

**DRAFT**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**TAY NINH RUBBER JOINT STOCK COMPANY**

**GENERAL MEETING OF SHAREHOLDERS OF**  
**TAY NINH RUBBER JOINT STOCK COMPANY**

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

*Pursuant to the Charter (amended and supplemented) of Tay Ninh Rubber Joint Stock Company;*

*Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Tay Ninh Rubber Joint Stock Company dated June 27, 2025.*

**RESOLVES:**

**Article 1.** To approve the reports:

1. The report of the Board of Directors on the operation of the Board of Directors in 2024 and the orientation of operation in 2025.

2. Report of the Control Board on the operation of the Control Board in 2024 and Operation orientation in 2025.

3. The Executive Board's report on production and business activities in 2024 and the production and business plan in 2025.

4. Report on financial situation and audit of financial statements in 2024.

**Article 2.** To approve the Profit Distribution Plan in 2024.

1. Profit distribution plan in 2024:

	<b>INDICATOR</b>	<b>Amount (million VND)</b>
<b>1</b>	<b>Retained earnings after tax (Individual Financial Statements)</b>	<b>153.694</b>
1.1	Undistributed after-tax profit in 2023	12.970
1.2	Profit after tax in 2024	140.724
<b>2</b>	<b>Undistributed profit after tax (Consolidated Financial Statements)</b>	<b>221.412</b>
2.1	Undistributed after-tax profit in 2023	127
2.2	Profit after tax in 2024	221.285

	INDICATOR	Amount (million VND)
<b>3</b>	<b>Profit distribution in 2024</b>	<b>140.701</b>
3.1	Deduction of funds in 2024	67.888
	- <i>Deduction from the Development Investment Fund</i>	42.217
	- <i>Deduction of reward and welfare funds</i>	25.515
	- <i>Deduction of the Manager's Bonus Fund</i>	156
3.2	Dividend payment in 2024 (25%/Par value)	72.813

2. Assign the Board of Directors of the Company to direct and implement the setting up of funds and dividend distribution to shareholders in accordance with current regulations.

In case the competent authority inspects, if there is a difference according to the above data, it will be assigned to the Board of Directors of the Company to handle according to regulations.

**Article 3.** To approve the production and business plan, development investment, dividend distribution from undistributed after-tax profit in 2025 of the Company.

- Minimum gross turnover: 562.636 million VND
- Minimum profit before tax: 197.072 million VND
- Minimum profit after tax: 177.686 million VND
- Minimum dividend distribution: 84.685 million VND
- Investment plan and maximum bank debt repayment: 304.225 million VND

The General Meeting of Shareholders authorizes the Board of Directors to decide on all issues arising in the implementation of the Company's 2025 production, business, investment and development plan approved by the General Meeting in accordance with regulations.

In case of unforeseen occurrence due to objective or force majeure reasons when formulating the plan, which has a great and significant impact on production and business activities, the General Meeting of Shareholders is requested to assign the Board of Directors to proactively formulate and adjust the production and business plan. investment and development in 2025, organize the implementation in accordance with practical conditions and report to the nearest General Meeting of Shareholders.

The dividend distribution from undistributed after-tax profit in 2025 will be officially implemented when the 2025 financial statements are audited and the 2026 Annual General Meeting of Shareholders is decided according to regulations.

**Article 4.** To approve the payment of salaries and remuneration of the Board of Directors, the Control Board and the Executive Board as follows:

1. Salary and remuneration of the Board of Directors, the Supervisory Board and

the Executive Board in 2024:

- The salary fund of members of the Board of Directors and the full-time Supervisory Board is: 873,755,571 VND; in which:

- + Member of the Board of Directors: 462,576,479 VND; average 38,548,040 VND/month/person.

- + Supervisory Board members: 411,179,092 VND; an average of 34,264,924 VND/month/person.

- The remuneration fund of the Board of Directors and the Part-time Supervisory Board in 2024 is: 185,979,312 VND. The average expenditure level is as follows:

- + Part-time member of the Board of Directors: 3,166,092 VND/month/person

- + Part-time Supervisory Board member: 3,000,000 VND/month/person

- The salary fund of the Executive Board is: 925,152,957 VND; an average of 38,548,040 VND/month/person.

2. Salary and remuneration plan of the Board of Directors, Supervisory Board, and Executive Board in 2025:

The Board of Directors, the Head of the Full-time Control Board and the Executive Board: Pay salaries according to the regulations of the Ministry of Labour, Invalids and Social Affairs guiding labor, salaries, remuneration and bonuses for joint-stock companies with dominant contributed capital of the State; regulations of CNCs Vietnam Group and the actual situation of production and business at the Company.

Remuneration of members of the Board of Directors and members of the company's Supervisory Board on a part-time basis shall be calculated according to their work and working time; the maximum remuneration is equal to 20% of the corresponding salary of the member of the Board of Directors or the member of the Supervisory Board of the full-time company.

- It is expected that the salary fund of the Board of Directors and the Supervisory Board in charge of the plan in 2025 is: 1,403,999,991 VND. In which:

- + Member of the Board of Directors: 971,999,994 VND; an average of 40,500,000 VND/month/person.

- + Supervisory Board member: 431,999,997 VND; an average of 36,000,000 VND/month/person.

- The expected remuneration of the Board of Directors and the Part-time Control Board in 2025 is as follows:

- + Part-time member of the Board of Directors: 4,000,000 VND/month/person

- + Part-time Supervisory Board member: 3,000,000 VND/month/person

- It is expected that the salary fund of the Executive Board is: 1,439,999,991 VND; an average of 40,000,000 VND/month/person.

The above expected salary and remuneration fund is based on the production and business plan in 2025. At the end of the year, the Company will base on the realized production and business results to settle salaries and remuneration in 2025 for titles

and positions in accordance with the above guidance, as well as not to do other than the regulations according to the Government's new guidance on labor management. Salaries, remunerations and bonuses in the enterprise (if any).

**Article 5.** To approve the selection of the auditor for the 2025 financial statements (separate financial statements and consolidated financial statements).

The Supervisory Board of Tay Ninh Rubber J.S.C would like to propose the selection of an independent auditor to review the semi-annual financial statements and audit the 2025 financial statements (separate financial statements and consolidated financial statements) for the Company, including the following audit units:

1. AASC Auditing Firm Co., Ltd.
2. NVA Auditing Co., Ltd.
3. Moore AISC Auditing and Informatics Services Co., Ltd.

The Supervisory Board respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors of the Company to select one of the above three auditing units to review the semi-annual financial statements and audit the financial statements in 2025.

In case the above three units do not participate, the General Meeting of Shareholders authorizes the Board of Directors and the Supervisory Board to select an independent audit unit that is eligible to review the semi-annual financial statements and audit the 2025 financial statements according to regulations.

**Article 6.** To approve the amendment and supplementation of the Company's Charter, specifically: "The legal representative of the Company is 02 (two) persons, including the Chairman of the Board of Directors and the General Director of the Company".

<b>CURRENT COMPANY CHARTER</b>	<b>CONTENTS OF ADDITIONAL REQUEST</b> <i>(italics)</i>
<b>II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY</b>	<b>II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY</b>
<b>Article 3. Legal representative of the Company</b>	<b>Article 3. Legal representative of the Company</b>
<p>The company has 01 legal representative: General Director</p> <p>The Company's legal representative is an individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitrator or</p>	<p><i>The legal representative of the Company is 02 (two) persons including the Chairman of the Board of Directors and the General Director of the Company.</i></p> <p><i>Rights and obligations of the legal representative:</i></p> <p><i>- Represent the Company in exercising rights and obligations arising from the Company's transactions, represent the Company as the</i></p>

CURRENT COMPANY CHARTER	CONTENTS OF ADDITIONAL REQUEST <i>(italics)</i>
<p>Court. The responsibilities of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.</p> <p>The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative at the Company when exiting Vietnam.</p> <p>In case the authorization expires but the legal representative of the Company has not returned to Vietnam and has no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work. or until the Board of Directors decides to appoint another person to replace him.</p> <p>In case of absence from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace him.</p>	<p><i>plaintiff, defendant, person with related interests and obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law.</i></p> <ul style="list-style-type: none"> <li><i>- Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company.</i></li> <li><i>- Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse the Company's position, position and use the Company's assets to seek profits or serve the interests of other organizations and individuals.</i></li> <li><i>- Promptly, fully and accurately notify the Board of Directors of the Company that they and related persons own or have dominant shares and contributed capital in other enterprises in accordance with current law.</i></li> <li><i>- Take personal responsibility for damages to the Company due to violations of the above-mentioned responsibilities and obligations.</i></li> <li><i>- And other rights and obligations as prescribed by current law.</i></li> </ul>

**Article 7.** To approve the registration of renewable energy industries and industries related to the Industrial Park of the Joint Stock Company Tay Ninh Rubber, specifically as follows:

No.	Major Name	Industry Code
	<b>Renewable Energy:</b>	
1	Power Generation Details: Solar Power Generation	3511
	<b>Construction and development of industrial park infrastructure:</b>	
1	Construction of other civil technical works (including construction of infrastructure of industrial parks and export processing zones)	4299
2	Real estate business, land use rights owned or leased	6810
	<b>Management and operation of industrial parks:</b>	

1	General support services (industrial park operation management)	8110
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**Article 8.** Members of the Board of Directors, the Supervisory Board, the General Director, shareholders and relevant organizations and individuals shall be responsible for the implementation of this Resolution.

This Resolution was read and voted for at the Annual General Meeting of Shareholders of Tay Ninh Rubber Joint Stock Company in 2025./.

***Recipient:***

- SSC;
- HoSE;
- Shareholders;
- GVR;
- Board of Directors, Supervisory Board;
- Board of Directors;
- Information Discloser;
- Website;
- Storage location: Company records office.

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