

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

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**CHARTER**  
**OF THE VAN CARGOS AND FOREIGN TRADE LOGISTICS JOINT STOCK COMPANY**

Hanoi, April 7, 2026

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## **PREAMBLE**

This Charter is amended, supplemented and adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCD-VNT of the General Meeting of Shareholders dated April 7, 2026.

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Interpretation of terms**

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

- a) **Charter capital** means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and as provided in Article 6 of this Charter;
- b) **Voting capital** means share capital, whereby the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) **Law on Securities** means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) **Vietnam** means the Socialist Republic of Vietnam;
- e) **Date of establishment** means the date on which the Company is first granted the Enterprise Registration Certificate;
- g) **Executive officers** mean the General Director, Deputy General Directors and Chief Accountant;
- h) **Managers of the enterprise** mean company managers, including the Chairman of the Board of Directors, members of the Board of Directors and the General Director;
- i) **Related persons** mean individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;
- k) **Shareholders** mean individuals or organizations owning at least one share of the Company;
- l) **Founding shareholders** mean shareholders owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;
- m) **Major shareholders** mean shareholders as defined in Clause 18, Article 4 of the Law on Securities;
- n) **Duration of operation** means the operating period of the Company as stipulated in Article 2 of this Charter and approved by the General Meeting of Shareholders;
- o) **Stock Exchange** means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments, supplements or replacements thereof.

3. Headings (Sections, Articles) are included for convenience of reference only and shall not affect the interpretation of this Charter.

## **II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVES OF THE COMPANY**

### **Article 2. Name, legal form, head office, branches, representative offices, business locations and duration of operation of the Company**

- 1. Company name
  - Vietnamese name: **THE VAN CARGOS AND FOREIGN TRADE LOGISTICS JOINT STOCK COMPANY**
  - Abbreviated name: **VNT LOGISTICS., JSC**
- 2. The Company is a joint stock company having legal status in accordance with the laws of Vietnam.
- 3. **Registered head office of the Company:** No. 2 Bich Cau, O Cho Dua Ward, Hanoi, Vietnam
  - Tel: +84 24 3732 1090
  - Fax: +84 24 3732 1083
  - Email: info@vntlogistics.com

- Website: [www.vnlogistics.com](http://www.vnlogistics.com)

4. The Company may establish branches and representative offices in business areas in order to achieve its operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law.

5. Unless terminated earlier as provided in Clause 2, Article 54, the duration of operation of the Company shall be indefinite from the date of establishment.

### **Article 3. Legal representatives of the Company**

The Company has **two (02) legal representatives**, including:

1. Chairman of the Board of Directors;
2. General Director;

The rights and obligations of the legal representatives shall be stipulated in this Charter, the Corporate Governance Regulations of the Company and the applicable laws.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Objectives of the Company**

1. Business lines of the Company:

<b>Business code</b>	<b>Business lines</b>
4291	<b>Construction of hydraulic engineering works</b> Details: - Waterways, ports and river works, tourist ports (wharves), sluices, etc.; - Dams and dykes; - Dredging of waterways.
4610	<b>Agents, brokerage and auction of goods</b> Details: - Maritime brokerage. (Excluding auction activities)
4719	<b>Other retail sale in non-specialized stores</b> Details: - Operation of supermarkets and shopping centers.
4933	<b>Freight transport by road</b> Details: - Domestic and transit freight transportation; import-export cargo transportation; - Transport of oversized and overweight cargo (Clause 3, Article 8 of Decree No. 158/2015/CP on road transport business).
5224	<b>Cargo handling</b> Details: - Loading cargo or passengers' baggage onto vessels or unloading cargo or baggage from vessels; cargo handling at seaports.
5229	<b>Other supporting services for transport</b> Details: - Freight forwarding and transportation services for import-export goods; - Brokerage for chartering and leasing vessels for cargo owners and ship owners domestic and internationally; - Forwarding agency for foreign logistics and transport companies; - Shipping agency services; - Multimodal transport services; - Commercial and logistics-related services (customs procedures, recycling, packaging, inspection, etc.).
5310	<b>Postal services</b> Details: - Domestic and international postal services.

5320	<b>Courier services</b> Details: - Domestic and international courier services.
6810	<b>Real estate business, land use rights owned, used or leased</b> Details: - Real estate business (Clause 1, Article 3 of the Law on Real Estate Business 2023).
8230	<b>Organization of trade promotion activities</b> Details: - Organization of fairs, exhibitions, conferences, seminars, product displays and promotions.
8299	<b>Other business support service activities n.e.c.</b> Details: - Direct import-export business and entrusted import-export services.

## 2. Objectives of the Company

The Company is established to mobilize and efficiently utilize capital, enhance autonomy and competitiveness, strengthen organizational management, and develop freight forwarding, transportation and related service activities with the objective of maximizing profits, ensuring benefits and increasing returns for shareholders, creating stable employment for employees, contributing to the State budget, and promoting the sustainable growth of the Company.

### **Article 5. Scope of business and operations of the Company**

The Company is entitled to conduct business activities in accordance with the business lines stipulated in this Charter, which have been duly registered and updated with the business registration authority and publicly disclosed on the National Business Registration Portal.

## **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

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

1. The charter capital of the Company is **VND 166,994,970,000** (One hundred sixty-six billion nine hundred ninety-four million nine hundred seventy thousand Vietnamese Dong).

The total charter capital is divided into **16,699,497 shares** with a par value of **VND 10,000 per share**

2. The Company may adjust its charter capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. As of the date of adoption of this Charter, all shares of the Company are **ordinary shares**. The rights and obligations of shareholders are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preferred shares upon approval of the General Meeting of Shareholders and in accordance with applicable laws.
5. The names, addresses, number of shares and other information of founding shareholders as prescribed by the Law on Enterprises are set out in the Appendix attached hereto. This Appendix forms an integral part of this Charter.

Ordinary shares must be offered for sale to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by existing shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other investors on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own shares in accordance with the methods prescribed in this Charter and applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and classes of shares they own.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within **15 days** from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within **05 days** from the date of full payment for shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. Shareholders shall not be required to pay any fee for the printing of share certificates.
4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. Such request must include the following:
  - a) Information relating to the lost, damaged or destroyed share certificate;
  - b) A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

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

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

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

1. All shares shall be freely transferable unless otherwise provided by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares which have not been fully paid shall not be transferable and shall not entitle the holder to related rights, including the right to receive dividends, bonus shares issued from equity, rights to subscribe for new shares and other rights in accordance with the law.

#### **Article 10. Share Redemption (Forfeiture)**

1. In the event that a shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount and to bear liability corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from such failure.
2. The notice of payment must specify a new payment deadline of at least **07 days** from the date of dispatch, the place of payment, and clearly state that failure to comply will result in forfeiture of the unpaid shares.
3. The Board of Directors has the right to forfeit shares that are not fully and timely paid if the requirements stated in the notice are not fulfilled.
4. Shares so forfeited shall be deemed shares authorized for offering in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares under terms and conditions it deems appropriate.
5. A shareholder whose shares are forfeited shall cease to be a shareholder in respect of such shares but shall remain liable for the financial obligations of the Company corresponding to the total par value of the subscribed shares arising up to the time of forfeiture, as decided by the Board of Directors, until full payment is made. The Board of Directors shall have full authority to enforce payment of the total value of such shares.
6. Notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid notwithstanding any errors or negligence in the delivery of such notice.

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

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

The organizational structure for management, governance and control of the Company comprises:

1. General Meeting of Shareholders;

2. Board of Directors and Board of Supervisors;
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

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

1. Ordinary shareholders shall have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed by law. Each ordinary share shall carry one vote;
- b) To receive dividends at a rate decided by the General Meeting of Shareholders;
- c) To be given priority in subscribing for new shares in proportion to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- đ) To examine, look up and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information relating to themselves;
- e) To examine, look up, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio;
- h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits. In case the Company issues preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and ad-hoc information disclosed by the Company in accordance with the law;
- l) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To examine, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to trade secrets or business secrets of the Company;
- c) To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include:
  - Full name, contact address, nationality, and legal identification documents (for individual shareholders);
  - Name, enterprise code or legal documents, and head office address (for organizational shareholders);
  - Number of shares and date of share registration of each shareholder; total shares of the group and ownership ratio;
  - Matters to be examined and purpose of examination;
- d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least **03 working days** prior to the opening

date of the meeting, clearly stating the shareholder's name, number of shares and the proposed agenda item;

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

3. A shareholder or group of shareholders owning **10% or more** of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors:

a) Shareholders forming a group must notify the meeting of such grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, such shareholders may nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number entitled, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors or other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the subscribed shares;

2. Not to withdraw contributed capital in any form, except where shares are repurchased by the Company or transferred to others. In case of illegal withdrawal, the shareholder and related persons shall be jointly liable for the Company's debts and other liabilities within the value of withdrawn shares and damages incurred;

3. To comply with the Company's Charter and internal governance regulations;

4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

5. To maintain confidentiality of information provided by the Company and use such information solely for protecting lawful rights and interests; strictly prohibited from disclosing or transferring such information;

6. To attend and vote at the General Meeting of Shareholders via:

a) Direct attendance and voting;

b) Authorization to another individual or organization;

c) Online meeting, electronic voting or other electronic means;

d) Sending voting ballots via mail, fax or email;

đ) Other methods as prescribed by resolutions of the Board of Directors;

7. To bear personal liability when acting in the name of the Company to:

a) Violate the law;

b) Conduct business or transactions for personal or third-party benefit;

c) Settle undue debts causing financial risks to the Company;

8. To fulfill other obligations as prescribed by law.

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

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of the Company.

The GMS shall convene annually within **04 months** from the end of the financial year. The Board of Directors may extend this period where necessary but not exceeding **06 months**.

Extraordinary meetings may also be convened.

The meeting location shall be where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide matters prescribed by law and this Charter, particularly approval of audited annual financial statements.

In case the audit report contains **qualified opinions, adverse opinions or disclaimer**, the Company must invite the approved audit firm to attend the meeting, and such auditor shall be responsible for attending.

3. The Board of Directors must convene an extraordinary GMS in the following cases:

- a) When deemed necessary for the interests of the Company;
- b) When the number of members of the Board of Directors or Board of Supervisors falls below the minimum required by law;
- c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and bear the signatures of the relevant shareholders or be compiled into multiple documents containing sufficient signatures;
- d) d) At the request of the Board of Supervisors;
- e) đ) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within **30 days** from the date the number of members of the Board of Directors, independent members or members of the Board of Supervisors falls below the statutory minimum, or from the date of receipt of requests as prescribed;
- b) If the Board of Directors fails to convene the meeting as required, within the next **30 days**, the Board of Supervisors shall replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) If the Board of Supervisors fails to convene the meeting, the requesting shareholders or group of shareholders shall have the right to request the Company's representative to convene the meeting in accordance with the Law on Enterprises;

In such case, the shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All costs for convening and holding the meeting shall be reimbursed by the Company, excluding expenses incurred by shareholders attending the meeting (including accommodation and travel expenses);

- d) Procedures for organizing the meeting shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and total number of shares of each class authorized for offering; to determine the annual dividend rate of each class;
- c) To elect, dismiss or remove members of the Board of Directors and the Board of Supervisors;
- d) To decide on investment or disposal of assets valued at **35% or more** of the total assets as recorded in the most recent financial statements;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve annual financial statements;
- g) To decide on the repurchase of more than **10%** of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors or Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- l) To approve internal governance regulations, regulations on operation of the Board of Directors and the Board of Supervisors;

- m) To approve the list of accepted audit firms; to appoint and dismiss the approved audit firm where necessary;
- n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) Annual business plan of the Company;
  - b) Audited annual financial statements;
  - c) Report of the Board of Directors on governance and performance of the Board and its members;
  - d) Report of the Board of Supervisors on business performance and management activities;
  - đ) Self-assessment report of the Board of Supervisors and its members;
  - e) Dividend level for each class of shares;
  - g) Number of members of the Board of Directors and the Board of Supervisors;
  - h) Election, dismissal or removal of members of the Board of Directors and the Board of Supervisors;
  - i) Budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - k) Approval of audit firms and appointment thereof where necessary;
  - l) Amendments and supplements to the Charter;
  - m) Types and number of newly issued shares and transfer of shares of founding shareholders within the first **03 years** from establishment;
  - n) Division, separation, consolidation, merger or conversion of the Company;
  - o) Reorganization, dissolution (liquidation) of the Company and appointment of liquidators;
  - p) Investment or disposal of assets valued at **35% or more** of total assets;
  - q) Repurchase of more than **10%** of issued shares;
  - r) Approval of contracts and transactions with related persons under Clause 1, Article 167 of the Law on Enterprises with value equal to or greater than **35%** of total assets;
  - s) Approval of transactions under Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP;
  - t) Approval of internal governance regulations and operational regulations;
  - u) Other matters as prescribed by law and this Charter.

3. All matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

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

1. Shareholders or authorized representatives of organizational shareholders may attend in person, authorize others, or participate via forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization must be made in writing in accordance with civil law and must specify:
  - Name of the authorizing shareholder;
  - Name of the authorized individual/organization;
  - Number of shares authorized;
  - Scope and content of authorization;
  - Duration of authorization;
  - Signatures of both parties.

The authorized representative must submit the authorization document upon registration for the meeting. In case of re-authorization, the original authorization must also be presented

3. Voting rights of the authorized representative remain valid even if:
  - a) The authorizing person dies, loses or is restricted in civil capacity;
  - b) The authorization is revoked;
  - c) The authority is withdrawn;

Unless the Company has received notice of such events prior to the opening of the meeting or reconvened meeting.

#### **Article 17. Changes of Rights**

1. Any amendment or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting rights of all attending shareholders.  
A resolution of the General Meeting of Shareholders which adversely changes the rights and obligations of preferred shareholders shall only be adopted if approved by:
  - Shareholders attending the meeting representing at least 75% of the total preferred shares of the same class; or
  - Shareholders representing at least 75% of the total preferred shares of such class in case of written resolution.
2. A meeting of shareholders holding a particular class of preferred shares shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of issued shares of that class.  
If the quorum is not met, the meeting shall be reconvened within 30 days, and such meeting shall be valid regardless of the number of attendees and shares represented.  
At such meetings, shareholders present may request secret ballot voting. Each share of the same class carries equal voting rights.
3. Procedures for conducting such separate meetings shall be similar to those set out in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided in the share issuance terms, special rights attached to preferred shares relating to profit distribution or assets shall not be altered when the Company issues additional shares of the same class.

#### **Article 18. Convening, Agenda and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders in accordance with Article 14 of this Charter.
2. The convenor must perform the following tasks:
  - a) Prepare the list of shareholders eligible to attend and vote. The list shall be made no more than **10 days** prior to the date of sending the notice. The Company must disclose information on the record date at least **20 days** prior to the last registration date;
  - b) Prepare the meeting agenda and contents;
  - c) Prepare meeting documents;
  - d) Prepare draft resolutions;
  - đ) Determine the time and venue;
  - e) Send meeting notices to all eligible shareholders;
  - g) Perform other tasks related to the meeting.
3. The notice of meeting shall be sent to all shareholders by a method ensuring delivery to their registered addresses, and simultaneously disclosed on:
  - The Company's website;
  - The State Securities Commission of Vietnam;
  - The Stock Exchange where the Company's shares are listed or registered for trading.The notice must be sent at least **21 days** prior to the meeting date.  
Meeting materials shall be sent or published on the Company's website. If not attached, the notice must include a **link to full documents**, including:
  - a) Agenda and meeting materials;
  - b) List and details of candidates (if applicable);
  - c) Voting forms;
  - d) Draft resolutions.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 may propose additional agenda items at least **03 working days** prior to the meeting.
5. The convenor may reject such proposals if:

- a) Not submitted in accordance with regulations;
  - b) Shareholding ratio is below **5%**;
  - c) The matter falls outside the authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law.
6. Valid proposals must be included in the agenda unless rejected under Clause 5 and shall be officially adopted if approved by the General Meeting of Shareholders..

#### **Article 19. Conditions for Holding the General Meeting of Shareholders**

- 1. A meeting shall be valid when shareholders attending represent more than 50% of total voting rights.
- 2. If the first meeting fails to meet quorum, the second meeting must be convened within 30 days, and shall be valid if attended by shareholders representing at least 33% of total voting rights.
- 3. If the second meeting still fails to meet quorum, the third meeting shall be convened within 20 days, and shall be valid regardless of attendance ratio.

#### **Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

- 1. Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and continue such registration until all eligible attending shareholders have been duly registered:

- a) Upon registration, each shareholder or authorized representative shall be issued a **voting card**, stating registration number, name of shareholder, name of authorized representative and number of voting rights.

The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes of **approval, disapproval or abstention**. Votes in favor shall be collected first, followed by votes against, and then counted to determine the result. Voting results shall be announced by the Chairperson before closing the meeting.

The General Meeting shall elect vote counters or supervisors as proposed by the Chairperson;

- b) Shareholders arriving after the meeting has commenced may still register and participate in voting immediately after registration. The Chairperson is not required to suspend the meeting, and previously adopted resolutions remain valid.

- 2. Election of Chairperson, Secretary and Vote Counting Committee:

- a) The Chairman of the Board of Directors shall act as Chairperson or authorize another Board member. If absent, the remaining Board members shall elect a Chairperson by majority vote. If no Chairperson is elected, the Head of the Board of Supervisors shall preside until the General Meeting elects a Chairperson;

- b) In other cases, the convenor shall preside until a Chairperson is elected;

- c) The Chairperson shall appoint one or more secretaries;

- d) The General Meeting shall elect vote counters upon the Chairperson's proposal.

- 3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically indicate the time allocated for each item included therein.

- 4. The Chairperson has the authority to take necessary measures to ensure orderly conduct of the meeting:

- a) Arrange seating;

- b) Ensure safety;

- c) Facilitate shareholder participation;

The convener of the General Meeting of Shareholders shall have full authority to modify the above measures and to apply all necessary measures.

Such measures may include the issuance of admission passes or the application of other selection methods.

The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda.

Voting shall be conducted by means of approval, disapproval or abstention.

The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

Shareholders or their authorized representatives arriving after the opening of the meeting may still register and shall have the right to participate in voting immediately after registration.

In such case, the validity of matters voted on prior to their registration shall remain unchanged.

The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) To request competent authorities to maintain order at the meeting; and to expel any person who fails to comply with the Chairperson's authority, intentionally disrupts order, obstructs the normal conduct of the meeting, or fails to comply with security inspection requirements.

8. The Chairperson shall have the right to adjourn a duly convened General Meeting of Shareholders for a maximum period of three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following cases:

- a) The meeting venue does not have sufficient seating capacity for all attendees;
- b) The facilities at the meeting venue do not ensure that attending shareholders can participate in discussions and voting;
- c) There are attendees causing disruption or disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and effective.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders in the form of an online meeting, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities.

#### **Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all attending and voting shareholders, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Classes of shares and total number of shares of each class;
- b) Changes in business lines and business sectors;
- c) Changes in the Company's governance structure;
- d) Investment projects or disposal of assets with a value of 35% or more of the total assets as recorded in the most recent financial statements;
- đ) Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting rights of all attending and voting shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in full compliance with the Law on Enterprises and this Charter.

#### **Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions**

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

- 1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company,

except for cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare voting forms, draft resolutions and explanatory documents and send them to all shareholders entitled to vote at least **10 days prior to the deadline** for submission. The method of sending shall comply with Clause 3, Article 18 of this Charte
3. The voting form must include the following principal contents:
  - a) Name, head office address and enterprise code of the Company;
  - b) Purpose of the consultation;
  - c) Full details of shareholders (individual/organization/representative), number of shares and voting rights;
  - d) Matters to be voted on;
  - d) Voting options: **approval, disapproval or abstention**;
  - e) Deadline for submission;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return voting forms via mail, fax or email:
  - a) By mail: must be signed and sealed in an envelope, which must not be opened before vote counting;
  - b) By fax/email: must be kept confidential until vote counting;
  - c) Late submissions, opened envelopes or disclosed votes are invalid. Non-submitted votes are deemed non-participating.
- 5 . The Board of Directors shall conduct vote counting and prepare the vote counting minutes under supervision. The minutes must include:
  - Number of shareholders and total voting rights;
  - Valid and invalid votes;
  - Voting methods;
  - Total votes for, against and abstentions;
  - Approved matters and approval ratios;
  - Signatures of the Chairman, vote counters and supervisors.All relevant persons shall bear **joint liability** for the accuracy and truthfulness of the vote counting results.
6. The vote counting minutes and resolutions must be sent to shareholders within **15 days** from completion, or published on the Company's website within **24 h**
7. All voting forms, minutes, resolutions and related documents must be retained at the Company's head office.
8. Resolutions adopted by written consultation shall be valid if approved by shareholders representing **more than 50% of the total voting rights** of all shareholders entitled to vote and shall have the same legal validity as those adopted at a General Meeting of Shareholders.

#### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following principal contents:
  - a) Name, head office address and enterprise code of the Company;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Meeting agenda and contents;
  - d) Full name of the Chairperson and the Secretary;
  - e) Summary of the meeting proceedings and opinions expressed at the meeting on each agenda item;

- f) Number of attending shareholders and total voting rights, together with the list of registered shareholders and their authorized representatives, including the number of shares and voting rights held;
- g) Total number of votes for each matter, specifying the voting method, number of valid votes, invalid votes, votes in favor, votes against and abstentions, and the corresponding percentages of the total voting rights of attending shareholders;
- h) Matters approved and the corresponding approval ratios;
- i) Full names and signatures of the Chairperson and the Secretary.

In case the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.

- 2. The minutes of the General Meeting of Shareholders must be finalized and approved before the closing of the meeting. The Chairperson, the Secretary or any other signatories shall bear **joint responsibility** for the truthfulness and accuracy of the contents of the minutes.
- 3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
- 4. Resolutions, minutes of the General Meeting of Shareholders, the list of attending shareholders with signatures, powers of attorney, all appendices (if any) and related documents attached to the meeting notice must be disclosed in accordance with regulations on information disclosure in the securities market and must be retained at the Company's head office..

#### **Article 24. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within **90 days** from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the vote counting minutes of written consultation, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitral Tribunal to review and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures for convening the meeting or adopting resolutions of the General Meeting of Shareholders **seriously violate** the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
- 2. The contents of the resolution violate the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Nomination and Candidacy for Members of the Board of Directors**

- 1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least **10 days prior to the opening date** of the General Meeting of Shareholders so that shareholders may review the candidates before voting.
- Candidates must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties **honestly, prudently and in the best interests of the Company** if elected.

Disclosed information shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions on boards of other companies);
- e) Related interests with the Company and its related parties;

- f) Information on companies in which the candidate holds positions as a Board member or other managerial roles, and related interests (if any).
2. A shareholder or group of shareholders holding **10% or more of the total ordinary shares** shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and this Charter.
3. Where the number of candidates nominated and self-nominated is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Charter, the internal corporate governance regulations and the operating regulations of the Board of Directors.  
Such additional nominations must be clearly disclosed before the General Meeting of Shareholders conducts the election.
4. Members of the Board of Directors must satisfy the criteria and conditions set out in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.

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

1. The Board of Directors shall consist of **07 members**.
2. The term of office of a Board member shall not exceed **05 years** and may be re-elected for an unlimited number of terms.

An independent member may serve **no more than two consecutive terms**.

Where all members' terms expire simultaneously, they shall continue to act until new members are elected and assume their duties.

3. The structure of the Board of Directors shall be as follows:

- At least **one-third (1/3)** of the total members must be **non-executive members**;
- The Company shall limit to the maximum extent the number of Board members concurrently holding executive positions to ensure independence;
- There must be at least **02 independent members** of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office if dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 27. Rights and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and perform the obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors shall be prescribed by law, this Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and duties:

- a) To decide on the Company's strategy, medium-term development plans and annual business plans;
- b) To propose the types of shares and the total number of shares of each type to be offered;
- c) To decide on the sale of unsold shares within the number of authorized shares of each type and to decide on other forms of capital mobilization;
- d) To decide on the issuance price of shares and bonds of the Company;
- d) To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment strategies and investment projects within its authority and in accordance with applicable laws;
- g) To decide on solutions for market development, marketing and technology;

**h)** To approve contracts for purchase, sale, borrowing, lending and other transactions having a value of **35% or more of the total assets** as recorded in the most recent financial statements of the Company, and contracts or transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

**i)** To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers as prescribed in the Charter; to decide on their salaries, remuneration, bonuses and other benefits; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and to decide on their remuneration and benefits;

**k)** To supervise and direct the General Director and other managers in the day-to-day operations of the Company;

**l)** To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices; and to decide on capital contributions or acquisition of shares in other enterprises;

**m)** To approve the agenda, contents and documents for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' written opinions for adoption of resolutions;

**n)** To submit the audited annual financial statements to the General Meeting of Shareholders; **k)** To propose the dividend rate; to decide on the timing and procedures for dividend payment or handling of losses incurred in the course of business;

**l)** To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

**m)** To issue the Regulation on operation of the Board of Directors and the Internal Corporate Governance Regulation after approval by the General Meeting of Shareholders; to issue the Regulation on operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulation;

**n)** Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and this Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities..

#### **Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and the daily remuneration rate.

The Board of Directors shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with corporate income tax regulations, presented as a separate item in the annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or participating in Board committees, or performing duties beyond their normal scope, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages or other forms as

decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for all reasonable expenses, including travel, accommodation and other necessary expenses incurred in performing their duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or this Charter.

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

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director..

3. The Chairman of the Board of Directors shall have the following rights and duties:

- a) To formulate the agenda and operational plan of the Board of Directors;
- b) To prepare the agenda, contents and documents for meetings; to convene, preside over and act as Chairperson of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To act as Chairperson of the General Meeting of Shareholders;
- e) Other rights and duties as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within **10 days** from the date of receipt of the resignation or the decision of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the duties of the Chairman.

In the absence of such authorization, or where the Chairman dies, is missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures (including compulsory detoxification or compulsory education), absconds from place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by a Court from holding positions or practicing certain professions or performing certain work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairman in accordance with the principle of majority approval until a new decision of the Board of Directors is issued.

#### **Article 30. Meetings 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 completion of the election of the Board of Directors.

This meeting shall be convened and presided over by the member who has received the highest number of votes or the highest voting ratio.

In case more than one member has the same highest number or ratio of votes, such members shall elect one among themselves by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors shall convene at least **once every quarter** and may hold extraordinary meetings when necessary.

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

- a) Upon request of the Board of Supervisors or an independent member of the Board of Directors;
- b) Upon request of the General Director or at least **five (05) other managers**;
- c) Upon request of at least **two (02) members of the Board of Directors**.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting within **07 working days** from the date of receipt of such request.

If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company, and the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least **03 working days** prior to the meeting date.

The notice of meeting must clearly specify the **time and venue of the meeting, the agenda, and the matters to be discussed and decided upon.**

The notice of meeting must be accompanied by documents to be used at the meeting and voting forms for members.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member.

7. The Chairman of the Board of Directors or the convenor shall send the notice of meeting and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be valid when attended by at least **three-quarters (3/4)** of the total number of members.

If the first meeting does not meet the quorum requirement, a second meeting shall be convened within **07 days** from the scheduled date of the first meeting. In such case, the meeting shall be valid if attended by more than **one-half (1/2)** of the members of the Board of Directors.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting or other electronic means;
- d) Sending voting forms to the meeting by post, fax or email;
- d) Sending voting forms by other means as decided by the Board of Directors.

10. Where voting forms are sent to the meeting by post, such forms must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than **01 hour prior to the opening** of the meeting.

Voting forms shall only be opened in the presence of all attendees.

11. Members of the Board of Directors must attend meetings in full. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a **majority of attending members**. In the event of a tie, the final decision shall be made in accordance with the opinion of the Chairman of the Board of Directors.

13. Minutes of meetings of the Board of Directors:

- a) Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form.

The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- (i) Name, head office address and enterprise code of the Company;
- (ii) Time and venue of the meeting;
- (iii) Purpose, agenda and contents of the meeting;
- (iv) Full names of attending members or their authorized representatives and the method of attendance; names of absent members and reasons for absence;
- g) Matters discussed and voted on at the meeting;
- h) (ii) Summary of opinions of each attending member in chronological order of the meeting;
- (iii) Voting results, clearly stating members voting in favor, against and abstaining;
- (iv) Matters approved and the corresponding approval ratios;
- (v) Full names and signatures of the Chairperson and the minute-taker, except as provided in Point b below.

b) In case the Chairperson and/or the minute-taker refuse to sign the minutes, such minutes shall remain valid if signed and approved by all other attending members of the Board of Directors and containing all required contents as prescribed in Point a of this Clause.

The minutes must clearly state such refusal.

The signatories shall bear **joint responsibility** for the accuracy and truthfulness of the minutes.

The Chairperson and the minute-taker shall bear **personal liability** for any damages caused to the Company due to their refusal to sign, in accordance with this Charter and applicable laws.

c) The Chairperson, the minute-taker and all signatories shall be responsible for the truthfulness and accuracy of the minutes.

d) Minutes of meetings of the Board of Directors and related documents must be retained at the Company's head office.

e) Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.

#### 14. Voting

a) Except as provided in Point b of this Clause, each member of the Board of Directors or their authorized representative present in person at the meeting shall have **one (01) vote**;

b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or their related person has interests that conflict or may conflict with the interests of the Company.

Such member shall not be counted toward the quorum for decisions on matters in which they are not entitled to vote.

c) Where an issue arises relating to the interests or voting rights of a member who does not voluntarily abstain, the decision of the Chairperson shall be final, except where the nature or scope of such interest has not been fully disclosed.

d) A member benefiting from a contract as prescribed in Clause 6, Article 42 of this Charter shall be deemed to have a **material interest** in such contract.

#### 15. Disclosure of Interests

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company and is aware of such interest must disclose such interest at the first meeting of the Board of Directors discussing such contract or transaction.

If the member becomes aware of such interest after the contract is entered into, such disclosure must be made at the first meeting following such awareness.

#### 16. Online Meetings

Meetings of the Board of Directors may be conducted via online conferencing where members are in different locations but are able to hear, speak and discuss with each other, provided that each participant can:

- a) Hear other members speaking;
- b) Communicate simultaneously with all other participants.

Participation via such means shall be deemed presence at the meeting.

The meeting venue shall be deemed to be the location where the largest number of members are present or where the Chairperson is present.

### **17. Validity of Online Decisions**

Resolutions adopted at online meetings conducted lawfully shall take effect immediately upon conclusion of the meeting but must be subsequently confirmed by signatures of all attending members. The minutes must be fully signed within **30 days** from the meeting date.

### **18. Written Resolutions of the Board of Directors**

The Board of Directors may collect written opinions of its members to adopt resolutions on matters within its authority as prescribed in Clause 2, Article 27 of this Charter.

### **19. Procedures for Written Consultation**

- a) The Chairman shall decide on written consultation;
  - b) The Chairman shall organize preparation of documents, draft resolutions and voting forms;
  - c) The voting form must include:
    - Company name, enterprise code and address;
    - Member details;
    - Purpose;
    - Matters for voting;
    - Voting options: approval, disapproval, abstention;
    - Deadline;
    - Signature of the Chairman;
  - d) Members may return voting forms by mail or email:
    - Mail: sealed and signed;
    - Email: confidential until vote counting;
    - Late or invalid votes are not accepted;
  - e) Valid voting forms must be counted. The Chairman shall organize vote counting and notify results within **07 working days**.
- The vote counting minutes shall include:
- Voting participants;
  - Valid/invalid votes;
  - Voting results;
  - Approved resolutions;
  - Signatures of the vote counter and Chairman;
- f) All documents must be retained at the head office;
  - g) Written resolutions shall be adopted if approved by a **majority of voting members** and shall have the same validity as those adopted at a meeting.

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

1. The Board of Directors may establish committees to be responsible for development strategy, human resources, remuneration, internal audit and risk management.

The number of committee members shall be decided by the Board of Directors but must be at least **three (03) members**, including members of the Board of Directors and external members.

Independent members and/or non-executive members of the Board of Directors should constitute the majority of each committee, and one of such members shall be appointed as the Chairperson of the committee by the Board of Directors.

The operation of each committee shall comply with the regulations of the Board of Directors.

Resolutions of a committee shall be valid only if approved by a **majority of attending members voting at the committee meeting**.

2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, this Charter and the Internal Corporate Governance Regulation.

### **Article 32. Company Secretary / Person in Charge of Corporate Governance**

1. The Board of Directors must appoint at least **one (01) person in charge of corporate governance** to support corporate governance activities of the Company.

Such person may concurrently act as the **Company Secretary** in accordance with Clause 5, Article 156 of the Law on Enterprises.

1. The person in charge of corporate governance must not concurrently work for an approved audit firm that is auditing the Company's financial statements.
2. The person in charge of corporate governance shall have the following rights and duties:
  - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and matters relating to the relationship between the Company and its shareholders;
  - b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested;
  - c) To advise on meeting procedures;
  - d) To attend meetings;
  - d) To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
  - e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors;
  - g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) To act as the focal contact point with stakeholders;
  - i) To ensure confidentiality of information in accordance with applicable laws and this Charter;
  - k) Other rights and duties as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Management Structure**

The management system of the Company shall 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 day-to-day business operations of the Company.

The Company shall have a General Director, Deputy General Directors and a Chief Accountant appointed by the Board of Directors.

The appointment, dismissal and removal of the above positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 34. Executives of the Company**

1. Executives of the Company include the General Director, Deputy General Directors and the Chief Accountant.

2. Upon proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit additional executives with appropriate number and qualifications in accordance with the Company's organizational structure and internal management regulations as determined by the Board of Directors.

Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses as determined by the Board of Directors.

4. Salaries of executives shall be recorded as business expenses of the Company in accordance with corporate income tax regulations, presented as a separate item in the annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, Dismissal, Duties and Powers of the General Director**

1. The Board of Directors shall appoint **one (01) member of the Board of Directors or hire another person** to serve as the General Director.
2. The General Director is responsible for the day-to-day management of the Company's business operations; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and to the law for the performance of his/her rights and duties..
3. The term of office of the General Director shall not exceed **five (05) years** and may be renewed for an unlimited number of terms.

The General Director must satisfy the criteria and conditions prescribed by law and this Charter.

4. The General Director shall have the following rights and duties:

- a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;
  - b) To implement resolutions and decisions of the Board of Directors;
  - c) To implement the Company's business plans and investment plans;
  - d) To propose organizational structures and internal management regulations of the Company;
  - d) To appoint, dismiss and remove managers of the Company, except for positions under the authority of the Board of Directors;
  - e) To decide on salaries and other benefits of employees, including managers under his/her appointment authority;
  - g) To recruit employees;
  - h) To propose dividend distribution plans or handling of business losses;
  - i) Other rights and duties as prescribed by law, this Charter and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director upon approval by a majority of attending members entitled to vote and appoint a replacement.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination and Candidacy for Members of the Board of Supervisors (Supervisors)**

1. The nomination and candidacy for members of the Board of Supervisors shall be conducted in accordance with the provisions set out in Clauses 1 and 2, Article 25 of this Charter.
  2. Where the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Internal Corporate Governance Regulation and the Operating Regulation of the Board of Supervisors.
- Such additional nominations must be clearly disclosed prior to the General Meeting of Shareholders conducting the election of members of the Board of Supervisors in accordance with applicable laws.

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

1. The Board of Supervisors of the Company shall consist of **three (03) members**.  
The term of office of members of the Board of Supervisors shall not exceed **five (05) years** and may be renewed for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an independent audit firm that has audited the Company's financial statements within the preceding **three (03) consecutive years**.

Thành viên Ban Kiểm soát bị miễn nhiệm trong các trường hợp sau:
3. A member of the Board of Supervisors shall be **dismissed** in the following cases:
  - a) No longer satisfying the criteria and conditions as prescribed in Clause 2 of this Article;
  - b) Submitting a resignation and having it accepted.

4. A member of the Board of Supervisors shall be **removed** in the following cases:

- a) Failing to fulfill assigned duties and responsibilities;
- b) Failing to exercise his/her rights and duties for **six (06) consecutive months**, except in cases of force majeure;
- c) Repeatedly or seriously violating obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members. The election, dismissal and removal shall be decided by majority vote.

The Board of Supervisors must have more than one-half of its members residing in Vietnam.

The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities.

2. The Head of the Board of Supervisors shall have the following rights and duties:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and Duties of the Board of Supervisors**

The Board of Supervisors shall have the rights and duties as prescribed in Article 170 of the Law on Enterprises and the following additional rights and duties:

- 1. To propose and recommend that the General Meeting of Shareholders approve the list of accepted audit firms to audit the Company's financial statements; to decide on the selection of an accepted audit firm to conduct inspections of the Company's operations and to dismiss such audit firm when deemed necessary.
- 2. To be accountable to shareholders for its supervisory activities.
- 3. To supervise the financial status of the Company and the compliance with laws in the operations of members of the Board of Directors, the General Director and other managers.
- 4. To ensure coordination with the Board of Directors, the General Director and shareholders.
- 5. Where any violation of law or of this Charter by members of the Board of Directors, the General Director or other executives is detected, the Board of Supervisors must notify the Board of Directors in writing within **48 hours**, require the violator to cease the violation and take remedial measures.
- 6. To formulate the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities.
- 8. To have the right to access the Company's documents and records kept at the head office, branches and other locations; and to visit workplaces of managers and employees of the Company during working hours.
- 9. To request the Board of Directors, its members, the General Director and other managers to provide full, accurate and timely information and documents relating to the management, administration and business operations of the Company.
- 10. Other rights and duties as prescribed by law and this Charter.

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall convene at least twice a year. The number of attending members must be at least two-thirds (2/3) of the total members of the Board of Supervisors.

Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Board of Supervisors must sign the meeting minutes. All minutes of meetings of the Board of Supervisors must be properly archived to determine the responsibilities of each member.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the accepted audit firm to attend meetings and provide explanations on matters that require clarification.

#### **Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors**

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders.

The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for accommodation, travel and reasonable expenses for independent consulting services.

The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Company in accordance with the laws on corporate income tax and other relevant regulations, and must be presented as a separate item in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall perform their duties, including duties as members of committees under the Board of Directors, **honestly, prudently and in the best interests of the Company.**

#### **Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must **disclose their related interests** in accordance with the Law on Enterprises and relevant laws and regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons shall only use information obtained by virtue of their positions **for the benefit of the Company.**

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall notify in writing to the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies in which the Company holds **more than 50% of the charter capital**, with such persons or their related persons in accordance with applicable laws.

For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on information disclosure in the securities market.

4. A member of the Board of Directors shall not vote on any transaction that provides benefits to

himself/herself or to his/her related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons shall not use or disclose to others any **inside information** to conduct relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related individuals or organizations shall not be invalid in the following cases:

a) For transactions with a value **less than or equal to 20% of the total assets** as recorded in the most recent financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the relevant persons, have been reported to the Board of Directors and approved by a majority of the Board members who do not have related interests;

b) For transactions with a value **greater than 20% of the total assets**, or transactions resulting in cumulative transaction value within **12 months** from the date of the first transaction reaching **20% or more of total assets**, where the material contents of such transactions, as well as the relationships and interests of the relevant persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders **without related interests**.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their duties of honesty and prudence or fail to properly perform their obligations shall be **liable for any damages arising from such breaches**.

2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits or legal proceedings (including civil and administrative cases, excluding cases initiated by the Company), provided that such persons are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or authorized representatives of the Company acting within the scope of their authorization, **honestly, prudently and in the best interests of the Company**, in compliance with applicable laws, and where there is no evidence that such persons have breached their duties.

3. Indemnification expenses shall include judgments, penalties, amounts actually incurred in settlement (including legal fees) arising from the resolution of such matters, to the extent permitted by law. The Company may purchase insurance for such persons to cover the above-mentioned indemnification liabilities.

### **XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to Access Books and Records**

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

a) Ordinary shareholders shall have the right to examine, access and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; and examine, access, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding **five percent (5%) or more** of the total ordinary shares shall have the right to examine, access and extract minutes books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's **trade secrets and business secrets**.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney or a notarized copy

thereof.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall have the right to access the Company's shareholder register, list of shareholders, books and other records for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of such storage location.

5. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary measures applicable to employees and executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade unions in accordance with best practices, governance standards, the provisions of this Charter, the Company's internal regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payment level and method of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividends or any amounts payable in relation to any class of shares..

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, such payments must be made in Vietnam Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders.

Where the Company has transferred funds in accordance with the bank details provided by shareholders but such shareholders fail to receive the funds, the Company shall not be liable for such amounts.

Dividend payments for shares listed or registered for trading on a Stock Exchange may be made through securities companies or the **Vietnam Securities Depository and Clearing Corporation (VSDC)**.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific **record date** for shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

## **XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

#### **Article 47. Bank Accounts**

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval by competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts opened at banks.

#### **Article 48. Financial Year**

The financial year of the Company shall commence on **January 1** and end on **December 31** each year. The first financial year shall commence from the date of issuance of the Enterprise Registration Certificate and end on December 31 of the same year.

#### **Article 49. Accounting Regime**

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specialized accounting regime in accordance with applicable laws as promulgated or approved by the competent authorities.
2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant regulations.  
Such records must be **accurate, up-to-date, systematic**, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use **Vietnam Dong (VND)** as its accounting currency.  
Where the Company's business transactions are primarily conducted in a foreign currency, the Company may select such foreign currency as its accounting currency, and shall be responsible for such selection before the law and notify its directly managing tax authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS**

#### **Article 50. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to competent state authorities.
2. The annual financial statements must include all reports, schedules and notes as required under the laws on corporate accounting. Such financial statements must **present fairly and accurately** the operational and financial position of the Company.
3. The Company shall prepare and disclose **reviewed semi-annual financial statements and quarterly financial statements** in accordance with the laws on information disclosure in the securities market, and submit them to competent state authorities.

#### **Article 51. Annual Report**

The Company shall prepare and disclose the **Annual Report** in accordance with the laws on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following financial year, based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements shall have the right to attend

meetings of the General Meeting of Shareholders, receive notices and other documents relating to such meetings, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 53. Company Seal**

1. The seal includes a seal engraved by a seal-making establishment or a seal in the form of a **digital signature** in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall manage and use the seals in accordance with applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authorities (where required) in accordance with applicable regulations.

### **Article 55. Liquidation**

1. At least **six (06) months** prior to the expiry of the Company's operation term, or upon a decision on dissolution, the Board of Directors shall establish a liquidation committee comprising **three (03) members**, of which **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 shall prepare its own operating regulations. Its members may be selected from among the Company's employees or independent experts.

All costs related to liquidation shall be given **priority for payment before other liabilities** of the Company.

2. The liquidation committee shall report to the business registration authority on its establishment date and commencement date.

From such time, the liquidation committee shall act on behalf of the Company in all matters relating to the liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order of priority:

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and labor contracts;
- c) Tax obligations;
- d) Other liabilities of the Company;
- đ) The remaining amount after settlement of all liabilities from items (a) to (d) above shall be distributed to shareholders.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 56. Internal Dispute Resolution**

1. In the event of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other applicable laws or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation.

Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to present relevant information within **thirty (30) working days** from the date the dispute arises.

In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as a mediator.

3. If no settlement is reached within **six (06) weeks** from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to **arbitration or a competent court**.

Each party shall bear its own costs relating to negotiation and mediation procedures. Court costs shall be determined in accordance with the court's judgment.

## **XX.AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 57. Charter**

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

2. In cases where provisions of law relating to the Company's operations are not provided for in this Charter, or where new legal provisions differ from those contained in this Charter, such legal provisions shall prevail and govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effectiveness**

1. This amended and supplemented Charter, comprising **21 sections and 58 articles**, was unanimously approved by the General Meeting of Shareholders of **The Van Cargoes and Foreign Trade Logistics Joint Stock Company** on **April 7, 2026**, at the Company's head office, and its entire contents shall be effective from that date..

2. This Charter is made in **five (05) originals** of equal legal validity and shall be kept at the Company's head office..

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

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or by at least **one-half (1/2)** of the total members of the Board of Directors.

**GENERAL DIRECTOR**

**TRAN CONG THANH**

**LEGAL REPRESENTATIVE**

**CHAIRMAN OF THE BOD**



**NGUYEN XUAN GIANG**

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Hanoi, Apr 07, 2026**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of The Van Cargoes and Foreign Trade Logistics Joint Stock Company;
- Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ-VNT dated April 7, 2026 of the General Meeting of Shareholders;

The Board of Directors hereby promulgates the **Internal Regulations on Corporate Governance** of The Van Cargoes and Foreign Trade Logistics Joint Stock Company. The Internal Regulations on Corporate Governance include the following contents:

**Article 1. Scope of Regulation and Subjects of Application****1. Scope of Regulation**

These Internal Regulations on Corporate Governance set out provisions on the roles, rights and obligations of the General Meeting of Shareholders (GMS), the Board of Directors (BOD), and the General Director (GD); the order and procedures for convening and conducting meetings of the GMS; nomination, candidacy, election, dismissal and removal of members of the BOD, the Board of Supervisors (BOS), the General Director; and other matters in accordance with the Company's Charter and applicable laws.

**2. Subjects of Application**

These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

**Article 2. General Meeting of Shareholders****1. Roles, Rights and Obligations of the General Meeting of Shareholders**

- a, The General Meeting of Shareholders is the **highest decision-making body** of the Company. The Annual General Meeting of Shareholders shall be held once every year within four (04) months from the end of the financial year..
- b, The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
  - The audited annual financial statements;
  - Reports of the Board of Directors;
  - Reports of the Board of Supervisors;
  - The Company's short-term and long-term development plans.
- c, The Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders shall approve decisions on the following matters:
  - Approval of the annual financial statements;
  - The annual dividend for each class of shares in accordance with the Law on Enterprises and the rights attached to each class of shares. Such dividend shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;

- Number of members of the Board of Directors;
- Selection of an independent auditing firm;
- Election, dismissal, removal and replacement of members of the Board of Directors and the Board of Supervisors;
- Total remuneration of members of the Board of Directors and the report on remuneration of the Board of Directors;
- Amendments and supplements to the Company's Charter;
- Types of shares and the number of new shares to be issued for each class, and the transfer of shares of founding shareholders within the first **three (03) years** from the date of establishment;
- Division, separation, consolidation, merger or conversion of the Company;
- Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- Review and handling of violations committed by the Board of Directors and the Board of Supervisors causing damage to the Company and its shareholders;
- Decisions on investment transactions or disposal of assets with a value of **35% or more of the total assets** of the Company as recorded in the most recent audited financial statements;
- Decisions on repurchase of more than **10% of the total issued shares** of each class;
- Approval of loan agreements, lending transactions, or asset sale transactions with a value exceeding **10% of the total assets** of the Company as recorded in the most recent financial statements, conducted between the Company and shareholders holding **51% or more of total voting shares**, or their related persons;
- Decisions on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- Approval of internal corporate governance regulations and operational regulations of the Board of Directors and the Board of Supervisors;
- Approval of the list of independent auditing firms and decision on the appointment of the independent auditor. To decide on the appointment of an independent auditing firm to conduct inspections of the Company's operations, and to dismiss the independent auditor when deemed necessary; Other matters in accordance with applicable laws and the Company's Charter.

*d, A shareholder shall not be entitled to vote in the following cases:*

Approval of contracts as stipulated in Point (c), Clause 1 of this Article where such shareholder or its related persons are parties to such contracts;

Repurchase of shares from such shareholder or its related persons, except where such repurchase is conducted proportionally to the shareholding of all shareholders or is carried out through order-matching transactions on the Stock Exchange or via a public tender offer in accordance with applicable laws.

e, All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders

## ***2. Procedures for convening and conducting the General Meeting of Shareholders and adopting resolutions by voting at the meeting***

*a, Authority to convene the General Meeting of Shareholders*

a, The Board of Directors shall convene the General Meeting of Shareholders, or the meeting shall be convened in cases specified in Point (b) or Point (c), Clause 4, Article 17 of the Company's Charter.

*b, Preparation of the list of shareholders entitled to attend the meeting*

The convener of the General Meeting of Shareholders shall prepare:

- A list of shareholders eligible to attend and vote at the General Meeting of Shareholders;
- The meeting agenda and contents;
- Meeting materials;
- Draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda;
- Determination of the time and venue of the meeting;
- Notice of meeting and dispatch thereof to all shareholders entitled to attend;

- Other matters necessary for organizing the meeting.

*c, Notice of record date for shareholders entitled to attend the General Meeting of Shareholders*

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than **five (05) days** prior to the date of sending the meeting notice and shall be disclosed on the Company's website, the **State Securities Commission of Vietnam**, and the Stock Exchange.

*d, Notice of convening the General Meeting of Shareholders*

- The notice of meeting shall be sent to all shareholders by secure delivery method and simultaneously disclosed on the Company's website, the State Securities Commission of Vietnam, and the Stock Exchange.

*Notice of the General Meeting of Shareholders*

The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting **at least twenty-one (21) days prior to the opening date of the meeting** (calculated from the date the notice is duly sent, prepaid, or deposited into the postal system). The meeting agenda and documents related to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website.

In cases where the documents are not enclosed with the meeting notice, the notice must clearly specify the link to access all meeting materials, including:

- The meeting agenda and documents used at the meeting;
- The list and detailed information of candidates in case of election of members of the Board of Directors and the Board of Supervisors;
- Voting ballots;
- Proxy authorization forms;
- Draft resolutions corresponding to each agenda item.

*e, Agenda and Contents of the General Meeting of Shareholders*

- The Chairman of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders or may authorize another member of the Board of Directors to act as chairperson for meetings convened by the Board of Directors.
- In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as chairperson based on the majority principle.
- If no chairperson is elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall be appointed as chairperson.
- In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting for the purpose of electing the chairperson, and the person receiving the highest number of votes shall be elected as chairperson.
- The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the timing for each item to be discussed.
- The chairperson of the meeting may implement necessary measures to conduct the General Meeting of Shareholders in a lawful, orderly manner in accordance with the approved agenda and reflecting the will of the majority of attending shareholders.
- The chairperson may adjourn the meeting upon approval or request of the General Meeting of Shareholders when the quorum is satisfied in accordance with Clause 8, Article 146 of the Law on Enterprises.

*Security and Order at the Meeting*

- The convener of the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to comply with inspection procedures or other lawful and reasonable security measures.
- In case any shareholder or authorized representative fails to comply with such inspection or security measures, the convener of the meeting, after careful consideration, has the right to refuse entry or expel such person from the meeting.

#### Measures for Organizing the General Meeting of Shareholders

- The convener of the General Meeting of Shareholders, after careful consideration, may implement appropriate measures to:
  - Arrange seating at the meeting venue;
  - Ensure the safety of all persons present at the meeting venues;
  - Facilitate shareholders' attendance (or continued attendance) at the meeting.

The convener of the General Meeting of Shareholders shall have full authority to modify the above measures and to apply all necessary measures. Such measures may include the issuance of admission passes or the application of other selection methods.

Where the General Meeting of Shareholders applies the above measures, the convener, when determining the meeting venue, may:

- Announce that the meeting shall be held at the location specified in the notice where the chairperson is present (the “**principal meeting venue**”);
- Arrange for shareholders or their authorized representatives who are unable to attend at such venue, or who wish to participate from another location, to simultaneously attend the meeting.

The notice of meeting is not required to specify in detail the organizational measures mentioned above.

All shareholders shall be deemed to attend the meeting at the principal meeting venue, unless otherwise required by circumstances.

#### Authorization to Attend the General Meeting of Shareholders

- Shareholders entitled to attend the General Meeting of Shareholders in accordance with applicable laws may authorize individuals or organizations to attend on their behalf. Where more than one authorized representative is appointed, the number of shares and corresponding voting rights assigned to each representative must be clearly specified.
- The authorization must be made in writing in accordance with the Civil Code and must clearly state the name of the authorized individual or organization and the number of shares authorized.
- The authorized representative must submit the power of attorney upon registration for attendance prior to entering the meeting venue.
- Where a lawyer signs the appointment of a representative on behalf of the authorizing party, such appointment shall only be valid if accompanied by the power of attorney granted to the lawyer (unless previously registered with the Company).

Except where a lawyer signs the appointment of a representative on behalf of the authorizing party, the voting ballot of the authorized representative within the scope of authorization shall remain valid in the following cases:

- The authorizing shareholder has died, lost or has limited civil act capacity;
- The authorizing shareholder has revoked the authorization;

#### *e, Validity of Authorization*

The authorization shall remain valid in the following case:

- The authorizing shareholder has revoked the authority of the authorized representative.

This provision shall not apply if the Company has received notice of any of the above events **prior to the opening of the General Meeting of Shareholders or prior to the reconvened meeting.**

#### *g) Registration for Attendance at the General Meeting of Shareholders*

- Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all attending shareholders entitled to participate have completed registration.
- Upon registration, the Company shall issue to each shareholder or authorized representative a **voting card**, indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights corresponding to such shareholder.

- Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and, upon registration, to participate and vote at the meeting. The chairperson shall not be required to suspend the meeting to accommodate late arrivals, and the validity of resolutions already passed shall remain unaffected.

*h) Conditions for Conducting the General Meeting of Shareholders*

- The General Meeting of Shareholders shall be conducted when attending shareholders represent **more than fifty percent (50%) of the total voting shares**.
- If the required quorum is not met within **thirty (30) minutes** from the scheduled opening time, the convener shall cancel the meeting. The meeting must be reconvened within **thirty (30) days** from the originally scheduled date. The reconvened meeting shall be conducted if shareholders attending represent at least **thirty-three percent (33%) of the total voting shares**.
- If the second meeting cannot be held due to lack of quorum within **thirty (30) minutes**, a third meeting may be convened within **twenty (20) days** from the date of the second meeting. In such case, the meeting shall be conducted regardless of the number of voting shares represented by attending shareholders and shall be deemed valid, with full authority to decide on all matters originally proposed for approval at the first meeting.

*i) Adoption of Resolutions of the General Meeting of Shareholders*

- The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting.
- When voting is conducted at the meeting:
  - Votes in favor shall be collected first;
  - Votes against shall be collected thereafter;
  - The total number of votes in favor, against, abstentions, and invalid votes shall then be counted to determine the outcome.
- The chairperson shall announce the voting results for each agenda item immediately after the voting is completed.

The General Meeting of Shareholders shall appoint members responsible for vote counting or supervising the vote counting upon proposal of the chairperson. The number of members of the vote-counting

*k) Voting Methods*

- Upon shareholder registration, the Company shall issue to each shareholder or authorized representative a **voting ballot, voting card, and/or election ballot**, indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the corresponding number of voting rights or votes.
- In case shareholders register to attend the meeting online, participation and voting shall comply with the **Regulation on Online General Meeting of Shareholders and Electronic Voting** issued by the Company.
- The General Meeting of Shareholders shall conduct **open voting** on each matter in accordance with the approved meeting agenda.
- Shareholders or authorized representatives may vote electronically or by other electronic means in the case of an online General Meeting of Shareholders. For electronic voting, shareholders shall cast votes on agenda items and elections in accordance with the Company's issued guidelines on online meeting participation and electronic voting.

*l) Vote Counting Method*

- The **vote-counting committee** shall be elected by the General Meeting of Shareholders upon proposal of the chairperson.
- During voting, the vote-counting committee shall count votes in favor, against, and abstentions for each agenda item, summarize the results, and report them to the chairperson.
- The vote-counting results shall be announced by the vote-counting committee upon completion of the counting process.

m) Conditions for Adoption of Resolutions

- Except for the cases specified below, resolutions of the General Meeting of Shareholders shall be adopted when **more than fifty percent (50%) of the total votes** of shareholders with voting rights attending in person or via authorized representatives are in favor, including:

- Approval of the annual financial statements;
- Approval of the Company's short-term and long-term development plans;
- Dismissal, removal and replacement of members of the Board of Directors and the Board of Supervisors, and acknowledgement of the appointment of the General Director by the Board of Directors.

- The election of members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with **Clause 3, Article 148 of the Law on Enterprises**.

Resolutions of the General Meeting of Shareholders on the following matters shall be adopted when **at least sixty-five percent (65%) of the total votes** of shareholders with voting rights attending in person or via authorized representatives are in favor:

- Amendments and supplements to the Company's Charter;
- Types of shares and total number of shares to be offered;
- Reorganization or dissolution of the Company;
- Transactions for purchase or disposal of assets of the Company or its branches with a value of **thirty-five percent (35%) or more** of the total assets as recorded in the most recent audited financial statements.

Validity of Resolutions

- Resolutions of the General Meeting of Shareholders adopted by **one hundred percent (100%) of the total voting shares** shall be lawful and effective even if the procedures and formalities for adoption are not fully complied with.

n) Announcement of Vote Counting Results

- Upon completion of vote counting, the vote-counting committee shall announce the results **directly at the General Meeting of Shareholders**.
- The announcement must clearly specify, for each agenda item:
  - Number of votes in favor;
  - Number of votes against;
  - Number of abstentions.

o) Objection to Resolutions of the General Meeting of Shareholders

- Within **ninety (90) days** from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes for written shareholder resolutions, members of the Board of Directors, members of the Board of Supervisors, the General Director, shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of the Company's Charter shall have the right to request the Court or an arbitral tribunal to review and annul the resolution of the General Meeting of Shareholders in the following cases:

- The order and procedures for convening the meeting or collecting shareholders' opinions in writing and adopting resolutions are not in compliance with the Law on Enterprises and the Company's Charter, except as provided in Clause 4, Article 24 of the Charter;
- The content of the resolution violates applicable laws or the Company's Charter.

- Where a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or an arbitral tribunal, the convener of the annulled meeting may consider reconvening the General Meeting of Shareholders within **sixty (60) days** in accordance with the procedures prescribed by the Law on Enterprises and the Company's Charter.

p) Minutes of the General Meeting of Shareholders

- The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form.

- The minutes must be prepared in Vietnamese and may additionally be prepared in English, and shall include the following principal contents:
  - Name, head office address, and enterprise registration number of the Company;
  - Time and venue of the General Meeting of Shareholders;
  - Meeting agenda and contents;
  - Full names and signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents. The minutes must clearly state the refusal to sign by the chairperson and/or the secretary;
  - Summary of the meeting proceedings and opinions expressed at the meeting on each agenda item;
  - Number of attending shareholders and the total number of voting rights of attending shareholders; attached appendix listing registered shareholders and their representatives, including the number of shares and corresponding voting rights;
- Total number of votes for each agenda item, clearly specifying the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages based on the total voting rights of attending shareholders;
- Matters approved and the corresponding voting approval ratios.
- Minutes prepared in Vietnamese and English shall have **equal legal validity**. In case of discrepancies between the Vietnamese and English versions, the **Vietnamese version shall prevail**.
- The minutes must be finalized and approved before the closing of the meeting. The chairperson and the secretary shall bear **joint responsibility** for the truthfulness and accuracy of the minutes.
- The minutes of the General Meeting of Shareholders shall serve as **conclusive evidence** of the matters discussed and resolved at the meeting, unless objections to the contents of the minutes are raised in accordance with prescribed procedures within **ten (10) days** from the date of dispatch of the minutes.
- The minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders bearing their signatures, powers of attorney, and relevant documents must be retained at the Company's head office.

*q) Disclosure of Resolutions of the General Meeting of Shareholders*

- Resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within **twenty-four (24) hours**, or sent to all shareholders within **fifteen (15) days** from the date of completion of the meeting.

### **3.Procedures for Adoption of Resolutions of the General Meeting of Shareholders by Written Opinions**

*a) Cases where written opinion collection is permitted or not permitted*

- The annual General Meeting of Shareholders **shall not be conducted** in the form of written opinion collection.
- The Board of Directors has the right to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

*b) Procedures for adoption of resolutions by written opinions*

- The Board of Directors shall prepare voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory materials for such draft resolutions.
- The Board of Directors must ensure that such documents are sent and disclosed to shareholders within a **reasonable time** for consideration and voting, and **no later than ten (10) days prior to the deadline for submission of voting ballots**.
- The requirements and method of sending voting ballots and accompanying documents shall comply with **Clause 3, Article 21 of the Company's Charter**.

The voting ballot must include the following principal contents:

- Name, head office address, and enterprise registration number of the Company;

- Purpose of the collection of shareholders' opinions;
- Full name, permanent address, nationality, and identification details (Citizen Identity Card, ID Card, passport, or other lawful personal identification) of individual shareholders;
- Name, enterprise registration number or establishment decision number, and head office address of organizational shareholders; or full name, permanent address, nationality, and identification details of authorized representatives of organizational shareholders;
- Number of shares of each class and corresponding voting rights of each shareholder;
- Matters to be voted on for approval;
- Voting options, including **in favor, against, and abstention** for each matter;
- Deadline for submission of completed voting ballots to the Company;
- Full name and signatures of the Chairman of the Board of Directors and the legal representative of the Company.

#### Requirements for Valid Voting Ballots

- Completed voting ballots must bear the signature of the individual shareholder, or the legal representative of an organizational shareholder, or the legal representative of the authorized organization (if applicable).

#### Methods of Submission of Voting Ballots

- **By post:** Voting ballots must be placed in sealed envelopes and must not be opened prior to the vote-counting process;
- **By fax or email:** Voting ballots sent by fax or email must be kept confidential until the vote-counting process.

#### Invalid Voting Ballots

- Voting ballots received after the deadline specified in the ballot, or opened prior to vote counting (in case of postal submission), or disclosed before vote counting (in case of fax/email submission), shall be deemed **invalid**.
- Voting ballots not returned shall be deemed **non-participating votes**.

#### Vote Counting and Vote Counting Minutes

- The Board of Directors shall conduct vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders who are not executives of the Company.
- The vote-counting minutes shall include the following principal contents:
  - Name, head office address, and enterprise registration number of the Company;
  - Purpose and matters submitted for approval;
  - Number of shareholders and total voting rights participating, including breakdown of valid and invalid votes and methods of submission, together with an appendix listing participating shareholders;
  - Total number of votes in favor, against, and abstentions for each matter;
  - Matters approved;
  - Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote counters, and the supervisors of vote counting.

#### Liability and Disclosure of Vote Counting Results

- Members of the Board of Directors, vote counters, and supervisors of vote counting shall bear **joint liability** for the truthfulness and accuracy of the vote-counting minutes, and shall be jointly liable for any damages arising from resolutions adopted as a result of inaccurate or dishonest vote counting.
- The vote-counting minutes must be sent to shareholders within **fifteen (15) days** from the completion of vote counting. In case the Company maintains a website, such delivery may be replaced by publication on the Company's website within **twenty-four (24) hours** from the completion of vote counting.
- Completed voting ballots, vote-counting minutes, adopted resolutions, and all accompanying documents must be retained at the Company's head office.

#### Adoption of Resolutions by Written Opinions

- Resolutions adopted by written opinions of shareholders shall be approved when shareholders representing at least **fifty-one percent (51%) of the total voting shares** consent, and shall have the same legal validity as resolutions adopted at a General Meeting of Shareholders.

#### Online and Hybrid General Meetings of Shareholders

#### **4. The Board of Directors has the right to organize the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting combining physical and online formats.**

Shareholders registering to attend the General Meeting of Shareholders online shall participate and vote electronically or by other electronic means in accordance with the Company's regulations on online meeting participation and electronic voting.

### **Article 3. Board of Directors**

#### ***1. Role, Rights and Obligations of the Board of Directors***

- The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is vested with full authority to exercise all rights and perform all obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.
- The rights and obligations of the Board of Directors are prescribed by applicable laws, the Company's Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:
  - To decide on the Company's strategy, medium-term development plans, and annual business plans;
  - To determine operational objectives based on the strategic goals approved by the General Meeting of Shareholders;
  - To appoint, dismiss, enter into and terminate contracts with the General Director and other executives, and to determine their remuneration;
  - To supervise and direct the General Director and other executives;
  - To resolve complaints of the Company against its executives and to appoint representatives of the Company to handle matters related to legal proceedings involving such executives;
- To decide on the organizational structure of the Company; the establishment of subsidiaries, branches, and representative offices; and capital contributions or acquisition of shares in other enterprises;
- To propose the reorganization or dissolution of the Company;
- To adopt internal corporate governance regulations after approval by the General Meeting of Shareholders, ensuring effective implementation to protect shareholders' interests;
- To approve the agenda, contents, and materials for General Meeting of Shareholders; to convene such meetings or collect shareholders' opinions for decision-making;
- To propose annual dividend levels and decide on the timing and procedures for dividend payment;
- To propose types of shares to be issued and the total number of shares for each class;
- To propose the issuance of convertible bonds and bonds with warrants;
- To decide on the offering price of shares and bonds where authorized by the General Meeting of Shareholders;
- To submit the audited annual financial statements, reports of the Board of Supervisors, and corporate governance reports to the General Meeting of Shareholders;
- To report to the General Meeting of Shareholders on the appointment of the General Director;
- To exercise other rights and perform other obligations in accordance with applicable laws.

#### Matters Subject to Approval by the Board of Directors

The following matters must be approved by the Board of Directors:

- Establishment of branches, representative offices, business locations, and subsidiaries of the Company;
- Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises, and except for matters falling under Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises which must be

approved by the General Meeting of Shareholders, to decide on the execution, amendment, and termination of contracts of the Company;

- Appointment and dismissal of persons authorized to act as the Company's commercial representatives and legal counsels;
- Borrowing, and the provision of mortgages, pledges, guarantees, indemnities, and other security arrangements of the Company;
- Investments outside the approved business plan and budget exceeding **ten percent (10%)** of the annual business plan and budget value; and contracts or transactions entered into between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises, except those falling under the authority of the General Meeting of Shareholders;
- Acquisition or disposal of shares or capital contributions in other companies established in Vietnam or abroad;
- Valuation of non-cash contributed assets in share or bond issuances of the Company, including gold, land use rights, intellectual property rights, technology, and technical know-how;

Matters Subject to Approval by the Board of Directors (continued)

- To appoint and dismiss persons authorized by the Company to act as its commercial representatives and legal counsels;
  - To decide on borrowings and the provision of mortgages, pledges, guarantees, indemnities, and other security arrangements of the Company;
  - To approve investments outside the approved business plan and budget exceeding ten percent (10%) of the annual business plan and budget; and to approve contracts and transactions entered into between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises, except those falling under the authority of the General Meeting of Shareholders;
  - To decide on the acquisition or disposal of shares or capital contributions in other companies established in Vietnam or abroad;
  - To determine the valuation of non-cash contributed assets in share or bond issuances of the Company, including gold, land use rights, intellectual property rights, technology, and technical know-how.
- To decide on the repurchase or redemption of not more than ten percent (10%) of the total issued shares of each class within a period of twelve (12) months;
- To determine the price for repurchase or redemption of the Company's shares;
- To decide on other business matters or transactions which, in the opinion of the Board of Directors, require its approval within its authority and responsibilities..

Reporting Obligations of the Board of Directors

- The Board of Directors must report to the General Meeting of Shareholders on its activities, including its supervision of the General Director and other executives during the financial year.
- If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

Delegation of Authority

- Unless otherwise provided by applicable laws or the Company's Charter, the Board of Directors may authorize subordinate employees or other executives to act on behalf of the Company.

Duties of Members of the Board of Directors

Members of the Board of Directors shall have obligations as prescribed in the Company's Charter and the following additional obligations:

- To perform their duties honestly and prudently in the best interests of the Company and its shareholders;
- To attend all meetings of the Board of Directors and provide opinions on matters under discussion;
- To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

- To report at the nearest meeting of the Board of Directors any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such member or his/her related persons; and transactions between the Company and companies in which such member has been a founding shareholder or manager within the preceding three (03) years prior to the transaction;
- To perform disclosure obligations when conducting transactions in the Company's shares in accordance with applicable laws;
- Independent members of the Board of Directors must prepare reports assessing the performance of the Board of Directors.

## **2. Nomination, Candidacy, Election, Dismissal and Removal of Members of the Board of Directors**

### *a) Term and Number of Members of the Board of Directors*

- The Board of Directors shall consist of **seven (07) members**.
- The term of office of a member of the Board of Directors shall not exceed **five (05) years**, and members may be re-elected for an unlimited number of terms.
- An individual may serve as an **independent member of the Board of Directors** of the Company for no more than **two (02) consecutive terms**.

### *b) Structure, Criteria and Conditions of Members of the Board of Directors*

- The total number of independent members of the Board of Directors must account for **at least one-third (1/3)** of the total number of Board members.
- The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members and **must not concurrently hold the position of General Director**.

#### **General Criteria and Conditions**

Members of the Board of Directors must meet the following criteria and conditions:

- Must not fall under the cases specified in **Clause 2, Article 17 of the Law on Enterprises**;
- Must possess professional qualifications and experience in business administration or in the Company's business sectors and are **not necessarily required to be shareholders**, unless otherwise provided in the Company's Charter;
- A member of the Board of Directors may concurrently serve as a member of the Board of Directors of other companies.

#### **Additional Criteria for Independent Members of the Board of Directors**

Unless otherwise provided by securities laws, independent members must satisfy the following conditions:

- Must not be currently employed by the Company or its subsidiaries, and must not have been employed by the Company or its subsidiaries for at least **three (03) consecutive years** prior thereto;
- Must not be receiving salary or remuneration from the Company, except for allowances payable to members of the Board of Directors in accordance with regulations;
- Must not have a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;
- Must not directly or indirectly own **one percent (1%) or more** of the total voting shares of the Company;
- Must not have served as a member of the Board of Directors or the Board of Supervisors of the Company for at least **five (05) consecutive years**, except where such person has been appointed for **two consecutive terms**.
- Suffers from a mental disorder and other members of the Board of Directors have **professional evidence** demonstrating that such person no longer has full legal capacity;
- Fails to attend meetings of the Board of Directors for **six (06) consecutive months**, except in cases of force majeure;
- By decision of the General Meeting of Shareholders;
- Provides inaccurate personal information when submitting candidacy documents to the Company;
- Other cases as prescribed by applicable laws and the Company's Charter.

*c) Nomination and Candidacy for Members of the Board of Directors*

Shareholders holding ordinary shares may **aggregate their voting rights** to nominate candidates to the Board of Directors as follows:

- Shareholders or groups of shareholders holding from **five percent (5%) to less than ten percent (10%)** of the total voting shares may nominate **one (01) candidate**;
- From **10% to less than 30%**: up to **two (02) candidates**;
- From **30% to less than 40%**: up to **three (03) candidates**;
- From **40% to less than 50%**: up to **four (04) candidates**;
- From **50% to less than 60%**: up to **five (05) candidates**;
- From **60% to less than 70%**: up to **six (06) candidates**;
- From **70% to 80%**: up to **seven (07) candidates**;
- From **80% to less than 90%**: up to **eight (08) candidates**.

- Where the number of candidates nominated or self-nominated is insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's internal corporate governance regulations.

The procedures for nomination by the incumbent Board of Directors must be **clearly disclosed** and approved by the General Meeting of Shareholders prior to implementation in accordance with applicable laws.

*d) Election of Members of the Board of Directors*

- Members of the Board of Directors shall be elected by the method of **cumulative voting**, whereby each shareholder has total voting rights equal to the number of shares owned or represented multiplied by the number of members to be elected, and may allocate all or part of such votes to one or more candidates.
- Based on the number of Board members to be elected, the General Meeting of Shareholders shall select candidates in descending order of votes received until the required number of members is filled.
- In case two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations.
- Where the number of candidates is less than or equal to the number of positions to be filled, the election may be conducted either by cumulative voting as above or by simple voting (in favor, against, or abstention), with resolutions adopted by **simple majority**.

*đ) Cases of Dismissal, Removal and Additional Appointment of Members of the Board of Directors*

*Dismissal by the General Meeting of Shareholders*

The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- Fails to satisfy the criteria and conditions as prescribed in **Article 155 of the Law on Enterprises**;
- Submits a resignation letter which is accepted;
- Other cases as provided in the Company's Charter.

*Removal by the General Meeting of Shareholders*

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- Fails to participate in activities of the Board of Directors for **six (06) consecutive months**, except in cases of force majeure;
- Other cases as provided in the Company's Charter.

*Other Cases*

- When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss or remove members of the Board of Directors beyond the cases specified above

*Obligation to Convene a GMS for Additional Election*

The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- The number of Board members is reduced by more than **one-third (1/3)** compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a GMS within **sixty (60) days** from the date of such reduction;
- The number of independent members of the Board of Directors falls below the minimum ratio required under **Point b, Clause 1, Article 137 of the Law on Enterprises**;
- Except for the above cases, the General Meeting of Shareholders shall elect replacement members at the **nearest meeting**.

*e) Disclosure of Election, Dismissal and Removal of Members of the Board of Directors*

The election, dismissal and removal of members of the Board of Directors must be **disclosed in accordance with the Company's Charter and the regulations of securities laws**.

*g) Method of Introducing Candidates for the Board of Directors*

- Where candidates have been identified in advance, information relating to such candidates shall be included in the meeting materials of the General Meeting of Shareholders and disclosed **at least ten (10) days prior to the opening date** of the GMS on the Company's website to enable shareholders to review before voting.
- Candidates for the Board of Directors must provide a **written commitment** on the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to performing their duties honestly if elected.

Information relating to candidates for the Board of Directors shall include, at a minimum, the following contents:

- Full name, date of birth;
- Educational background;
- Professional qualifications;
- Work experience;
- Companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions;
- A report evaluating the candidate's contributions to the Company, in case the candidate is currently a member of the Board of Directors;
- Related interests with the Company (if any);
- Full name of the shareholder or group of shareholders nominating such candidate (if any);
- Other information (if any).

*h) Election, Dismissal and Removal of the Chairman of the Board of Directors*

- The Board of Directors shall elect the Chairman from among its members. The Chairman **must not concurrently hold the position of General Director**.
- The Chairman of the Board of Directors may be dismissed or removed by decision of the Board of Directors.
- In case the Chairman resigns or is dismissed/removed, the Board of Directors must elect a replacement within **ten (10) days**.

**3. Remuneration and Other Benefits of Members of the Board of Directors**

- Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their duties as Board members. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among Board members based on agreement within the Board or equally in the absence of such agreement.

- The total remuneration paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights and other benefits received from the Company, its subsidiaries, associated companies, and other entities where such member represents the Company's capital, must be **fully disclosed in detail in the Annual Report**.

- Remuneration of members of the Board of Directors must be presented as a **separate item in the Company's annual financial statements**.

Members of the Board of Directors holding executive positions, participating in Board committees, or performing tasks beyond the normal scope of duties of a Board member may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit-sharing percentages, or other forms as decided by the Board of Directors.

- Members of the Board of Directors are entitled to reimbursement for all travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

#### ***4. Procedures for Organizing Meetings of the Board of Directors:***

##### ***a) Minimum Number of Meetings***

- The Chairman of the Board of Directors shall convene both regular and extraordinary meetings, and shall determine the agenda, time and venue of the meeting at least **five (05) working days** prior to the meeting date.
- The Chairman may convene meetings whenever deemed necessary; however, the Board of Directors must meet **at least once per quarter**.

##### ***b) Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors***

The Board of Directors must be convened in the following cases:

- When deemed necessary for the interests of the Company;
- When the remaining number of members of the Board of Directors or the Board of Supervisors is lower than the minimum number required by law;

Upon a written request specifying the purpose of the meeting and matters to be discussed from any of the following:

- Shareholder(s) or group of shareholders as prescribed in **Clause 2, Article 115 of the Law on Enterprises**;
- The Board of Supervisors;
- The General Director or at least **five (05) other executives**;
- An independent member of the Board of Directors;
- At least **two (02) members of the Board of Directors**;
- Other cases as prescribed by law and the Company's Charter.
- The Chairman of the Board of Directors must convene the meeting within **seven (07) working days** from the date of receipt of such request.
- In case the Chairman fails to convene the meeting as requested, the Chairman shall be **liable for any damages incurred by the Company**, and the requesting parties shall have the right to convene the meeting.
- Upon request of the **independent auditing firm** performing the audit of the Company's financial statements, the Chairman must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

##### ***c) Notice of Board of Directors Meeting***

(The notice shall include time, venue, agenda, matters to be discussed and resolved)

- Notice of a Board of Directors meeting must be sent to all members of the Board of Directors and members of the Board of Supervisors at least **five (05) working days** prior to the meeting date.
- A member of the Board of Directors may waive the notice of meeting in writing; such waiver may be amended or revoked in writing by that member.

The notice of meeting must be made in **Vietnamese** and must specify fully the time, venue, agenda, and contents of the matters to be discussed, together with relevant documents for discussion and voting, and voting ballots of members

- The notice of meeting may be sent by post, fax, email, or other means, provided that it is ensured to be delivered to the registered contact addresses of each member of the Board of Directors and members

of the Board of Supervisors.

- Meetings of the Board of Directors shall be held at the Company's head office or at another location within or outside Vietnam as decided by the Chairman of the Board of Directors and approved by the Board of Directors..

*d) Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but **shall not have voting rights**.*

*d) Conditions for Holding Meetings of the Board of Directors (Quorum)*

- Meetings of the Board of Directors shall be conducted when at least **three-quarters (3/4)** of the total number of Board members are present, either in person or through authorized representatives, if approved by the majority of Board members.

- In case the quorum is not met, a second meeting must be convened within seven (07) days from the originally scheduled date. The second meeting shall be valid if attended by more than one-half (1/2) of the total number of Board members.

Online / Remote Meetings of the Board of Directors

- Meetings of the Board of Directors may be conducted via teleconference or other electronic means where all or some members are located in different places, provided that each participating member is able to:

- Hear all other participating members speaking during the meeting;
- Speak simultaneously to all other participants.

Discussions among members may be conducted directly via telephone or other communication means, or a combination thereof. Members participating in such meetings shall be deemed to be present at the meeting.

The location of the meeting shall be deemed to be the place where the largest number of members are present or where the Chairman of the meeting is located.

- Resolutions adopted at meetings conducted via telephone or electronic means, if properly organized and conducted, shall take effect immediately upon conclusion of the meeting, but must be subsequently confirmed by written minutes signed by all participating members.

*e) Voting Method*

- Members of the Board of Directors may submit their voting ballots to the meeting via post, fax, or email.
- In case voting ballots are sent by post, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting.
- Such voting ballots shall only be opened in the presence of all attendees of the meeting.

Voting

- Except as otherwise provided below, resolutions of the Board of Directors shall be adopted when approved by a majority of the attending member. Each member of the Board of Directors attending the meeting in person or through an authorized representative shall have one (01) vote.

Conflict of Interest and Voting Restrictions

- A member of the Board of Directors shall not vote on any contract, transaction or proposal in which such member or his/her related persons have an interest, where such interest conflicts or may conflict with the interests of the Company.

- Such member shall not be counted toward the quorum required for convening a meeting of the Board of Directors in respect of resolutions for which such member is not entitled to vote.

- Where an issue arises at a meeting relating to the interests or voting rights of a Board member and such member does not voluntarily abstain from voting, the decision of the Chairman of the meeting shall be final, unless the nature or scope of such interest has not been fully disclosed.

- A member of the Board of Directors who benefits from a contract as specified in Points a and b, Clause 5, Article 45 of the Company's Charter shall be deemed to have a material interest in such contract

g) Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

*g) Adoption of Resolutions of the Board of Directors*

- The Board of Directors shall adopt decisions and pass resolutions on the basis of a majority vote of attending members.

- In the event of an equality of votes, the vote of the Chairman of the Board of Directors shall be the casting vote.

Resolutions adopted by written consultation shall be approved based on the affirmative votes of a majority of members entitled to vote, and such resolutions shall have the same validity and effect as those adopted at a meeting.

*h) Authorization to Attend Meetings*

- A member of the Board of Directors may authorize another person to attend a meeting on his/her behalf, subject to approval by a majority of Board members, and such authorization must be made in writing in accordance with the Civil Code, clearly stating the authorized individual or organization.
- The authorized representative must submit the written authorization upon registration prior to attending the meeting.

*i) Minutes of Meetings of the Board of Directors*

- Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic forms.

The minutes must be made in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- Name, head office address, and enterprise registration number of the Company;
- Time and venue of the meeting;
- Purpose, agenda, and contents of the meeting;
- Full names of each attending member or authorized representative and the method of attendance; full names of members absent from the meeting and the reasons for absence;
- Matters discussed and voted on at the meeting;
- Summary of opinions expressed by each attending member in chronological order of the meeting;
- Voting results, clearly stating members voting in favor, against, and abstaining;
- Matters approved and the corresponding voting ratios;
- Full names and signatures of the Chairman and the minute-taker, except as provided in Point k, Clause 4 of this Article.

- The Chairman, the minute-taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

- Minutes of meetings of the Board of Directors and all documents used at the meeting must be retained at the Company's head office.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy, the Vietnamese version shall prevail.

*k) Refusal to Sign the Minutes*

- In case the Chairman and/or the minute-taker refuse to sign the minutes, such minutes shall remain valid if they are signed by all other attending members of the Board of Directors and contain all required contents in accordance with regulations.

*l) Disclosure of Resolutions and Decisions of the Board of Directors*

- Resolutions of the Board of Directors must be disclosed in accordance with the Company's Charter, the Law on Enterprises, securities laws, and other relevant regulations.

## ***6. Committees under the Board of Directors***

- The Board of Directors may establish subordinate committees to oversee areas such as development strategy, human resources, remuneration, and internal audit.
- The number of members of each committee shall be determined by the Board of Directors, but should comprise at least three (03) members, including members of the Board of Directors and external members.
- The number of members of each committee shall be determined by the Board of Directors, but should comprise at least three (03) members, including members of the Board of Directors and external members.
- The operation of committees must comply with the regulations issued by the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of attending members who are members of the Board of Directors.
- The operation of committees must comply with the regulations issued by the Board of Directors. Resolutions of a committee shall be valid only when approved by a **majority of attending members who are members of the Board of Directors**.

## ***7. Appointment, Dismissal and Removal of the Company Secretary (Person in Charge of Corporate Governance)***

- The Board of Directors shall appoint at least one (01) Company Secretary (Person in charge of corporate governance) to support effective corporate governance. The term of office shall be decided by the Board of Directors, but shall not exceed five (05) years.

### **Eligibility Criteria**

The Company Secretary must meet the following criteria:

- Possess knowledge of relevant laws and regulations;
- Must not concurrently work for the independent auditing firm performing the audit of the Company's financial statements;
- Other criteria as prescribed by applicable laws, the Company's Charter, and decisions of the Board of Directors.

### **Dismissal and Appointment**

- The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal complies with applicable labor laws.
- The Board of Directors may appoint Assistant(s) to the Company Secretary from time to time.

### **Rights and Obligations**

The Company Secretary shall have the following rights and obligations:

- To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
- To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- To advise on meeting procedures;
- To attend meetings;
- To advise on procedures for drafting resolutions of the Board of Directors in compliance with applicable laws;
- To provide financial information, copies of minutes of Board meetings, and other relevant information to members of the Board of Directors and the Board of Supervisors;
- To monitor and report to the Board of Directors on the Company's information disclosure activities;
- To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;
- Other rights and obligations as prescribed by applicable laws and the Company's Charter.

## ***8. Disclosure of Interests of Members of the Board of Directors***

- A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who is aware of such interest,

must fully disclose such interest at the first meeting of the Board of Directors discussing such contract or transaction.

- In case a member of the Board of Directors is not aware that he/she or his/her related persons have an interest at the time the contract or transaction is entered into, such member must disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware that he/she has or will have an interest in such contract or transaction.

#### ***9. Online Meetings of the Board of Directors***

- Meetings of the Board of Directors may be conducted via teleconference or other electronic means where all or some members are located in different places, provided that each participating member is able to:
  - a) Hear each other member of the Board of Directors participating in the meeting;
  - b) Speak to all other participants simultaneously.

Discussions among members may be conducted directly via telephone or other communication means, or a combination thereof.

Members participating in such meetings shall be deemed to be present at the meeting.

The location of the meeting shall be deemed to be the place where the largest number of members are present, or where the Chairman of the meeting is located.

#### **10. Validity of Resolutions Adopted via Online Meetings**

- Resolutions adopted at meetings conducted via teleconference or electronic means, if duly convened and conducted, shall be valid and effective immediately upon conclusion of the meeting.
- Such resolutions must be subsequently confirmed by signatures in the minutes of all participating members of the Board of Directors.
- The minutes in such cases must be supplemented with full signatures of all participating members of the Board of Directors and the secretary of the meeting within **thirty (30) days** from the date of conclusion of the meeting.

#### **11. Written Resolutions of the Board of Directors**

- The Board of Directors may obtain written opinions from its members to adopt resolutions on matters within its authority as prescribed in Clause 2, Article 27 of the Company's Charter. The authority and procedures for obtaining written opinions of members of the Board of Directors to adopt resolutions and decisions shall be implemented in accordance with Clause 12, Article 3 of this Regulation.

#### **12. Authority and Procedures for Obtaining Written Opinions of Members of the Board of Directors**

The authority and procedures for obtaining written opinions of members of the Board of Directors to adopt resolutions and decisions shall be implemented as follows:

##### *a) Authority*

- The Chairman of the Board of Directors shall decide on obtaining written opinions of members of the Board of Directors to adopt resolutions and decisions on matters within its authority.

##### *b) Preparation of Documents*

- The Chairman of the Board of Directors shall be responsible for organizing the preparation of documents, reports, proposals relating to matters submitted for opinion, draft resolutions and decisions of the Board of Directors, and voting forms to be sent to members of the Board of Directors.

##### *c) Contents of the Voting Form*

The written opinion form shall include the following principal contents:

- Name, enterprise registration number, and head office address of the Company;
- Full name, contact address, nationality, and legal identification details of the member of the Board of Directors;
- Purpose of obtaining opinions;
- Matters submitted for approval of resolutions and decisions of the Board of Directors;
- Voting options, including: in favor, against, and abstention;
- Deadline for submission of completed voting forms to the Company;

- Full name and signature of the Chairman of the Board of Directors.

*d) Submission of Voting Forms*

Members of the Board of Directors may return their completed voting forms to the Company by post or email as follows:

- By post:
  - The voting form must bear the signature of the Board member;
  - The form must be enclosed in a sealed envelope and must not be opened prior to vote counting.
- By email:
  - The voting form must be sent to the designated email address specified in the voting form;
  - The content must be kept confidential until the vote counting takes place.
- Voting forms received after the deadline, or opened prior to vote counting (in case of postal submission), or disclosed prior to vote counting (in case of email submission), shall be deemed invalid.
- Voting forms not returned shall be deemed as non-participation in voting.

*đ) Validity and Vote Counting*

- Voting forms that contain all required information, are duly signed by Board members, and are submitted within the prescribed time limit shall be considered valid.
- The Chairman of the Board of Directors shall organize the vote counting, prepare the vote counting minutes, and notify members of the results, resolutions and decisions adopted within seven (07) working days from the expiry of the submission deadline.

The vote counting minutes shall have the same legal validity as minutes of a Board meeting and must include the following principal contents:

- Name, enterprise registration number, and head office address of the Company;
- Purpose and matters submitted for approval;
- Full names and legal identification details of members who submitted valid voting forms;
- Full names and legal identification details of members whose voting forms were not received or were invalid;
- Matters submitted for voting and summary of opinions (if any);
- Total number of valid, invalid, and non-submitted voting forms; total number of votes in favor, against, and abstentions for each matter;
- Resolutions and decisions adopted and corresponding voting ratios;
- Full names and signatures of the vote counter and the Chairman of the Board of Directors.
- The vote counter and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy and truthfulness of the contents of the vote counting minutes.

*g) Retention of Documents*

- Voting forms, vote counting minutes, adopted resolutions and decisions, and all related documents must be retained at the Company's head office.

*h) Adoption of Written Resolutions*

- Resolutions and decisions of the Board of Directors adopted by written consultation shall be approved based on the affirmative votes of a majority of members entitled to vote.
- Such resolutions shall have the same validity and effect as those adopted at a meeting of the Board of Directors.

**Article 4. Board of Supervisors**

***1. Roles, Rights and Obligations of the Board of Supervisors and Responsibilities of Its Members***

Powers, Duties and Responsibilities of the Board of Supervisors

- The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

To examine the reasonableness, legality, honesty and prudence in the management and operation of business activities; and the consistency, systematic nature, and compliance of accounting, statistics and

financial reporting.

- To appraise the completeness, legality and accuracy of business performance reports, annual and semi-annual financial statements of the Company, and reports assessing the management performance of the Board of Directors, and to submit appraisal reports at the Annual General Meeting of Shareholders.
- To review contracts and transactions with related persons falling under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on transactions requiring such approvals.
- To review, inspect and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.
- To review accounting books, accounting records, and other documents of the Company, as well as management and operational activities, when deemed necessary or upon resolution of the General Meeting of Shareholders or upon request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
- Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request.
- Within fifteen (15) days from the completion of the inspection, the Board of Supervisors shall report the findings to the Board of Directors and the requesting shareholder(s).
- Such inspection must not interfere with the normal operations of the Board of Directors or disrupt the Company's business activities.

To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement or improve the organizational structure, governance, supervision and operation of the Company.

Upon detecting that a member of the Board of Directors or the General Director violates provisions of Article 165 of the Law on Enterprises, the Board of Supervisors must promptly notify the Board of Directors in writing, request the violating person to cease such violation, and propose remedial measures.

To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

To engage independent advisors and utilize the Company's internal audit function to perform assigned duties.

The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

To inspect specific matters relating to the management and operation of the Company upon request of shareholders.

To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in cases where the Board of Directors fails to convene such meeting in accordance with Clause 3, Article 140 of the Law on Enterprises.

+ To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

+ To review, extract and copy part or all of the declarations of related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

+ To propose and recommend that the General Meeting of Shareholders approve the list of eligible auditing firms to audit the Company's financial statements, and to appoint auditing firms to examine the Company's operations when deemed necessary.

+ To be responsible to shareholders for its supervisory activities.

+ To supervise the Company's financial condition and the compliance with laws of members of the

Board of Directors, the General Director, and other managers in their activities.

- + To ensure coordination with the Board of Directors, the General Director, and shareholders.
- + Upon detecting any violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other managers, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease such violation, and propose remedial measures..
- + To develop the Regulation on the Operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval..
- + To witness the vote counting and preparation of vote-counting minutes conducted by the Board of Directors, if requested, in cases of collecting shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders.
- + The Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect the Chairman of the meeting in case the Chairman of the Board of Directors is absent or temporarily unable to perform his/her duties and the remaining Board members fail to elect a replacement. In such case, the person receiving the highest number of votes shall act as Chairman of the meeting.
- + To perform other rights and obligations in accordance with the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

#### - Right of Access to Information of the Board of Supervisors

Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as those provided to members of the Board of Directors, including:

- Notices of meetings, voting ballots for Board of Directors' members, and accompanying documents;
- Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- Reports of the General Director submitted to the Board of Directors and other documents issued by the Company.

+ Members of the Board of Supervisors shall have the right to access files and documents of the Company kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees of the Company during working hours..

+ The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information and documents relating to management, administration, and business operations of the Company upon request of the Board of Supervisors or its members.

#### - Responsibilities of Supervisors

+ To comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.

+ To perform assigned rights and obligations in a honest, prudent and diligent manner, ensuring the maximum lawful interests of the Company.

+ To act in the best interests of the Company and its shareholders; not to abuse position or authority, and not to use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.

+ To perform other obligations in accordance with the Law on Enterprises and the Company's Charter.

#### Liability of Supervisors

- In case of violations of the above responsibilities causing damage to the Company or other parties, Supervisors shall bear individual or joint liability for such damages.
- Any income or other benefits obtained from such violations must be returned to the Company

In case a Supervisor is found to have violated assigned rights and obligations, such violation must be notified in writing to the Board of Supervisors; the violating person must be requested to cease the violation and take remedial actions.

## ***2. Term, Number, Composition and Structure of the Board of Supervisors***

### ***a) Term, Number and Structure of the Board of Supervisors***

- The Board of Supervisors shall comprise [three (03)] members.
- The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
- The Supervisors shall elect one (01) member as the Head of the Board of Supervisors based on the majority principle.
- The Head of the Board of Supervisors must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities. Powers and Responsibilities of the Head of the Board of Supervisors
  - To convene meetings of the Board of Supervisors;
  - To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
  - To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors, for submission to the General Meeting of Shareholders;
  - To review contracts and transactions with related persons falling under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on such contracts and transactions.

### ***b) Criteria and Conditions for Members of the Board of Supervisors***

- Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- Having professional training in economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations;
- Not being a family member of members of the Board of Directors, the General Director, or other managers;
- Not being a manager of the Company; not necessarily required to be a shareholder or an employee of the Company;
- Not working in the accounting or finance department of the Company;
- Not being a member or employee of an eligible auditing firm that has audited the Company's financial statements within the preceding three (03) years;
- Meeting other criteria and conditions as prescribed by relevant laws and the Company's Charter
- In addition to the above criteria, a member of the Board of Supervisors must not be a family member of any manager of the Company, nor a representative of capital contribution of an enterprise or a State capital representative in the Company.

### ***c) Nomination and Candidacy for Members of the Board of Supervisors***

- Shareholders or groups of shareholders holding [10%] or more of the total voting ordinary shares shall have the right to nominate candidates to the Board of Supervisors.

The nomination of candidates to the Board of Supervisors shall be carried out as follows:

- Shareholders forming a group to nominate candidates must notify such grouping to attending shareholders prior to the opening of the General Meeting of Shareholders;
- Based on the number of Supervisors, shareholders or groups of shareholders as prescribed above may nominate one or more candidates in accordance with the decision of the General Meeting of Shareholders. In case the number of nominated candidates is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.
- Where the number of candidates nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and the Regulation on Operation of the Board of Supervisors.
- Such additional nominations by the incumbent Board of Supervisors must be clearly disclosed prior

to the General Meeting of Shareholders conducting the election of Supervisors in accordance with applicable laws..

*d) Method of Election of Members of the Board of Supervisors*

- The election, dismissal, and removal of members of the Board of Supervisors shall fall under the authority of the General Meeting of Shareholders.
- The election of members of the Board of Supervisors shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisors to be elected.
- Shareholders may allocate all or part of their votes to one or more candidates.
- Elected members of the Board of Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is fulfilled
- In case two or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the criteria specified in the election regulations or the Company's Charter.

*đ) Cases of Dismissal and Removal of Members of the Board of Supervisors*

Dismissal

- The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
  - No longer meeting the criteria and conditions as prescribed in Article 169 of the Law on Enterprises;
  - Submitting a resignation letter which is accepted;
  - Other cases as prescribed in the Company's Charter.

Removal (Bãi nhiệm)

- The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
  - Failure to fulfill assigned duties and responsibilities;
  - Failure to perform assigned rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - Repeated violations or serious violations of obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
  - Other cases as resolved by the General Meeting of Shareholders.

*e) Disclosure of Election, Dismissal and Removal of Members of the Board of Supervisors*

- Where candidates for the Board of Supervisors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, to enable shareholders to review such information before voting.
- Candidates for the Board of Supervisors must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected.
- Information relating to candidates for the Board of Supervisors to be disclosed shall include:
  - Full name, date of birth;
  - Professional qualifications;
  - Employment history;
  - Other managerial positions held;
  - Related interests with the Company and its related parties;
  - Other information (if any) as prescribed in the Company's Charter;
- + The Company shall be responsible for disclosing information on:
  - Companies in which the candidate holds managerial positions; and

- Any related interests of the candidate with the Company (if any).

The disclosure of results of election, dismissal, and removal of members of the Board of Supervisors shall be conducted in accordance with regulations on information disclosure.

*g) Remuneration and Other Benefits of Members of the Board of Supervisors*

- Members of the Board of Supervisors shall be entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders.
- The General Meeting of Shareholders shall decide the total amount of remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
- Members of the Board of Supervisors shall be reimbursed for reasonable expenses including accommodation, travel, and costs of engaging independent advisory services.
- The total amount of such remuneration and expenses shall not exceed the approved annual operating budget of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

Salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Company in accordance with regulations on corporate income tax and other relevant laws, and must be presented as a separate item in the annual financial statements of the Company.

**Article 5. General Director**

***1. Roles, Responsibilities, Rights and Obligations of the General Director***

- The General Director is the person responsible for the day-to-day management and operation of the Company and shall be subject to the supervision of the Board of Directors.
- The General Director shall be accountable to the Board of Directors and to the law for the performance of his/her assigned rights and obligations.
- The General Director must manage and operate the Company's daily business activities in compliance with applicable laws, the Company's Charter, the labor contract signed with the Company, and resolutions and decisions of the Board of Directors.
- In case of acting in violation of the above provisions and causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for such damages.

**Rights and Obligations of the General Director**

- To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's approved business plans and investment plans;

To decide on matters not falling under the authority of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day operations in accordance with best management practices;

To propose to the Board of Directors the Company's organizational structure and internal management regulations;

To propose measures to improve the Company's operations and management;

To recommend to the Board of Directors the number of managers to be recruited, and to propose appointments or dismissals in accordance with internal regulations, as well as to propose remuneration, salaries and other benefits for such managers for decision by the Board of Directors;

+ To consult with the Board of Directors in determining the number of employees, appointments, dismissals, salaries, allowances, benefits, and other terms of employment;

+ On or before [●] each year, to submit to the Board of Directors for approval the detailed business plan for the following financial year, aligned with the annual budget and the five (05)-year financial plan;

+ To prepare the Company's long-term, annual and quarterly budgets/forecasts (the "Budgets") for long-term, annual and quarterly management in line with the business plan.

+ The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include information as required under the Company's internal regulations;

- To perform other rights and obligations in accordance with applicable laws, the Company's Charter, internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.
- The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to such bodies upon request.

## ***2. Appointment, Dismissal, Execution and Termination of the Labor Contract of the General Director***

### ***a) Term, Criteria and Conditions of the General Director***

- The term of office of the General Director shall not exceed five (05) years and may be reappointed.
- The appointment may terminate in accordance with the provisions of the labor contract.
- The General Director must not fall under cases prohibited by law from holding such position and must satisfy all criteria and conditions as prescribed by law and the Company's Charter.

### ***b) Appointment and Execution of Labor Contract with the General Director***

The Board of Directors shall appoint one (01) of its members or another person as the General Director and shall execute a labor contract specifying remuneration, salary, and other benefits.

### ***c) Dismissal and Termination of Labor Contract with the General Director***

The Board of Directors may dismiss the General Director upon approval by a majority of attending members of the Board of Directors having voting rights, and shall appoint a replacement General Director.

### ***d) Disclosure of Appointment, Dismissal, Execution and Termination***

The appointment, dismissal, execution, and termination of the labor contract of the General Director must be disclosed in accordance with the Company's Charter, the Law on Enterprises, securities laws, and other relevant regulations.

### ***e) Remuneration and Other Benefits of the General Director***

The remuneration, salary, benefits, and other terms under the labor contract of the General Director shall be decided by the Board of Directors.

- Reported at the Annual General Meeting of Shareholders;
- Presented as a separate item in the Company's annual financial statements; and Disclosed in the Company's Annual Report.

## **Article 6. Other Activities**

### ***1. Coordination among the Board of Directors, the Board of Supervisors, and the General Director***

#### ***a) Procedures for convening meetings, issuing notices, recording minutes, and notifying results***

- Notices of meetings and accompanying documents for meetings of the Board of Directors shall be sent to members of the Board of Supervisors at the same time as they are sent to members of the Board of Directors.
- Where the General Director is a member of the Board of Directors, the procedures for convening meetings shall follow the provisions applicable to meetings of the Board of Directors. Matters relating to coordination between the Board of Directors and the General Director shall be incorporated into the agenda of such meetings.
- The General Director and other members of the management team act as the executive body responsible for ensuring that the Company's operations are conducted normally and efficiently.
- The General Director shall be accountable to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers and shall report to such bodies upon request.
- Members of the Board of Directors must not use undisclosed information of the Company or disclose such information to others for the purpose of conducting related transactions.

- The General Director may decide on measures beyond his/her authority in emergency situations, including natural disasters, war, fire, unexpected incidents, or matters governed by the Company's crisis management policy; however, such decisions must be reported in writing to the Board of Directors as soon as possible, and the General Director shall be accountable to the Board of Directors and the nearest General Meeting of Shareholders for such decisions.

- The General Director shall have the right to refuse to implement and to reserve his/her opinion on resolutions or decisions of the Board of Directors if such decisions are deemed to be unlawful or detrimental to the interests of shareholders. In such case, the General Director must promptly submit a written explanation to the Board of Directors and the Board of Supervisors.

Prior to performing duties requiring approval of the Board of Directors, the General Director shall submit a proposal to the Board of Directors at least seven (07) days in advance. The Board of Directors must respond within seven (07) days or within another period as agreed by the parties.

- When proposing measures to improve the Company's operations and management, the General Director must submit such proposals to the Board of Directors as early as possible, but not less than seven (07) days prior to the date such matters are to be decided.

With respect to the organization of the Annual General Meeting of Shareholders, the Board of Directors shall notify the General Director of the coordination and use of resources within a reasonable timeframe in accordance with the Company's Charter.

*b) Notification of resolutions and decisions of the Board of Directors*

- Resolutions and decisions of the Board of Directors shall be sent to the Board of Supervisors and the General Director within a maximum of three (03) working days.

*c) Cases where the General Director or the Board of Supervisors may request the convening of a Board of Directors meeting and matters requiring consultation*

- Conflicts of rights and obligations between the Board of Directors and the General Director;
- Crisis situations where resolution exceeds the authority of the General Director;
- Transactions in which the General Director is a related party;
- Material issues arising during the implementation of resolutions of the Board of Directors;
- Matters exceeding the authority delegated by the Board of Directors to the General Director.

*d) Reporting by the General Director to the Board of Director:*

- The reports of the General Director to the Board of Directors on the performance of assigned duties and powers shall be incorporated as a standing agenda item in meetings of the Board of Directors.

The reporting contents shall include:

- The Company's overall performance, particularly in comparison with competitors;
- Implementation of the Company's business strategy;
- Marketing and business performance indicators;
- Financial results of the Company;
- Compliance of the management team with applicable laws and internal procedures relating to corporate governance, risk management, and internal control, as well as business ethics;
- Performance of the management team at both group and individual levels.

*e) Review of the Implementation of Resolutions and Delegated Matters*

- The supervision and review of the implementation of resolutions and other delegated matters of the Board of Directors by the General Director shall be incorporated as a standing agenda item in meetings of the Board of Directors.

*g) Matters to be Reported and Information Disclosure by the General Director*

- The General Director shall provide information through appropriate means in the following cases:

- Upon request of members of the Board of Directors for information and documents relating to the Company's financial condition and business operations, including its subsidiaries or internal units, in accordance with applicable laws;
- Upon written or email request from committees of the Board of Directors regarding matters approved by such committees for which the General Director is required to provide information. In such cases, the General Director must provide a written report.

*h) Coordination in Control, Management, and Supervision*

- Members of the Board of Directors shall coordinate in supervising and managing the General Director in accordance with the operating regulations of specialized committees.
  - Members of the Board of Directors may discuss matters directly at meetings of the Board of Directors or meetings of its committees.
  - Members of the Board of Directors may coordinate with other managers of the Company after consulting with the General Director regarding the subject matter, timing, and related contents.
- In cases where the Board of Directors delegates authority to other managers:
- Such delegation must be documented in a resolution or authorization document signed by a majority of members of the Board of Directors;
  - The original document must be delivered to the General Director and notified to the Corporate Governance Officer/Company Secretary; and
  - Must comply with all applicable legal requirements on authorization.
  - Decisions to temporarily suspend decisions of the General Director by the Chairman of the Board of Directors must be made in writing and delivered by registered mail or by hand with the presence of the Corporate Governance Officer/Company Secretary.
  - In urgent cases and for purposes related to their duties, members of the Board of Directors may request the General Director or other managers to provide information on the Company's operations, subject to the approval of the Chairman of the Board of Directors.
  - Such requests must be made in writing and sent to the General Director at least twenty-four (24) hours in advance.

*Coordination and Response Obligations of the Board of Directors*

- The Board of Directors shall respond to proposals relating to the Company's Charter, Internal Corporate Governance Regulations, organizational structure, and number of managers within fifteen (15) days.
- For matters requiring approval of related party transactions or material transactions, the Board of Directors must provide a written response within seven (07) days.

Where meetings of the Board of Directors invite members of the management team or any managerial level, the Board of Directors shall send meeting notices and relevant materials (if any) at least seven (07) days in advance (through the Company Secretary).

*Coordination by the Board of Supervisors*

**2. *Supervision over the General Director and Executive Management***

- Based on periodic reports and specific information requests, the Board of Supervisors may request the Board of Directors to review decisions of the General Director.
- In case of signs of violations of law or the Company's Charter that may cause significant damage to the Company's assets or reputation, the Board of Supervisors has the right to issue a written notice within forty-eight (48) hours to the General Director requesting immediate suspension of such decisions.
- Within one (01) hour from issuing such request, the Board of Supervisors must notify its opinion to members of the Board of Directors.

- Within one (01) hour from issuing such request, the Board of Supervisors must notify its opinion to members of the Board of Directors.
- The Board of Supervisors shall also be responsible for reporting to the General Meeting of Shareholders and making disclosures in accordance with applicable laws.

#### Access to Information and Documents

- Requests of the Board of Supervisors for information, documents relating to management, business operations, business performance reports, and financial statements must be sent to the Company at least forty-eight (48) hours in advance. When requesting access, the Board of Supervisors must state the reasons in writing and must strictly maintain confidentiality of information obtained during supervision. When requesting access, the Board of Supervisors must state the reasons in writing and must strictly maintain confidentiality of information obtained during supervision.

Such information and documents include:

- Meeting notices and related materials, and voting ballots of members of the Board of Directors;
- Minutes and resolutions of the Board of Directors;
- Reports of the General Director;
- Information and documents on management and financial statements;
- Reports evaluating the management performance of the Board of Directors;
- Other relevant documents.

#### ***Engagement of Independent Advisors***

- Where the Board of Supervisors engages independent external advisors, it must notify the scope, value, and other key terms within **forty-eight** (48) hours from the time such services are engaged.

#### Participation in Meetings

- At meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (and concurrently notify members of the Board of Directors) to attend and respond to matters of concern.

#### ***Inspection and Reporting***

- Periodic or ad hoc inspections conducted by the Board of Supervisors must result in a written conclusion within fifteen (15) days from completion and be sent to the General Director to support management activities.
- Depending on the nature and results of the inspection, the Board of Supervisors shall discuss and coordinate with the General Director prior to reporting to the General Meeting of Shareholders.
- In case of disagreement, differing opinions may be **reserved** and recorded in the minutes, and the Head of the Board of Supervisors shall report such matters at the nearest General Meeting of Shareholders.

#### ***Other Consultation Matters***

- Other matters requiring the opinion of the General Director must be sent at least seven (07) working days in advance, and the General Director shall respond within seven (07) working days.

### ***2. Annual Evaluation, Remuneration, and Disciplinary Policies for Members of the Board of Directors, Board of Supervisors, the General Director, and Other Managers***

#### Evaluation of the Board of Directors and Its Committees

- The Board of Directors shall conduct an annual evaluation of:
  - The overall performance of the Board of Directors;
  - The performance of its committees; and
  - The performance of each individual member of the Board of Directors

#### Evaluation Criteria

- Evaluation shall be based on **conduct and performance**, reflected through the following aspects:
  - Revenue, profit, and other non-financial performance indicators;

- The proportion of independent, non-executive, and executive members within the Board of Directors;
- The number of meetings of the Board of Directors and its committees, and the matters discussed at such meetings;
- The number of occurrences of conflicts of interest;
- Compliance with confidentiality obligations;
- Participation of Board members in management training programs;
- Development of remuneration policies for the Board of Directors;
- New policies developed and issued.

#### Evaluation Methodology

- The evaluation shall be conducted either:
  - At a dedicated meeting of the Board of Directors convened specifically for evaluation purposes;
  - or
  - As part of a regular meeting of the Board of Directors.
- Evaluation records shall be maintained and archived by the Company under confidential information management policies.

#### + Evaluation of Individual Members of the Board of Directors

- Evaluation of individual members shall be conducted through:
  - Self-assessment by each member;
  - Confidential peer evaluation among Board members, with the coordination of a third party.
  - Such third party may be a legal advisor or an independent professional consultant, as determined from time to time.

#### Post-Evaluation Development and Training

- Based on the results of periodic evaluations of the Board of Directors and its members, appropriate training and development programs shall be organized or provided to enhance the knowledge and skills of Board members.

These programs shall include:

- Development of new skills and enhancement of professionalism, along with increased awareness of relevant issues;
- Access to updated knowledge on corporate governance and related matters, with opportunities for discussion with peers and instructors;
- Enhancement of awareness of ethical issues and core values underlying effective corporate governance;
- Relevant training courses to support Board members in fulfilling their duties and responsibilities.

#### valuation of the General Director and Other Managers

- The Board of Directors shall conduct the evaluation of the General Director and other managers as follows:
  - The Board of Directors shall assign its committees to develop performance evaluation criteria and conduct evaluations for the General Director and other managers.
  - Such evaluation criteria must ensure a balance between the interests of the management team and the long-term interests of the Company and its shareholders.
  - Financial and non-financial performance indicators used in the evaluation shall be carefully considered and determined by the Board of Directors from time to time.
  - Non-financial indicators may be categorized into areas such as stakeholders, operational processes and efficiency, internal growth, and knowledge management.

#### Evaluation Criteria

- Performance against business and operational objectives;

- General duties and competencies of senior management;
- Capabilities and professional skills of senior management.

#### Assessment of Business Performance Objectives

- Performance shall be evaluated based on:
  - Achievement of the Company's overall objectives; and
  - Achievement of functional or departmental objectives under the Balanced Scorecard framework.
- Financial, customer, internal process, and learning & development objectives shall be appropriately weighted for each position.

#### Assessment of Fiduciary Duties of Senior Management

- General duties of senior management shall be assessed in accordance with the Company's Charter and Internal Corporate Governance Regulations, including:
  - Duty of care;
  - Duty of honesty and avoidance of conflicts of interest;
  - Duty of confidentiality;
  - Duty of loyalty and diligence.

#### Evaluation Process

- The evaluation shall be conducted in two stages:
  - Self-assessment by the individual; and
  - Assessment by the direct supervisor.

For executive directors, the Board of Directors shall also consider supervisory evaluation results provided by the General Director

#### Assessment of Capabilities and Skills

- Capabilities and skills of senior management shall be evaluated based on:
  - Leadership and management quality;
  - Personal attributes;
  - Knowledge and professional skills;
  - Relationships with members of the executive team;
  - Relationships with employees;
  - Relationships with the community.

#### Reward Policy

- The Board of Directors shall assign its specialized committees to develop a reward and incentive system. Rewards shall be granted based on the performance evaluation results in accordance with this Regulation.

#### Forms of Rewards

- Monetary rewards;
- Non-monetary incentives.
- For members of the Board of Directors:
  - Rewards shall be decided by the Board of Directors **within the remuneration limits approved by the General Meeting of Shareholders.**
- For executive management:
  - Reward funds shall be derived from the Company's **bonus and welfare fund and other lawful sources**, or may be recorded as **pre-tax expenses** in accordance with applicable laws.
  - The level of rewards shall be determined based on the actual conditions of each year.

#### Disciplinary Measures

- The Board of Directors shall establish a **disciplinary framework** based on the nature and severity of violations. The highest disciplinary measures shall include **dismissal or removal from office.** .

- Members of the Board of Directors, the General Director, and other managers who fail to perform their duties with **honesty, diligence, prudence, and due care** shall bear **personal liability** for any damages caused.
- Members of the Board of Directors, the General Director, and other managers who violate laws or the Company's regulations in the course of performing their duties shall, depending on the severity of the violation, be subject to **disciplinary action, administrative sanctions, or criminal liability** in accordance with applicable laws and internal regulations.
- **In cases where damage is caused to the Company, its shareholders, or other parties, such individuals must compensate for damages in accordance with the law.**

Article 7. Effectiveness

- This **Internal Corporate Governance Regulation** of *The Van Cargos And Foreign Trade Logistics Joint Stock Company* comprises **seven (07) Articles** and shall take effect from **April 7, 2026**.

**CHAIRMAN OF THE BOD**



**NGUYEN XUAN GIANG**

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## **REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS**

- *Pursuant to the Law on Securities dated November 26, 2019;*
- *Pursuant to the Law on Enterprises dated June 17, 2020;*
- *Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies as stipulated in Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to the Charter of The Van Cargos And Foreign Trade Logistics Joint Stock Company;*
- *Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ-VNT of the General Meeting of Shareholders dated April 7, 2026.*

*The Board of Directors hereby promulgates the Regulation on the Operation of the Board of Directors of The Van Cargos And Foreign Trade Logistics Joint Stock Company.*

*The Regulation on the Operation of the Board of Directors of The Van Cargos And Foreign Trade Logistics Joint Stock Company includes the following contents:*

### **Chapter I** **GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation and Subjects of Application**

- 1. Scope of regulation:** The Regulation on the Operation of the Board of Directors provides for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company's Charter and other relevant laws and regulations.
- 2. Subjects of application:** This Regulation applies to the Board of Directors and its members.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for their respective duties and jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors in relation to the Company's development.
2. The Board of Directors assigns the Chief Executive Officer to organize and implement the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and Obligations of Members of the Board of Directors**

Members of the Board of Directors shall have all rights as prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial position and business operations of the Company and its affiliated units.

1. Members of the Board of Directors shall have obligations as prescribed in the Company's Charter and the following obligations:

- a) Perform their duties honestly and with due care in the best interests of the shareholders and the Company;
- b) Attend all meetings of the Board of Directors and provide opinions on matters submitted for discussion;
- c) Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, associates and other organizations;
- d) Report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries and other companies in which the Company holds more than 50% of the charter capital, with a member of the Board of Directors and such member's related persons; and transactions between the Company and companies in which such member is a founding shareholder or a manager within the three (03) years preceding the transaction date;
- e) Disclose information when conducting transactions in the Company's shares in accordance with applicable laws.

2. Independent members of the Board of Directors shall prepare reports assessing the performance of the Board of Directors.

#### **Article 4. Right of Members of the Board of Directors to Access Information**

1. Members of the Board of Directors shall have the right to request the Chief Executive Officer, Deputy Chief Executive Officer and other managers of the Company to provide information and documents on the financial position and business operations of the Company and its units.

2. The requested managers shall provide information and documents promptly, fully and accurately as requested by members of the Board of Directors. The procedures and formalities for requesting and providing such information shall be governed by the Company's Charter.

#### **Article 5. Term of Office and Number of Members of the Board of Directors**

The Board of Directors shall consist of seven (07) members. The Company's Charter shall specify the number of members of the Board of Directors.

1. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

2. In the event that all members of the Board of Directors simultaneously complete their term

of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties, unless otherwise provided in the Company's Charter.

3. The Company's Charter shall specify the number, rights, obligations, organization and coordination mechanisms of independent members of the Board of Directors.

#### **Article 6. Criteria and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors shall satisfy the following criteria and conditions:

- a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in business administration or in the business lines or sectors of the Company, and not necessarily being a shareholder of the Company, unless otherwise provided in the Company's Charter;
- c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company;
- d) Other criteria and conditions as prescribed in the Company's Charter.

2. Independent members of the Board of Directors, as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, shall satisfy the following criteria and conditions:

- a) Not being a person currently employed by the Company or its subsidiaries; and not having been employed by the Company or its subsidiaries for at least three (03) consecutive years immediately preceding such appointment;
- b) Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with applicable regulations;
- c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling is a major shareholder of the Company; or who is a manager of the Company or its subsidiaries;
- d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
- e) Not having been a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding such appointment, except where such person has been continuously appointed for two (02) consecutive terms;
- e) Other criteria and conditions as prescribed in the Company's Charter.

3. An independent member of the Board of Directors shall notify the Board of Directors upon no longer satisfying the criteria and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such criteria and conditions are no longer satisfied. The Board of Directors shall report such case of the independent member no longer satisfying the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the notification from the relevant independent member.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of Chief Executive Officer.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a) Formulate the programs and plans for the operation of the Board of Directors; prepare the agenda, contents and documents for meetings; convene, preside over and act as chairperson of meetings of the Board of Directors;
  - b) Organize the process of adopting resolutions and decisions of the Board of Directors;
  - c) Supervise the implementation of the resolutions and decisions of the Board of Directors;
  - d) Chairperson of the General Meeting of Shareholders;
  - d) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors shall elect a replacement within [ten (10)] days from the date of receipt of the resignation or the dismissal/removal decision.

In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter.

In the absence of an authorized person, or in the event that the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification establishment or a compulsory education institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of their members to act as Chairman of the Board of Directors in accordance with the principle of majority approval of the remaining members until a new decision of the Board of Directors is issued.

5. Where deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:
  - a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record the minutes of meetings;
  - b) Assist members of the Board of Directors in performing their assigned rights and obligations;
  - c) Assist the Board of Directors in applying and implementing corporate governance principles;
  - d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information disclosure, transparency and administrative procedures;
  - d) Other rights and obligations as prescribed in the Company's Charter.

#### **Article 8. Dismissal, Removal, Replacement and Addition of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors

in the following cases:

- a) No longer satisfies the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Has submitted a resignation letter which has been accepted;
- c) Other cases as prescribed in the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) Fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases as prescribed in the Company's Charter.

3. Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or to dismiss or remove a member of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company's Charter. In such case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors is reduced and no longer satisfies the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

#### **Article 9. Method for Election, Dismissal and Removal of Members of the Board of Directors**

1. A shareholder or a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

2. In the event that the number of candidates for the Board of Directors nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulation on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with applicable laws.

3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares held multiplied by the number of members of the Board of Directors to be elected, and such shareholder shall have the right to allocate all or part of his/her total votes to one or more candidates. Elected members of the Board of Directors shall be

determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is fully filled. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among such candidates or a selection shall be made in accordance with the criteria set out in the election regulations or the Company's Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the voting principle.

#### **Article 10. Notification of Election, Dismissal and Removal of Members of the Board of Directors**

Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting.

Candidates for the Board of Directors shall provide a written commitment on the truthfulness and accuracy of the disclosed personal information and shall undertake to perform their duties honestly, with due care and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include

- a) Full name; date of birth;
- b) Professional qualifications;
- c) Professional experience;
- d) Other managerial positions;
- đ) Interests related to the Company and its related parties;
- e) Điều lệ công ty Other information (if any) as prescribed in the Company's Charter;
- f) A public company shall be responsible for disclosing information on the companies in which a candidate currently holds positions as a member of the Board of Directors or other managerial positions, as well as any interests of such candidate related to the Company (if any).

2. The notification of the results of the election, dismissal and removal of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure.

### **Chapter III BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company and has full authority to act on behalf of the Company to decide on and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plans and annual business plans;
- b) Propose the types of shares and the total number of shares of each type authorized to be offered;
- c) Decide on the sale of unsold shares within the number of shares of each type authorized to be offered; decide on raising additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- e) Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- g) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total assets as recorded in the Company's most recent financial statements, **[except where the Company's Charter provides for a different threshold or value]**, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- h) Elect, dismiss and remove the Chairman of the Board of Directors; appoint, dismiss, enter into and terminate contracts with the Director or General Director and other key managers as prescribed in the Company's Charter; decide on the salary, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such representatives;
- k) Supervise and direct the Director or General Director and other managers in the conduct of the Company's day-to-day business operations;
- l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to, or share acquisitions in, other enterprises;
- m) Approve the agenda and contents of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or organize the collection of written opinions to enable the General Meeting of Shareholders to pass resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend rate; decide on the timing and procedures for dividend payment or the handling of losses arising in the course of business operations;
- p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Regulation on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Regulation on the Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulation;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote. The authority and procedures for collecting written opinions from members of the Board of Directors for the adoption of resolutions and decisions of the Board of Directors shall be carried out in accordance with Article 15 below.
4. In the event that a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, members voting in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage incurred; members voting against such resolution or decision shall be exempt from liability.

In such case, shareholders of the Company shall have the right to request a court to suspend the implementation of or to annul such resolution or decision

## **Article 12. Duties and Powers of the Board of Directors in Approving and Entering into Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) of the total assets, or transactions that result in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total assets as recorded in the Company's most recent financial statements, or such other lower ratio or value as prescribed in the Company's Charter, entered into between the Company and any of the following persons:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
- Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises

2. The Company's authorized representative signing a contract or transaction must notify members of the Board of Directors and members of the Supervisory Board of the related parties involved in such contract or transaction and provide a draft of the contract or the principal contents of the transaction.

The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notification, unless the Company's Charter provides for a different time limit; members of the Board of Directors having interests related to the parties to such contract or transaction shall not have the right to vote.

## **Article 13. Responsibilities of the Board of Directors for Convening Extraordinary**

## **General Meetings of Shareholders**

1. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) Where the Board of Directors deems it necessary for the interests of the Company;
- b) Where the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number prescribed by law;
- c) Upon request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the full signatures of the relevant shareholders, or be made in multiple copies and collectively bear sufficient signatures of the relevant shareholders;
- d) Upon request of the Supervisory Board;
- dd) Other cases as prescribed by law and the Company's Charter.

## 2. Convening an Extraordinary General Meeting of Shareholders

[Unless otherwise provided in the Company's Charter], the Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number prescribed in the Company's Charter, or from the date of receipt of the request specified in Points c and d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders shall perform the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints relating to the list of shareholders;
- c) Prepare the agenda and contents of the meeting;
- d) Prepare documents for the meeting;
- dd) Prepare draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting; prepare the list and detailed information of candidates in the case of election of members of the Board of Directors or members of the Supervisory Board;
- e) Determine the time and venue of the meeting;
- g) Send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Perform other tasks serving the meeting.

## **Article 14. Committees Assisting the Board of Directors**

1. The Board of Directors may establish committees under its authority to be responsible for development policies, personnel matters, remuneration, internal audit and risk management.

The number of members of each committee shall be decided by the Board of Directors, with a minimum of **[three (03)]** members, including members of the Board of Directors and external members.

[Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority of the committee, and one of such members shall be appointed as the Chairman of the committee by decision of the Board of Directors.]

The operation of the committees must comply with the regulations of the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

## **Chapter IV MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 15. Meetings 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 seven (07) working days from the date of completion of the election of the Board of Directors.

This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio.

In the event that more than one member receives the highest and equal number of votes or voting ratio, the members shall elect, on the basis of majority vote, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b) Upon request of the Director or General Director or at least five (05) other managers;
  - c) Upon request of at least two (02) members of the Board of Directors;
  - d) Other cases as prescribed in the Company's Charter.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided, which fall under the authority of the Board of Directors.
5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article.

If the Chairman of the Board of Directors fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting invitation no later than **[three (03)]** working days prior to the meeting date **[unless otherwise provided in the Company's Charter]**.

The notice of meeting invitation must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting forms of the members.

The notice of meeting invitation of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Company's Charter, and must ensure delivery to the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

In addition to members of the Board of Directors and the Supervisory Board, the Board of Directors shall invite a group of shareholders holding twenty-five percent (25%) or more of the voting shares to attend meetings of the Board of Directors. Such shareholders may participate in discussions only and shall not have the right to vote at the meeting.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend.

In the event that a meeting convened in accordance with this Clause does not have a sufficient number of attending members as prescribed, a second meeting shall be convened within **[seven (07)]** days from the scheduled date of the first meeting, **[unless the Company's Charter provides for a shorter period]**.

In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

a) Attends and votes in person at the meeting;

b) Authorizes another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;

c) Attends and votes via teleconference, electronic voting, or other electronic means;

d) Sends a voting ballot to the meeting by post, fax or email;

e) Sends a voting ballot by other means **[as prescribed in the Company's Charter]**.

10. In the case where a voting ballot is sent to the meeting by post, such ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting.

Such voting ballots shall be opened only in the presence of all attendees of the meeting.

11. Members shall attend all meetings of the Board of Directors. A member may authorize

another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors.

12. [Unless the Company's Charter provides for a higher ratio], resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

13. Meetings of the Board of Directors may be conducted by teleconference among members of the Board of Directors when all or some members are in different locations but are able to hear, speak and discuss with each other, provided that each participating member is able to:

**a)** Hear every other participating member speaking at the meeting;

**b)** Speak to all other attending members simultaneously.

Discussions among members may be conducted directly via telephone or other means of communication, or a combination of such methods. Members of the Board of Directors participating in such meetings shall be deemed to be "present" at such meeting.

**c)** The venue of a meeting conducted in accordance with this Clause shall be the location where the largest number of members of the Board of Directors are present, or the location of the chairperson of the meeting.

14. Decisions adopted at meetings conducted by teleconference in a lawful and proper manner shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

The minutes of such meeting must be duly supplemented with the signatures of the members of the Board of Directors and the secretary of the meeting within thirty (30) days from the date of conclusion of the meeting

15. The Board of Directors shall have the authority to collect written opinions from its members in order to adopt resolutions of the Board of Directors when deciding on matters within its authority as prescribed in Clause 2, Article 27 of the Company's Charter.

The authority and procedures for collecting written opinions from members of the Board of Directors for the adoption of resolutions and decisions of the Board of Directors shall be implemented in accordance with Clause 16, Article 15 of this Regulation.

16. The authority and procedures for collecting written opinions from members of the Board of Directors for the adoption of resolutions and decisions of the Board of Directors shall be implemented as follows:

**a)** The Chairman of the Board of Directors shall decide on the collection of written opinions from members of the Board of Directors to adopt resolutions and decisions on matters within its authority.

**b)** The Chairman of the Board of Directors shall be responsible for organizing the preparation of documents, reports and submissions on matters to be submitted for the Board's opinion, draft resolutions and decisions of the Board of Directors, and opinion forms to be sent to members of the Board of Directors.

**c)** The opinion form must include the following principal contents:

- Name, enterprise registration number, and head office address of the Company;
- Full name, contact address, nationality, and legal identification details of each member of the Board of Directors;
- Purpose of collecting opinions;
- Matters on which opinions are sought for the adoption of resolutions and decisions of the Board of Directors;
- Voting options, including: approval, disapproval, and abstention;
- Deadline for returning the completed opinion form to the Company;
- Full name and signature of the Chairman of the Board of Directors.

**d)** Members of the Board of Directors may return the completed opinion forms to the Company by post or email in accordance with the following provisions:

- In the case of submission by post, the completed opinion form must bear the signature of the member of the Board of Directors. The opinion form sent to the Company must be placed in a sealed envelope and must not be opened prior to vote counting;

- **In the case of submission by email**, the opinion form must be sent to the Company at the email address specified in the opinion form and must be kept confidential until the time of vote counting;

- Opinion forms returned to the Company after the deadline specified in the opinion form, or those that have been opened in the case of submission by post, or disclosed in the case of submission by email, shall be deemed invalid. Opinion forms not returned shall be deemed as non-voting.

**đ)** Opinion forms that contain all required contents, bear the signature of the member of the Board of Directors, and are returned to the Company within the prescribed time limit shall be deemed valid.

The Chairman of the Board of Directors shall organize the vote counting, prepare the vote counting minutes, and notify the results of vote counting as well as the adopted resolutions and decisions to the members within seven (07) working days from the expiry date for submission of opinions.

The vote counting minutes shall have the same legal validity as the minutes of a Board of Directors meeting and must include the following principal contents:

- Name, enterprise registration number, and head office address of the Company;

Purpose and matters on which opinions are sought for the adoption of resolutions and decisions of the Board of Directors;

- Full name and legal identification details of members of the Board of Directors who have returned valid opinion forms; and those from whom the Company did not receive opinion forms or whose opinion forms are invalid;
- Matters submitted for opinion and voting; summary of opinions of members on each matter (if any);
- Total number of valid, invalid, and non-returned opinion forms; total number of valid votes in favor, against, and abstentions for each matter;
- Resolutions and decisions adopted and the corresponding voting ratios;
- Full name and signatures of the vote counters and the Chairman of the Board of Directors.

The vote counters and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy and truthfulness of the contents of the vote counting minutes.

**g)** The completed opinion forms, vote counting minutes, adopted resolutions and decisions, and related documents enclosed with the opinion forms must be kept at the Company's head office.

**h)** Resolutions and decisions of the Board of Directors adopted in the form of written opinions shall be approved on the basis of the affirmative votes of a majority of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and legal effect as those adopted at a meeting.

## **Điều 16. Biên bản họp Hội đồng quản trị**

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms

The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

- a)** Name, head office address, and enterprise registration number of the Company;
  - b)** Time and venue of the meeting;
  - c)** Purpose, agenda and contents of the meeting;
  - d)** Full names of each attending member or their authorized representatives and the method of attendance; full names of members not attending and the reasons for absence;
  - dd)** Matters discussed and voted on at the meeting;
  - e)** Summary of opinions of each attending member in chronological order of the meeting;
  - g)** Voting results, clearly stating members voting in favor, against, and abstaining;
  - h)** Matters adopted and the corresponding voting ratios;
  - i)** Full names and signatures of the chairperson of the meeting and the minute-taker, except as provided in Clause 2 of this Article.
2. In the event that the chairperson of the meeting or the minute-taker refuses to sign the minutes, such minutes shall remain valid if they are signed by all other attending members of the Board of Directors and contain all the contents specified in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article.
3. The chairperson of the meeting, the minute-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
4. Minutes of meetings of the Board of Directors and documents used at the meetings must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

## **Chapter V**

### **DISCLOSURE AND REPORTING OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

1. **1.** At the end of the financial year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:
  - a)** Report on the Company's business performance;
  - b)** Financial statements;
  - c)** Report on the evaluation of the management and administration of the Company;
  - d)** Appraisal report of the Supervisory Board.
2. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than ten (10) days prior to the

opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer period.

Shareholders who have continuously held shares of the Company for at least one (01) year shall have the right to personally, or together with a lawyer, accountant or certified auditor, directly inspect the reports specified in this Article.

### **Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily rate of remuneration.

The Board of Directors shall estimate the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, shall be presented 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. Members of the Board of Directors holding executive positions, or members participating in committees of the Board of Directors, or performing duties beyond the normal scope of a member of the Board of Directors, may be paid additional remuneration in the form of lump-sum payments per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors..
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter

### **Article 19. Disclosure of Related Interests**

In the absence of stricter provisions in the Company's Charter, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:
  - a) Name, enterprise registration number, head office address, and business lines of enterprises in which they hold capital contributions or shares; the ownership ratio and the time of acquisition of such capital contributions or shares;
  - b) Name, enterprise registration number, head office address, and business lines of

enterprises in which their related persons jointly or individually hold capital contributions or shares representing more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.
3. Any member of the Board of Directors who, in his/her own name or on behalf of another person, conducts any work in any form within the scope of the Company's business must fully disclose the nature and details of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining members of the Board of Directors.

If such work is carried out without disclosure or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors shall be one of coordination. Members of the Board of Directors are responsible for keeping one another informed of matters relevant to their assigned duties in the course of performing their responsibilities.
2. In the course of handling assigned tasks, the member of the Board of Directors who is primarily responsible must proactively coordinate with other members where matters fall within the scope of responsibility of such other members.

In case of differing opinions among members of the Board of Directors, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or collecting opinions of the members of the Board of Directors in accordance with the law, the Company's Charter, and this Regulation.

3. In the event of reassignment among members of the Board of Directors, the members must hand over all relevant work, records, and documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Management**

The Board of Directors, in its governance capacity, shall issue resolutions for implementation by the Chief Executive Officer and the executive management.

At the same time, the Board of Directors shall supervise and monitor the implementation of such resolutions.

#### **Article 22. Relationship with the Supervisory Board or the Audit Committee**

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee shall be one of coordination.

The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee shall be conducted on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

2. Upon receipt of inspection minutes or consolidated reports from the Supervisory Board or the Audit Committee, the Board of Directors shall be responsible for reviewing such documents and directing relevant departments to develop corrective action plans and implement timely remedial measures.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 23. Effectiveness**

The Regulation on the Operation of the Board of Directors of The Van Cargos And Foreign Trade Logistics Joint Stock Company consists of seven (07) chapters and twenty-three (23) articles and shall take effect from April 7, 2026.

**CHAIRMAN OF BOD**



**NGUYEN XUAN GIANG**