not concurrently be members of the Board of Directors of more than 05 other companies.

**Article 27. Powers and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, has full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations that belong to the General Meeting of Shareholders.

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

a) Decide on strategies, mid-term development plans, and annual business plans of the Company;

b) Propose the type of shares and the total number of shares authorized for sale of each type;

c) Decide to sell unsold shares within the number of shares authorized for sale of each type; decide to raise additional capital in other forms;

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

đ) Decide to repurchase no more than 10% of the total number of shares of each type sold within a period of 12 months;

e. Decide the repurchase price of shares. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except in cases stipulated in Clause 3 of Article 133 of the Enterprise Law. For other types of shares, if the company's charter does not stipulate or the Company and related shareholders do not have other agreements, the purchase price shall not be lower than the market price;

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

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

h) Approve contracts for purchasing, selling, borrowing, lending, and other transactions valued at less than 30% of the total value of assets on the parent company's separate financial statements and the latest audited consolidated financial statements, as well as contracts and transactions valued at less than 10% of the total value of assets on the parent company's separate financial statements and the latest audited consolidated financial statements of the Enterprise as prescribed in point d, clause 2, Article 138, clause 1, and clause 3, Article 167 of the Enterprise Law;

i) Elect, dismiss, and relieve the Chairman of the Board of Directors; appoint, dismiss, sign and terminate contracts with the General Director, Deputy

General Directors, Chief Accountant, the person in charge of corporate governance, the representative of DRI's capital at other enterprises, members of the Board of Directors, Members' Council, Supervisory Board at other enterprises, and the chairman of wholly-owned subsidiaries by DRI. Authorize the General Director to plan, sign decisions on appointments, dismissals, commendations, disciplinary actions, transfers, and rotations of heads and deputy heads of departments, Directors, Deputy Directors, Chief Accountants of wholly-owned subsidiaries by DRI. Decide on the salary, bonus, remuneration, and other benefits of the General Director, Deputy General Director, Chief Accountant of the company, the person in charge of corporate governance, the representative of DRI's capital at other enterprises, members of the Board of Directors, Members' Council, Supervisory Board at other enterprises, and the chairman of wholly-owned subsidiaries by DRI;

k) Supervise and direct the General Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure, internal management regulations of the Company, establish subsidiaries, branches, representative offices, and matters related to capital contribution and share purchase of other enterprises;

m) Approve programs and content of documents for the General Shareholders' Meeting, convene the General Shareholders' Meeting, or gather opinions for the General Shareholders' Meeting to pass resolutions;

n) Present the annual audited financial statements to the General Shareholders' Meeting;

o) Propose the dividend payout level; decide on the timeline and procedures for dividend payments or handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decide to issue the Operating Regulations of the Board of Directors, internal governance regulations of the company after approval by the General Shareholders' Meeting; decide on the establishment of the Audit Committee under the Board of Directors and issue the operational regulations of this Audit Committee, as well as regulations on disclosure of information by the company;

s) Rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board's activities as prescribed in Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Securities Law.

#### **Article 28. Remuneration, salary, and other benefits of Board members**

1. The company has the right to pay remuneration and bonuses to the Board members based on business results and effectiveness.

2. Board members are entitled to receive remuneration for their work and bonuses. The work remuneration is calculated based on the number of days required to complete the Board member's duties and the daily remuneration rate. The Board estimates the remuneration for each member based on consensus. The total amount of remuneration and bonuses for the Board is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member is included in the company's business expenses according to corporate income tax laws and is reported as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions or working in the subcommittees of the Board or performing tasks beyond the usual duties of a Board member may be paid additional remuneration in the form of a lump sum for each instance, salary, commission, profit percentage, or in other forms as decided by the Board.

5. Board members are entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred while fulfilling their responsibilities as Board members, including costs incurred while attending the General Meeting of Shareholders, Board meetings, or subcommittee meetings.

6. Board members may be covered by liability insurance purchased by the company after approval from the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law and the company's charter.

#### **Article 29. Chairman of the Board of Directors**

The Chairman of the Board of Directors is elected, relieved, and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors must not simultaneously serve as the General Director.

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

- a) To establish the program and action plan of the Board of Directors;
- b) To prepare the program, contents, and documents for the meeting; to convene, preside over, and act as the chairperson of the Board of Directors meeting;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
- d) To preside over the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Corporate Law and the company's charter.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal notice.

5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to carry out the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person or if the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is undergoing administrative measures at a mandatory rehabilitation center, a mandatory educational institution, escapes from residence, is restricted or loses civil legal capacity, has difficulties in perception, self-control, is prohibited by the Court from holding a position, engaging in a profession or doing certain work, the remaining members shall elect one from among themselves to be the Chairman of the Board of Directors according to the majority consent of the remaining members until a new decision is made by the Board of Directors.

### **Article 30. Meeting of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who has the highest number of votes or the highest voting rate. In the case where there are multiple members with the same highest number of votes or voting rate, the members shall vote by majority principle to select one person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and can hold extraordinary meetings or solicit the opinions of board members when necessary.

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

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

b) At the request of the General Director or at least 05 other management members;

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

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

5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages

incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice at least 03 working days before the meeting date; in case of an emergency, at least 24 hours in advance must be notified. The notice must specify the exact time and location of the meeting, the agenda, and the issues for discussion and decision. The notice must be accompanied by the documents to be used at the meeting and the voting ballot for members.

The notice inviting the Board of Directors meeting can be sent by invitation letter, telephone, fax, electronic means, or other methods, ensuring it reaches the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the convenor shall send a notice inviting the meeting and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but do not have the right to vote.

8. The Board of Directors meeting is conducted when there are at least 3/4 of the total number of members present. If the meeting called under this provision does not have the sufficient number of members as required, it shall be convened a second time within 07 days from the date of the first intended meeting. In this case, the meeting shall proceed if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to participate and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend and vote in accordance with the provisions of paragraph 11 of this Article;
- c) Attend and vote through online conferencing, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;

10. In case of sending voting ballots to the meeting via mail, the ballots must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The ballots can only be opened in the presence of all persons attending the meeting.

11. Members must fully attend all meetings of the Board of Directors and participate in voting when opinions are collected in writing. A member may authorize another person to attend the meeting and vote if approved by the majority of the Board of Directors members.

12. Voting:

a) Except as provided in point b of clause 12 of this Article, each member of the Board of Directors or authorized person according to the regulations in clause 8 of this Article present in person at the Board meeting has one (01) voting ballot;

b) Board members shall not vote on contracts, transactions, or proposals in which they or their related parties have an interest that conflicts or may conflict with the interests of the Company. Board members shall not be counted towards the minimum member quorum needed to hold a Board meeting for decisions on matters they are not entitled to vote on;

c) According to the provisions of point d of clause 12 of this Article, when a matter arises at the meeting related to the interests or voting rights of a Board member who does not voluntarily waive their voting rights, the chairperson's decision is final, unless the nature or scope of the relevant interests of the Board member has not been fully disclosed;

d) A Board member benefiting from a contract as specified in points a and b of clause 6 of Article 49 of this Charter is considered to have a significant interest in that contract;

e) Supervisors have the right to attend Board meetings, have the right to discuss but do not have voting rights.

13. Board members directly or indirectly benefiting from a contract or transaction that has been signed or is being proposed to be signed with the Company and being aware of their interest have the responsibility to disclose this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a Board member is unaware that they and related parties have an interest at the time the contract or transaction is signed, they must disclose the related interests at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

14. Resolutions adopted in the form of written opinions shall be based on the consensus of the majority of voting members of the Board. This resolution is effective and valid as if it were passed at a meeting.

15. The Chairperson of the Board has the responsibility to send the minutes of the Board meeting to the members, and these minutes serve as authentic evidence of the business conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch. The minutes of the Board meeting are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson, the minute taker, and signed by all participating Board members. If any Board member cannot use Vietnamese, the content of the meeting minutes may be translated into English, and that member must sign both the minutes in English and Vietnamese.

16. The General Director, Head of the Supervisory Board, and other managers, as well as experts, may attend meetings by invitation from the Board, participate as observers, provide opinions but do not have voting rights. The time

and procedure for sending meeting invitations to observing members are similar to those for Board members.

The resolutions and decisions of the Board of Directors are adopted if approved by the majority of members present at the meeting; in the event of a tie, the final decision rests with the opinion of the Chairman of the Board of Directors.

### **Article 31. Subcommittees under the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee policies on development, personnel, remuneration, internal audit, and risk management. The number of subcommittee members shall be decided by the Board of Directors, with a minimum of 03 members, including members of the Board of Directors and external members. Independent members of the Board of Directors/board members who do not operate should comprise the majority of the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee are only effective when the majority of members are present and voted on at the subcommittee meeting.

2. The implementation of decisions by the Board of Directors or by subcommittees under the Board of Directors must comply with current legal regulations and the provisions in the company charter, and internal regulations regarding corporate governance.

3. In the case where the Company has yet to establish subcommittees to assist the Board of Directors, specific responsibilities must be assigned to each member of the Board of Directors, including potentially assigning 01 independent member of the Board of Directors to oversee remuneration matters.

### **Article 32. Responsible Person for Corporate Governance**

1. The Board of Directors of the Company must appoint at least 01 person responsible for corporate governance to assist in corporate governance work at the enterprise. The person responsible for corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person responsible for corporate governance must have knowledge of the law and must not simultaneously work for an approved auditing organization that is conducting audits of the Company's financial statements.

3. The Board of Directors may dismiss the person responsible for corporate governance when necessary, but this must not contravene current labor laws. The Board of Directors may appoint an Assistant to the person responsible for corporate governance depending on the circumstances.

4. The person responsible for corporate governance has the following rights and obligations:

- a) To advise the Board of Directors on organizing General Meeting of Shareholders according to regulations and related matters between the Company and shareholders;
- b) Prepare the meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Advise on the procedures for the meetings;
- d) Attend the meetings;
- đ) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- e) Provide financial information, copies of the minutes of the Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as a liaison with stakeholders;
- i) Maintain confidentiality of information in accordance with legal regulations and the company's charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII CEO AND OTHER EXECUTIVES**

### **Article 33. Organizational Structure of Management**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business activities. The Company has a General Director, Vice General Directors, Chief Accountant, and other managerial titles appointed by the Board of Directors;

The appointments, dismissals, and removals of the above positions must be approved by a resolution or decision of the Board of Directors.

### **Article 34. Business Operators**

1. The operators of the Company include the General Director, Vice General Directors, Chief Accountant, and other operators appointed by the Board of Directors.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may hire additional operators with quantity and standards appropriate to the structure and regulatory management of the Company as determined by the Board of Directors. Business operators must be responsible

for supporting the Company in achieving its set objectives in operations and organization.

3. The General Director is entitled to a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

4. The salary of the operators is included in the Company's business expenses according to the regulations of corporate income tax law, and must be reported as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

**Article 35. Appointment, Dismissal, Responsibilities, and Authority of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.

2. The General Director is responsible for the daily operational management of the Company; under the supervision of the Board of Directors; accountable to the Board of Directors and to the law for the execution of the rights and obligations assigned.

3. The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter. The appointment may become ineffective based on the provisions in the labor contract. The standards for appointing or recruiting the General Director are stipulated in the Company's internal governance regulations.

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

a) Decide on matters related to the daily business of the Company that do not fall under the authority of the Board of Directors; including representing the Company to sign financial and commercial contracts when authorized by the legal representative, organizing and managing the daily business operations of the Company according to the approved financial plan; the Company's financial management regulations and best management practices;

b) Organize the implementation of the resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment proposals;

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

đ) Appoint, dismiss, and terminate managerial positions within the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees within the Company;

f) Recruit employees;

g) Propose a dividend payout plan or a solution for handling business losses;

h) In December each year, the Board of Directors shall submit for approval a detailed business plan for the following financial year based on meeting the budgetary requirements as well as the five-year financial plan;

i) Prepare the long-term, annual, and quarterly budgets/plans of the Company (hereinafter referred to as the budget) to serve the long-term, annual, and quarterly management activities of the Company in accordance with the business plan;

k) Other rights and obligations as prescribed by law, the company's charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of voting members present at the meeting agree and appoint a new General Director to replace them.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 36. Nomination and Proposal of Supervisors**

1. The nomination and proposal of Supervisors shall be carried out similarly to the provisions in Clauses 2 and 3 of Article 25 of this charter.

2. If the number of candidates for the Supervisory Board through nomination and application is insufficient, the current Supervisory Board may propose additional candidates or conduct nominations according to the mechanism prescribed in the company charter and internal regulations on corporate governance. The mechanism for the current Supervisory Board to nominate candidates must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nomination.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is 03 people. The term of a member of the Supervisory Board is no more than 05 years and can be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions specified in Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent auditing firm that conducted audits of the Company's financial statements in the 03 years preceding.

3. Members of the Supervisory Board are dismissed in the following cases:

- a) No longer meet the standards and conditions required to be a member of the Supervisory Board as specified in paragraph 2 of this Article;
- b) Submit a resignation letter that is approved;

- c) Other cases as provided for in these regulations.
- 4. Members of the Supervisory Board are removed in the following cases:
  - a) Failing to complete assigned tasks and duties;
  - b) Failing to perform its rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c) Repeated violations, serious breaches of the obligations of members of the Supervisory Board as prescribed by the Enterprise Law and the company's charter;
  - d) Other cases as per the resolution of the General Meeting of Shareholders.

#### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal must follow the principle of majority. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the company's business operations.

2. Rights and obligations of the Head of the Supervisory Board:
- a) Convene meetings of the Supervisory Board;
  - b) Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
  - c) Prepare and sign the reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and obligations of the Supervisory Board**

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

- 1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations authorized to conduct audits of the Company's financial statements; decide on the approved auditing organization to perform checks on the Company's operations and dismiss authorized auditors when deemed necessary.
- 2. Be responsible to shareholders for its supervisory activities.
- 3. Supervise the financial situation of the Company, and the compliance with laws in the activities of Board members, the General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
- 5. In case of discovering violations of the law or breaches of the company's charter by Board members, the General Director, and other executives, the

Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide remedial measures.

6. Develop the operational regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

8. Have the right to access the documents and records of the Company kept at its headquarters, branches, and other locations; have the right to visit the workplace of the Company's managers and staff during working hours.

9. Have the right to request the Board of Directors, Board members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.

10. Other rights and obligations as prescribed by law and this charter.

#### **Article 40. Meeting of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times a year, with at least 2/3 of its members in attendance. The minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and the members of the Supervisory Board present must sign the meeting minutes. The meeting minutes of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer issues that need clarification.

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

The salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board are to be carried out according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operational budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the costs of using independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operational budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has a different decision.

3. The salaries and operational expenses of the Supervisory Board shall be included in the business expenses of the Company according to the provisions of the law on corporate income tax, other relevant legal provisions, and must be listed as a separate item in the annual financial statements of the Company.

## **CHAPTER X RELATIONSHIP BETWEEN THE COMPANY AND SUBSIDIARIES, AFFILIATES, AND DEPENDENT UNITS**

### **Article 42. The relationship between the Company and subsidiaries wholly owned by the Company.**

1. The subsidiaries wholly owned by the Company include:
  - a) One-member limited liability company owned 100% by the Company;
  - b) Foreign companies wholly owned by the Company.
2. The companies mentioned in Clause 1 of this Article are established, organized, and operate according to the laws applicable to the legal form of each type of company.
3. The Company is the owner of the companies mentioned in Clause 1 of this Article. The Board of Directors of the Company exercises the rights and obligations of the owner regarding these companies. The Board of Directors assigns the General Director of the Company to perform the rights and obligations of the owner, including:
  - a) Receiving, checking, and evaluating the documents that the subsidiaries report to the Company for the Board of Directors' approval or decision;
  - b) Organizing the implementation of the Resolutions and Decisions of the Board of Directors regarding the subsidiaries;
  - c) Inspecting, urging, and supervising the implementation of investment, production, and business plans at the subsidiaries.
4. The Company exercises ownership rights over the subsidiaries according to the provisions of the law, the Company's Charter, and the regulations below:
  - a) Deciding on the establishment, objectives, tasks, and business sectors; organizational structure, reorganization, ownership transformation, dissolution, and bankruptcy requirements;
  - b) Approve the Statute, amendments, and supplements to the Statute;
  - c) Decide on the charter capital when establishing and adjusting the charter capital during the operation of the subsidiary;

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- d) Decide to appoint capital representatives; appoint, reappoint, dismiss, resign, reward, and discipline the Chairman, General Director (Director), and Supervisors of the subsidiary;
  - e) Approve the strategy, business production plan, and 5-year and annual development investment plan of the subsidiary;
  - f) Approve the policy to borrow, lend, buy, sell, lease, mortgage/pledge assets, liquidate assets valued at or above 10% of the subsidiary's equity;
  - g) Approve the annual financial report, profit distribution, handling of losses, and the establishment and use of the company's funds;
  - h) Organize supervision and evaluation of the business activities and management operations of the company in accordance with the subsidiary's charter;
  - i) Other rights and obligations of the owner towards the subsidiary as specified by law and the subsidiary's charter, which do not conflict with this charter.

5. The subsidiary mentioned in Clause 1 of this Article has the right to sign contracts, carry out production and business activities, organize and manage personnel in accordance with the law, the subsidiary's charter; and the delegation or authorization of the Board of Directors of the Company.

**Article 43. Relationship with the Subsidiary with dominant shares or capital contributions or the Company holding the dominant rights**

1. The Company is the owner of dominant shares or capital contributions in subsidiaries that have dominant shares or capital contributions. The Board of Directors of the Company exercises the rights and obligations of the owner regarding the capital or shares of the Company in these subsidiaries through capital representatives in the companies based on the Company's capital representative operational regulations.

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

- a) Deciding on capital contribution and capital transfer of the investment capital at the Subsidiary Company; exercising the rights of shareholders and capital contributing members as prescribed by law and the Charter of the Subsidiary Company; being responsible for the debts and other asset obligations of the Subsidiary Company within the scope of the capital that the Company has contributed to the Subsidiary Company;
- b) Appointing representatives to exercise the rights of shareholders and capital contributing members; dismissing, rewarding, disciplining representatives;

deciding on salary, bonus, allowance, and other benefits for the representatives; evaluating the representatives;

c) Requesting representatives to report regularly or unexpectedly on the investment situation, financial status, capital usage efficiency, and business operation results of the Subsidiary Company.

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

a) Objectives, tasks, and business sectors; reorganizing, dissolving, and requesting bankruptcy of the enterprise;

b) The Charter, and amendments and supplements to the enterprise's Charter;

c) Increasing or decreasing the charter capital; timing and methods of capital mobilization; types of shares and total number of each type of shares entitled to be offered; repurchasing more than 10% of the total sold shares of each type;

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

e) The strategy, five-year and annual business production plan, and development investment plan of the enterprise;

f) The policy on capital contributions, ownership ratios, and the increase or decrease of capital of an investment enterprise in another enterprise;

g) The policy for deciding on each investment project, the construction, purchase, or sale of assets, or the determination of liquidation and transfer proposals for assets valued at or exceeding 50% of the charter capital of the company as recorded in the most recent quarterly or annual financial report.

h) The policy for investing in, buying, and selling assets, as well as contracts for borrowing, lending, mortgaging, and pledging assets valued at or exceeding 50% of the charter capital of the company as recorded in the most recent quarterly or annual financial report.

i) Financial reports, profit distribution, allocation and usage of funds, and annual

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dividend levels.

j) Recruitment policies; remuneration, salary, and bonus policies of the company.

k) The requirement for the representative to report for regular monitoring, inspection, and auditing as per regulations, regarding compliance with the law; the management, usage, preservation, and development of the company's capital; the implementation of strategies and plans; and the evaluation of the achievement of targets, assigned tasks, operational results, and business efficiency.

4. The Board of Directors assigns the General Director of the Company to exercise the rights and obligations of the owner, including: Receiving, checking, and appraising the documents reported by the subsidiaries to present to the Board of Directors for consideration, passage, or decision; organizing the implementation of resolutions and decisions of the Board of Directors regarding the subsidiary; checking, urging, and supervising the implementation of the coordinated production and business plan at the subsidiary.

5. Economic relationships between the company and its subsidiaries are conducted through economic contracts.

**Article 44. Relationship between the Company and the Companies in which the Company holds no more than 50% of the charter capital.**

1. Associated companies are those where the Company holds no more than 50% of the charter capital, established, organized, and operating in accordance with the laws correspondent to the legal form of each type of company.

2. The Company is the owner of the capital share in the enterprises mentioned in Clause 1 of this Article. The Board of Directors of the Company exercises the rights and obligations of the owner of the capital contributions in these enterprises through the capital representative at the companies as per the Regulations on the operation of the capital representative of the Company at other enterprises. The Board of Directors assigns the General Director of the Company to organize the appraisal of reports and proposals from the capital representative at the enterprises to present to the Board of Directors for advisory agreement, based on which the capital representative at the enterprises exercises the rights of shareholders or the rights of members of the Board of Directors... in accordance with the regulations of the enterprise's charter and the law.

3. The rights and obligations of the Company towards its affiliated Company are stipulated in this Regulation and the following provisions:

a) Decide on capital contributions, transfers of capital of the Company invested in enterprises; exercise the rights and obligations of shareholders and capital contributors according to the provisions of Law and the Company's Charter; be responsible for debts and other asset obligations of the enterprise within the scope

of the capital contributed by the Company to the enterprise;

b) Appoint a Representative by proxy to exercise the rights of shareholders and capital contributors; dismiss, reward, discipline the Representative by proxy, determine salary, bonuses, allowances, and other benefits of the Representative by proxy; evaluate the Representative by proxy;

c) Request the Representative by proxy to perform the tasks assigned as stipulated in Point d of this Clause, except in cases where the Company's charter states otherwise; report periodically or unexpectedly on the investment situation, finances, capital use efficiency of the enterprise, business results, and other matters of the enterprise;

d) The Company assigns tasks to the Representative to decide and be responsible for the following matters of the enterprise at meetings of the Board of Directors and the General Meeting of Shareholders:

- Goals, tasks, and business sectors;
- Charter, amendments, and supplements to the charter of the enterprise;
- Nominations for election, proposals for dismissal, reward, handling violations of Board members, the Chairman of the Board; nominations for appointment, dismissal, signing, and termination of contracts with the General Director (Director) of the enterprise. Remuneration, salary, bonuses, and other benefits of Board members, Supervisory Board members, General Director (Director) of the enterprise; the number of Board members, Supervisory Board members, Deputy General Directors (Deputy Directors) of the enterprise;
- Investment policies, buying, selling assets, and loan contracts; mortgaging, pledging assets, or plans for liquidation, sale of assets worth equal to or greater than 50% of the total value of assets less than those on the separate financial statements of the parent Company and the most recently audited consolidated financial statements or a smaller percentage stipulated in the enterprise's charter;
- Annual financial statements, profit distribution, establishment, and use of funds, annual dividend rate of the enterprise.

e) The authorized representative is required to report for the purpose of conducting regular supervision, checks, and evaluating the effectiveness of the Company's capital utilization at the enterprise;

f) Other rights and obligations as prescribed by law.

#### **Article 45. Relationship between the Company and voluntary affiliated companies**

The Company's relationship with voluntary affiliated companies is established through contracts or agreements regarding: Orientation and selection of

technology; market research and development; expansion of planting area, care, harvesting, and processing of rubber/other crops; investment linking and business activities in industries and trades not prohibited by law; collaboration in scientific and technological research and human resource development.

**Article 46. Relationship between the Company and its dependent units**

1. Branches are dependent units of the Company without separate capital and assets. All capital and assets of the dependent units belong to the Company. The Company may decentralize and authorize dependent units to perform certain tasks related to financial management. Decentralization and authorization are executed through organizational and operational regulations issued in writing by the Company's General Director and communicated to each dependent unit.
2. The Company implements a centralized accounting system. The business results of the dependent units are reflected in the Company's annual financial report.
3. The rights and obligations of the dependent units are carried out in accordance with legal regulations, the Company's Charter, the internal governance regulations of the Company, and other relevant provisions.

**Article 47. Rights, obligations, and responsibilities of the Company's capital investment representative at other enterprises**

1. To be nominated by the Company's Board of Directors to run for managerial and executive positions at other enterprises in accordance with legal regulations and the charter of that enterprise.
2. The rights, obligations, and responsibilities of the Company's capital representative are carried out in accordance with the DRI Charter, the regulation on appointing capital representatives of DRI at other enterprises, and relevant legal provisions.

**CHAPTER XI**

**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, AUDITORS, GENERAL DIRECTORS, AND OTHER EXECUTIVES**

**Article 48. Duties of Care**

Members of the Board of Directors, Auditors, General Directors, and other executives are responsible for carrying out their duties, including those as members of the Board's subcommittees, with honesty and care for the benefit of the Company.

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**Article 49. Responsibilities of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Audit Committee, General Directors, and other managers must disclose relevant interests as stipulated by the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Audit Committee, General Directors, other managers, and related parties of these members may only use information obtained through their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Audit Committee, General Directors, and other managers are obliged to notify the Board of Directors and the Audit Committee in writing about transactions between the Company, its subsidiaries, and other companies controlled by the public company with over 50% of membership capital with the same party or related parties of that party in accordance with the law. For the above transactions approved by the General Shareholders' Meeting or the Board of Directors, the Company must publicly disclose these resolutions as required by securities law.

4. Members of the Board of Directors shall not vote on transactions that benefit themselves or related parties in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Audit Committee, General Directors, other managers, and related parties of these individuals shall not use or disclose internal information to others for the purpose of conducting related transactions.

The transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalid in the following cases:

a) For transactions valued at less than or equal to 10% of the total value of assets listed in the individual financial statements of the parent company and the most recently audited consolidated financial statements, important content of the contract or transaction as well as relationships and interests of members of the Board of Directors, Supervisory Board members, General Director, and other operators must be reported to the Board of Directors and approved by a majority vote of the Board members with no related interests;

b) For transactions valued at more than 10% of the total value of assets listed in the individual financial statements of the parent company and the most recently audited consolidated financial statements, the important content of this transaction, as well as the relationships and interests of members of the Board of Directors, Supervisory Board members, General Director, and other operators, must be disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders with no related interests.

Members of the Board of Directors, Supervisory Board members, General Director, other operators, and organizations or individuals related to the aforementioned members shall not use any undisclosed information of the Company or reveal it to others to carry out related transactions.

**Article 50. Responsibilities for damages and compensation**

1. Members of the Board of Directors, Supervisory Board members, General Director, and other operators who violate obligations, duties of honesty and caution, and fail to fulfill their duties with diligence and professional competence shall be liable for damages caused by their violations.

2. When performing functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, Supervisory Board members, other operators, employees, or authorized representatives of the Company shall be indemnified by the Company when they become involved in claims, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) They acted honestly, cautiously, and diligently for the benefit of and did not conflict with the interests of the Company;

b) They complied with the law and there is no evidence confirming that they failed to fulfill their responsibilities.

3. Compensation costs include incurred costs (including attorney fees), judgment costs, fines, and payments that arise in practice or are deemed reasonable when resolving these matters within the limits permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

**CHAPTER XII**  
**RIGHT TO INSPECT BOOKS AND RECORDS OF THE**  
**COMPANY**

**Article 51. Right to inspect books and records**

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

a) Ordinary shareholders have the right to review, search, and extract information regarding their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves; review, search, extract, or copy the Company's charter, minutes of the General Shareholders' Meeting, and resolutions of the General Shareholders' Meeting;

b) Shareholders or groups of shareholders owning five percent (5%) or more of the total ordinary shares have the right to review, search, extract minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial

reports, reports from the Supervisory Board, contracts, transactions that must be through the Board of Directors, and other documents, except for documents related to trade secrets and the Company's business secrets.

2. In the case that a representative authorized by the shareholders or groups of shareholders requests to inspect the books and records, it must accompany the power of attorney from the shareholders or groups of shareholders they represent or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and the amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Shareholders' Meeting and the Board of Directors, minutes of the General Shareholders' Meeting and the Board of Directors, reports from the Board of Directors, reports from the Supervisory Board, annual financial reports, accounting books, and other documents as required by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the location of storage of these documents.

5. The Company charter must be published on the Company's electronic information page.

## **CHAPTER XIII EMPLOYEES AND TRADE UNION**

### **Article 52. Employees and Trade Unions**

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

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with the standards, practices, and best management policies, the practices and policies specified in this Charter, the Company's regulations, and current legal provisions.

## **CHAPTER XIV DISTRIBUTION OF PROFITS**

### **Article 53. Distribution of Profits**

1. The General Meeting of Shareholders decides on the dividend payout rate and the method of annual dividend payment from the Company's after-tax profits. Dividends may be paid in cash, in shares, or in other assets as decided by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay an interim dividend if it deems this payout consistent with the Company's profitability.

3. The Company does not pay interest on the amount paid as dividends or on any payments related to a type of stock.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the authority to implement this decision.

5. In the case of dividends or other amounts related to a type of stock paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks based on the detailed bank account information provided by shareholders. If the Company has transferred the funds according to the detailed bank information provided by the shareholder and that shareholder has not received the money, the Company shall not be responsible for the amount transferred to that shareholder. Dividend payments for listed/securities registered at the stock exchange may be conducted through a securities company or the Vietnam Securities Depository Center.

6. According to the Law on Enterprises, the Law on Securities, the Board of Directors shall pass a resolution to set a specific date to close the shareholder list. Based on that date, individuals registered as shareholders or those holding other securities are entitled to receive dividends, interest, profit distributions, receive stocks, and receive notifications or other documents.

7. Other issues related to profit distribution shall be conducted in accordance with legal regulations.

## **CHAPTER XV**

### **BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 54. Bank accounts**

1. The Company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad according to legal regulations.

3. The Company conducts all payments and accounting transactions through accounts in Vietnamese currency or foreign currency at the banks where the Company opens accounts.

**Article 55. Financial Year**

The Company's financial year starts on the first day of January each year and ends on the 31st day of December. The first financial year begins from the date of issuance of the Business Registration Certificate and ends on the 31st day of December of that year if permitted by law.

**Article 56. Accounting System**

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

2. The Company keeps its accounting records in Vietnamese and maintains accounting documents in accordance with legal regulations on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as the currency in accounting. If the Company has economic transactions primarily in a foreign currency, it may choose that foreign currency as the currency for accounting, assuming responsibility for that choice before the law and notifying the direct tax management authority.

**Article 57. Fund Allocation**

Annually, based on its post-tax profit, the Company will allocate reward funds, development investment funds, financial reserve funds, etc. The rate of allocation for these funds is proposed by the Board of Directors and approved by the General Meeting of Shareholders. The principles for fund allocation are as follows:

a) The annual post-tax profit, after deducting reasonable expenses, will have a reserve fund allocated to supplement the Company's charter capital and to cover any losses incurred (if any) according to regulations. This allocation shall not exceed five percent (5%) of the post-tax profit until it reaches ten percent (10%) of the Company's charter capital.

b) Other funds are decided annually by the General Meeting of Shareholders upon the proposal of the Board of Directors based on business performance, including:

- The investment and development fund is allocated from the post-tax profit, but not exceeding 30% of the post-tax profit;

- Reward and welfare fund;

- Performance-based reward fund for the Board of Directors, Supervisory Board, General Director, Deputy General Director, Chief Accountant, and other managers.

**CHAPTER XVI**  
**ANNUAL REPORT, FINANCIAL REPORT**

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**AND RESPONSIBILITY FOR DISCLOSURE OF INFORMATION**

**Article 58. Annual, semi-annual, and quarterly financial reports**

1. The Company must prepare an annual financial report, which must be audited in accordance with legal regulations, within ninety (90) days from the end of each fiscal year.

2. The annual financial report must include all reports, appendices, and explanations as required by the law on corporate accounting. The annual financial report should reflect the business results honestly and objectively regarding the Company's profit/loss situation in the fiscal year.

3. The Company must prepare and disclose reviewed semi-annual financial reports and quarterly financial reports as required by the law on information disclosure on the stock market and submit them to the competent state authority.

4. The audited annual financial reports (including the auditor's opinion), the reviewed six-month financial reports, and the quarterly financial reports (for listed companies, large public companies) must be published on the Company's electronic information portal.

5. Organizations and individuals interested have the right to inspect or copy the annual audited financial statements, the reviewed semi-annual reports, and the quarterly financial statements during working hours at the Company's headquarters and must pay a reasonable fee for copying.

**Article 59. Annual Report**

The company must prepare and disclose the Annual Report in accordance with the legal regulations on securities and the securities market.

**CHAPTER XVII  
COMPANY AUDIT**

**Article 60. Audit**

1. The Annual General Meeting of Shareholders designates an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to select one of these entities to conduct an audit of the Company's financial statements for the next financial year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing firm after the end of the financial year.

2. To ensure the independence of the audit, the company considers rotating the auditing firm or proposing to change the responsible auditor after a certain number of years and restricts the auditing firm from providing consulting services that may affect its independence.

3. The independent auditing firm examines, verifies, prepares the audit report, and submits that report to the Board of Directors within three (03) months from the end of the financial year.

4. A copy of the audit report is attached to the Company's annual financial statements.

5. The independent auditor conducting the Company's audit is permitted to attend the Annual General Meeting of Shareholders and has the right to receive notifications and other information related to the meeting that shareholders are entitled to receive, and is allowed to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVIII**

### **SEAL**

#### **Article 61. Seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.

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

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

## **CHAPTER XIX**

### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 62. Termination of operations**

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

a) According to the resolutions and decisions of the General Meeting of Shareholders;

b) The competent legal authority revokes the Business Registration Certificate, except in cases where the Tax Management Law provides otherwise;

c) Other cases as stipulated by law.

2. The dissolution of the Company before the end of its term (including any extension) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be communicated or must be approved by the competent authority (if required) as per regulations.

#### **Article 63. Cases of deadlock among Board of Directors members and Shareholders**

Shareholders holding half of the outstanding shares have the right to vote in the election of Board of Directors members and can file a complaint to the court to request the dissolution of the Company in any of the following situations:

1. Board of Directors members disagree in managing the Company's affairs, resulting in an inability to reach the necessary votes required for the Board of Directors to act.
2. Shareholders do not reach an agreement, thus failing to obtain the necessary votes required to elect Board of Directors members.
3. There is internal discord, and two or more factions of shareholders are divided, making dissolution the most beneficial option for all shareholders.

#### **Article 64. Extension of Operations**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the proposal of the Board of Directors to extend the Company's operations.
2. The operating term is extended when 65% or more of the total voting shares held by shareholders present in person or through authorized representatives at the General Meeting of Shareholders agree.

#### **Article 65. Liquidation of the Company**

1. At least six (06) months before the end of the Company's operating term or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be chosen from among the Company's staff or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of activities. From that point onward, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
  - a) Liquidation costs;
  - b) Wages, severance allowances, social insurance, and other benefits owed to employees according to the collective labor agreement and signed labor contracts;
  - c) Tax debts;
  - d) Other debts of the Company;

e) The remaining amount after all debts in items (a) to (d) above have been paid shall be distributed to shareholders. Preference shares shall be prioritized for payment.

## **CHAPTER XX SOLVING INTERNAL DISPUTES**

### **Article 66. Resolving Internal Disputes**

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of shareholders as stipulated by the Enterprise Law, other legal provisions, the Company's Charter, and agreements between:

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

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Unless the dispute relates to the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the resolution of the dispute and request each party to present relevant information regarding the dispute within 10 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board, any party may designate or request the head of the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the beginning of the mediation process or if the mediator's decision is not accepted by the parties, one party may bring the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of court costs shall be carried out according to the court's ruling.

## **CHAPTER XXI ADDITION AND AMENDMENT OF THE CHARTER**

### **Article 67. Company Charter**

1. Any amendment or addition to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are legal provisions related to the Company's operations not mentioned in this Charter, or in case there are new legal provisions that differ from those in this Charter, those legal provisions shall automatically apply and regulate the operations of the Company.

**CHAPTER XXII**  
**EFFECTIVE DATE**

**Article 68. Effective Date**

1. This Charter consists of 22 chapters and 68 articles, approved by the General Meeting of Shareholders of Dak Lak Rubber Investment Joint Stock Company on 16 month 6 year 2026 at the Annual General Meeting of Shareholders in 2026, and it is agreed that the full text of this Charter is effective.

2. The Charter is made into ten (10) copies, which have equal validity and are kept at the Company's headquarters.

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

4. Copies or excerpts of the company charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

, *date* *month* *year 2026*

**Signature of the Legal Representative**

CHAIRMAN OF THE BOARD OF DIRECTORS

**Nguyen Minh**