

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

**CHARTER**

**QUANG NINH PORT JOINT STOCK COMPANY**

- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam, XIV Legislature, at its 8th Session on 26 November 2019, and guiding documents for the implementation of the Law on Securities;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam, XIV Legislature, at its 9th Session on 17 June 2020, and guiding documents for the implementation of the Law on Enterprises;
- Pursuant to the Law amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Viet Nam on 29 November 2024;
- Pursuant to the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2025;
- Pursuant to the Law No. 03/2022/QH15 dated 11 January 2022 on amendments and supplements to a number of articles of the Law on Public Investment, the Law on Investment in the form of Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgments;
- Pursuant to the Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020

of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to the Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- This Charter is adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated 24 April 2026 of the General Meeting of Shareholders of the Company

## CHAPTER 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 that have been sold or subscribed at the time of incorporation of the joint stock company and in accordance with Article 6 of this Charter;
- b) *Voting Shares* means shares that entitle their holders to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020, and any amendments, supplements, or replacements thereto from time to time;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019, and any amendments, supplements, or replacements thereto from time to time;
- đ) *Viet Nam* means the Socialist Republic of Viet Nam;
- e) *Date of Establishment* means the date on which the Company is first issued its Enterprise Registration Certificate (Business Registration Certificate or other equivalent legal documents);
- g) *Executive Officers* means the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in the Company's Charter;
- h) *Managers* means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director;
- i) *Related Person* means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14;



k) *Shareholder* means any individual or organization owning at least one share of the joint stock company;

l) *Founding Shareholder* means a shareholder holding at least one ordinary share and whose name is included in the list of founding shareholders of the joint stock company;

m) *Major Shareholder* means a shareholder holding five percent (5%) or more of the total voting shares of the Company;

n) *Term of Operation* means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension thereof (if any) as approved by the General Meeting of Shareholders of the Company;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings of Chapters and Articles in this Charter are inserted for convenience of reference only and shall not affect the interpretation or construction of this Charter.

## CHAPTER II

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

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

1. Name of the Company:

- Vietnamese name: Công ty Cổ phần Cảng Quảng Ninh
- English name: Quang Ninh Port Joint Stock Company
- Abbreviated name: Quang Ninh Port

2. The Company is a joint stock company with legal status in accordance with the applicable laws of Viet Nam.

3. Registered Head Office of the Company:

- Head office address: No. 1, Cai Lan Road, Bai Chay Ward, Quang Ninh Province, Viet Nam.

- Tel: 02036 283 288 Fax:

- E-mail: qnp@quangninhport.com.vn

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

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

5. Unless the Company is dissolved prior to its expiry in accordance with Clause 2, Article 57 of this Charter, the term of operation of the Company shall be indefinite from the Date of Establishment.

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

1. The Company shall have one (01) legal representative. The General Director shall be the legal representative of the Company. All transaction documents must clearly specify such capacity.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions; represents the Company as the petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration tribunals and courts, and performs other rights and obligations in accordance with applicable laws..

3. The legal representative of the Company shall have the following responsibilities:

- To exercise the assigned rights and perform the assigned obligations honestly, prudently, and to the best of his/her ability in order to ensure the lawful interests of the Company;
- To be loyal to the interests of the Company; not to abuse his/her position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
- To promptly, fully, and accurately notify the Company of enterprises in which he/she or his/her related persons act as owners or hold shares or capital contributions.

4. The legal representative of the Company shall bear personal liability for any damage caused to the Company due to a breach of the responsibilities prescribed in Clause 3 of this Article.

5. The legal representative must reside in Viet Nam. In the event that the legal representative exits Viet Nam, he/she must authorize in writing another individual residing in Viet Nam to exercise the rights and perform the obligations of the legal representative. In such case, the legal representative shall remain liable for the performance of the authorized rights and obligations.



6. In the event that upon the expiry of the authorization period as prescribed in Clause 5 of this Article, the legal representative of the Company has not returned to Viet Nam and no further authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative until the legal representative of the Company resumes his/her duties at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

7. In the event that the legal representative is absent from Viet Nam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the legal representative of the Company, or in the event that the legal representative dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving an imprisonment sentence, is subject to administrative handling measures at a compulsory detoxification establishment or compulsory education institution, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors shall appoint another person as the legal representative of the Company.

### CHAPTER III

#### OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

##### Article 4. Business Objectives and Lines of Business of the Company

1. Lines of business of the Company:

No.	Industry name	Level
1	Wholesale of rice, wheat, other cereal products, wheat flour	4631
2	Other tourism related activities	7990
3	Repair and maintenance of machinery and equipment	3312
4	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals	4620
5	Food wholesale	4632
6	Wholesale of solid, liquid, gaseous fuels and related products	4671
7	Wholesale of metals and metal ores	4672
8	Wholesale of other construction materials and installation equipment	4673
9	General wholesale	4690
10	Warehousing and storage of goods Details: Provision of warehousing services (excluding real estate	5210

No.	Industry name	Level
	business)	
11	Other specialized wholesale not elsewhere classified	4679
12	Road freight transport	4933
13	Inland waterway passenger transport	5021
14	Loading and unloading of goods Details: - <i>Cargo handling and storage;</i> - <i>Transshipment of goods within the port area</i> ( <i>Excluding: Airport cargo handling code 52245</i> )	5224 (Chính)
15	Direct support service activities for water transport <i>Details: Maritime services.</i>	5222
16	Other short-term accommodation services	5520
17	Restaurants and mobile food services	5610
18	Other support services related to transportation; <i>Details:</i> - <i>Freight forwarding services;</i> - <i>Logistics services business.</i> ( <i>Excluding air transport support services</i> )	5229
19	Travel agency	7911
20	Tour operator	7912
21	Real estate business, land use rights of owners, users or tenants	6810
22	Wholesale of other machinery, equipment and spare parts	4659
23	Mechanical processing; metal treatment and coating	2592
24	Retail of motor fuels	4730

## 2. Objectives of the Company:

- a) To conduct business profitably; to preserve and develop the capital invested by shareholders in the Company; to fulfill obligations in accordance with resolutions of the General Meeting of Shareholders; and to ensure a harmonious balance of interests among the State, shareholders, employees, and society.
- b) To improve the living standards of employees and to promote and uphold the Company's corporate culture traditions;



## Article 5. Scope of Business and Operations of the Company

The Company is permitted to conduct business activities in the lines of business specified in this Charter which have been duly registered, with any changes to the enterprise registration contents having been notified to the business registration authority and publicly disclosed on the National Enterprise Registration Portal. In the event that the Company engages in conditional business lines, the Company must satisfy all applicable business conditions in accordance with the Law on Investment and relevant specialized laws.

## CHAPTER IV

### CHARTER CAPITAL AND SHARES

#### Article 6. Charter Capital and Shares

1. The Charter Capital of the Company is VND 750,499,360,000 (*in words: Seven hundred fifty billion four hundred ninety-nine million three hundred sixty thousand Vietnamese Dong*).

a) Total number of shares of the Company: **75,049,936** shares.

b) Class of shares: Ordinary shares

c) Par value per share: VND **10,000** per share (*in words: Ten thousand Vietnamese Dong*).

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 14 and 15 of this Charter. With respect to ordinary shares: (i) those sold to employees of the Company under commitments for long-term employment upon equitization; (ii) those sold to the Trade Union organization; and (iii) those allocated to strategic investors upon equitization, such shares shall be subject to transfer restrictions and other conditions in accordance with the laws on equitization of state-owned enterprises.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

Ordinary shares must be offered for sale to existing shareholders in priority in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of

Directors may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

5. The Company may repurchase its own issued shares in accordance with the methods prescribed in this Charter and applicable laws.

6. 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 class 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 the following particulars:

- a) Name, enterprise registration number, and head office address of the Company;
- b) Number of shares and class of shares;
- c) Par value of each share and the total par value of the shares stated on the share certificate;
- d) Full name, contact address, nationality, and legal identification details of an individual shareholder; or name, enterprise registration number or legal identification details, and head office address of an organizational shareholder;
- d) Signature of the legal representative of the Company;
- e) Registration number in the Company's Register of Shareholders and the date of issuance of the share certificate;
- g) Other particulars as prescribed in Articles 116, 117, and 118 of the Law on Enterprises No. 59/2020/QH14 in respect of share certificates for preference shares.

3. Within five (05) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within five (05) days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the owner of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any cost for the printing of share certificates.



4. In the event of any errors in the content or form of a share certificate issued by the Company, the lawful rights and interests of the holder of such share certificate shall not be affected. The legal representative of the Company shall be liable for any damage caused by such errors.

5. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon request. Such request must include the following particulars:

- a) Information relating to the share certificate that has been lost, damaged, or otherwise destroyed;
- b) A commitment to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

### **Article 8. Register of Shareholders**

1. The Company shall establish and maintain a Register of Shareholders from the date of issuance of the Enterprise Registration Certificate. The Register of Shareholders may be in the form of a written document, an electronic database, or both.

2. The Register of Shareholders must contain the following principal particulars:

- a) Name and head office address of the Company;
- b) Total number of shares authorized to be offered for sale, classes of shares authorized to be offered, and the number of shares authorized for each class;
- c) Total number of shares sold of each class and the value of paid-up share capital;
- d) Full name, contact address, nationality, and legal identification details of an individual shareholder; or name, enterprise registration number or legal identification details, and head office address of an organizational shareholder;
- d) Number of shares of each class held by each shareholder and the date of share registration

3. The Register of Shareholders shall be kept at the head office of the Company or at the Vietnam Securities Depository and Clearing Corporation. Shareholders shall have the right to inspect, search, extract, and copy the contents of the Register of Shareholders during the working hours of the Company or the Vietnam Securities Depository and Clearing Corporation.

### **Article 9. Other Securities Certificates**

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

**Article 10. Share Offering**

1. Share offering means the Company increases the number of shares and classes of shares authorized to be offered for sale and sells such shares during its operation in order to increase its Charter Capital.
2. Share offering may be conducted in one of the following forms:
  - a) Offering shares to existing shareholders;
  - b) Public offering of shares;
  - c) Private placement of shares.
3. Public offerings of shares and other forms of share offerings shall be conducted in accordance with the laws on securities and the Law on Enterprises No. 59/2020/QH14.
4. The Company shall register the change in its Charter Capital within ten (10) days from the completion date of the share offering.

**Article 11. Transfer of Shares**

1. All shares may be freely transferred unless otherwise provided by law. Shares listed or registered for trading on the Vietnam Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares, and other rights and benefits as prescribed by law.
3. Share transfer fees: Shareholders transferring shares shall be responsible for paying share transfer fees in accordance with the fee schedule prescribed by the Company from time to time.

**Article 12. Issuance of Bonds**

1. The Company shall have the right to issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws and this Charter.
2. The General Meeting of Shareholders shall decide on the type, total value, and timing of the offering of convertible bonds and bonds with warrants. The adoption of resolutions on private placement of bonds by the Company shall be carried out in accordance with Article 23 of this Charter.
3. Except as provided in Clause 2 of this Article 12, the Board of Directors shall have the authority to decide on the type of bonds, total value of bonds, and timing of issuance, and must report such decisions to the General Meeting of Shareholders at the



nearest meeting. Such report must be accompanied by relevant documents and explanations regarding the Board of Directors' decision on the bond issuance.

## **CHAPTER V**

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

#### **Article 13. Organizational Structure, Governance and Control**

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

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

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 14. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through authorized representatives, or by other means as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one (01) vote;
  - b) To receive dividends at a rate as decided by the General Meeting of Shareholders;
  - c) To be given priority to subscribe for new shares in proportion to their respective holdings 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 No. 59/2020/QH14 and other relevant laws;
  - d) To examine, search, and extract information on names and contact addresses in the list of shareholders entitled to vote; and to request correction of their inaccurate information;
  - e) To examine, search, extract, or copy the Company's Charter, minutes of meetings 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 in proportion to their shareholding in the Company;
  - h) To request the Company to repurchase their shares in the cases provided in Article 132 of the Law on Enterprises No. 59/2020/QH14;
  - i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits on its holder. In the event that the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;
  - l) To have their lawful rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises No. 59/2020/QH14;
  - m) To have other rights as prescribed by applicable laws and this Charter.
2. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clauses 3 and 4, Article 115 and Article 140 of the Law on Enterprises No. 59/2020/QH14;
  - b) To examine, search, 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 the Company's trade secrets and business secrets;
  - c) To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following particulars: full name, contact address, nationality, and legal identification details of an individual shareholder; or name, enterprise registration number or legal identification details, and head office address of an organizational shareholder; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and the percentage of ownership in the total shares of the Company; matters to be inspected and purposes of the inspection;



d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held, and the matters proposed to be included in the meeting agenda;

d) To have other rights as prescribed by applicable laws and this Charter

3. 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 and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of such grouping prior to 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, a shareholder or a group of shareholders as prescribed in this Clause shall have the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for election to the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by such shareholder or group of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

4. A shareholder or a group of shareholders holding at least one percent (1%) of the total ordinary shares shall have the right, on their own behalf or on behalf of the Company, to initiate legal proceedings to claim personal liability or joint liability against members of the Board of Directors and the General Director in order to require the return of benefits or compensation for damages to the Company or other persons in the following cases:

a) Breach of responsibilities of company managers as prescribed in Article 165 of the Law on Enterprises No. 59/2020/QH14;

b) Failure to perform, improper performance, untimely performance, or performance contrary to the provisions of law, the Company's Charter, or resolutions and decisions of the Board of Directors with respect to assigned rights and obligations;

c) Abuse of position or title, and use of information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;

d) Other cases as prescribed by law.

5. Shareholders or groups of shareholders as prescribed in Clause 4 of this Article shall have the right to examine, search, and extract necessary information as decided by a court or arbitral tribunal before or during the course of initiating legal proceedings.

#### **Article 15. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully pay for the number of shares subscribed for in a timely manner.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or by another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred.
3. To comply with the Company's Charter and internal management regulations of the Company.
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 in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy, or transmit such information to any other organization or individual
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting via online conference, electronic voting, or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax, or email;
  - d) Sending voting ballots by other means not contrary to applicable laws and as approved by the General Meeting of Shareholders.



7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:

- a) Violating the law;
  - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts that are not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

#### **Article 16. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an Annual General Meeting once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time limit for holding the Annual General Meeting in necessary cases, but not exceeding six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson of the meeting is present and must be within the territory of Viet Nam.

2. The Board of Directors, the Board of Supervisors, and the convenor of the General Meeting of Shareholders must fully comply with the order and procedures for convening a General Meeting of Shareholders in accordance with the Law on Enterprises No. 59/2020/QH14, the Company's Charter, and the internal regulations on corporate governance (if any). The authorization of a representative to attend the General Meeting of Shareholders shall comply with Clause 2, Article 144 of the Law on Enterprises No. 59/2020/QH14.

3. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall prepare the agenda and arrange an appropriate venue and time to enable shareholders to attend, discuss, and vote on each matter included in the agenda of the General Meeting of Shareholders. The Annual General Meeting of Shareholders shall decide on matters as prescribed in Clause 3, Article 139 of the Law on Enterprises No. 59/2020/QH14, in particular approving the audited annual financial statements. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any). In cases of force majeure where attendance is not possible, such members must submit a written report to the Board of Directors and the Board of Supervisors. In the event that the



auditor's report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Annual General Meeting of Shareholders.

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

- a) When deemed necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 14 of this Charter; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple documents containing sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed by applicable laws and this Charter.

5. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within sixty (60) 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 Board of Supervisors falls below the level specified in Point b, Clause 4 of this Article, or from the date of receipt of a request as prescribed in Points c and d, Clause 4 of this Article;
- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 5 of this Article, within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises No. 59/2020/QH14;
- c) In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 5 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 4 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.



In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses;

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises No. 59/2020/QH14

#### **Article 17. Rights and Obligations of the General Meeting of Shareholders**

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

- a) To approve the Company's development orientation;
- b) To decide on the classes of shares and the total number of shares of each class authorized to be offered; and to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets as recorded in the most recent financial statements of the Company;
- d) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the internal corporate governance regulations and the operational regulations of the Board of Directors and the Board of Supervisors;

m) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations; and to dismiss the approved auditor when deemed necessary;

n) To exercise other rights and obligations as prescribed by applicable laws.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and on the performance of the Board of Directors and each of its members;

d) Reports of the Board of Supervisors on the Company's business performance and on the performance of the Board of Directors and the General Director;

đ) Self-assessment reports on the performance of the Board of Supervisors and each Supervisor;

e) Dividend rate for each class of shares;

g) Number of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;

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

k) Approval of the list of approved auditing firms; decision on the approved auditing firm to audit the Company's operations when deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) Classes of shares and the number of new shares to be issued for each class;

n) Division, separation, consolidation, merger, or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Decision on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets as recorded in the most recent financial statements of the Company;

q) Decision on the repurchase of more than ten percent (10%) of the total issued shares of each class;



- r) Approval of contracts and transactions between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises No. 59/2020/QH14 with a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company as recorded in the most recent financial statements;
- s) Approval of transactions as prescribed in Clause 4, Article 293 of the Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Board of Supervisors;
- u) Other matters as prescribed by applicable laws and this Charter.

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

#### **Article 18. Authorization to Attend the General Meeting of Shareholders**

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises No. 59/2020/QH14.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil laws and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attending person must additionally present the original power of attorney from the shareholder or the authorized representative of an organizational shareholder (if it has not been previously registered with the Company).

3. The voting ballots of an authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

- a) The authorizing person has died, or has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;



c) The authorizing person has revoked the authority of the person performing the authorization.

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 reconvening of the meeting.

#### **Article 19. Variation of Rights**

1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares held by shareholders attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of adoption by written resolution.

2. A meeting of shareholders holding a class of preference shares to approve the above-mentioned variation of rights shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. In the event that the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding such class of shares present in person or through authorized representatives (regardless of the number of attendees and shares held) shall constitute a valid quorum. At such meetings, shareholders holding shares of that class present in person or through authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 21, 22, and 23 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of preference shares relating to certain or all matters concerning the distribution of profits or assets of the Company shall not be deemed to be varied when the Company issues additional shares of the same class.

#### **Article 20. Convening, Agenda and Notice of Meeting of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases prescribed in Clause 4, Article 16 of this Charter.



2. The convenor of the General Meeting of Shareholders shall perform the following tasks:

- a) To prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared not more than ten (10) days prior to the date of sending the notice of meeting. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
- b) To prepare the agenda and contents of the meeting;
- c) To prepare documents for the meeting;
- d) To draft resolutions of the General Meeting of Shareholders based on the proposed agenda; and to prepare the list and detailed information of candidates in the case of election of members of the Board of Directors and the Board of Supervisors;
- đ) To determine the time and venue of the meeting;
- e) To notify and send the notice of meeting to all shareholders entitled to attend the meeting;
- g) To perform other tasks for the purpose of organizing the meeting;
- m) To provide information and handle complaints relating to the list of shareholders

3. The notice of meeting must contain the name, head office address, and enterprise registration number of the Company; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall be simultaneously disclosed on the Company's website and on the websites of the State Securities Commission of Vietnam and the Vietnam Stock Exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of meeting 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 validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that such documents are not enclosed with the notice of meeting, the notice must clearly specify the link to all meeting materials so that shareholders may access them, including:

- a) The meeting agenda and documents to be used at the meeting;

b) The list and detailed information of candidates in the case of election of members of the Board of Directors and the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each matter in the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 14 of this Charter shall have the right to propose additional matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed to be included in the meeting agenda.

5. The convenor of the General Meeting of Shareholders shall have the right to refuse the proposal referred to in Clause 4 of this Article in any of the following cases:

a) The proposal is not submitted in accordance with Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 2, Article 14 of this Charter;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by applicable laws and this Charter

6. The convenor of the General Meeting of Shareholders must accept and include the proposal referred to in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

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

1. A General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting votes.

2. In the event that the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, a notice for the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General



Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting votes.

3. In the event that the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting votes of the attending shareholders

4. Only the General Meeting of Shareholders shall have the authority to decide on any changes to the meeting agenda that has been sent together with the notice of meeting in accordance with Article 20 of this Charter.

## **Article 22. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have completed registration, in accordance with the following procedures:

a) Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which shall specify the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by approving votes, disapproving votes, and abstentions. At the meeting, approval votes shall be collected first, followed by disapproval votes; the total number of approval and disapproval votes shall then be counted to determine the result. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the opening of the meeting shall have the right to register immediately and, after registration, to participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow latecomers to register, and the validity of matters already voted on prior to their arrival shall remain unchanged.



2. The election of the Chairperson, the secretary, and the vote counting committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or may authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on the basis of majority voting. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson;

b) Except for the case specified in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall act as the Chairperson;

c) The Chairperson shall appoint one or more persons as the secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the Chairperson of the meeting

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 determine the time allocated for each matter included in the meeting agenda.

4. The Chairperson of the meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees.

a) To arrange seating at the venue of the General Meeting of Shareholders;

b) To ensure the safety of all persons present at the meeting venues;

c) To facilitate shareholders in attending (or continuing to attend) the meeting. The convenor of the General Meeting of Shareholders shall have full authority to change 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.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by approval votes, disapproval votes, and



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

6. Shareholders or their authorized representatives who arrive after the opening of the meeting shall still be entitled to register and to participate in voting immediately after registration; in such cases, the validity of matters already voted on prior to their arrival shall remain unchanged.

7. The convenor 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 from the meeting any persons who fail to comply with the Chairperson's authority, intentionally cause disorder, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has met the quorum, for a period not exceeding three (03) working days from the originally scheduled opening date, and may only adjourn or change the venue of the meeting in the following cases:

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

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from 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. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises No. 59/2020/QH14 and Clause 3, Article 273 of the Decree No. 155/2020/ND-CP dated 31. December

2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

### **Article 23. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt all matters within its authority either by direct voting at the meeting or by obtaining written opinions from shareholders.
2. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 5, 6, and 7 of this Article:
  - a) Classes of shares and the total number of shares of each class;
  - b) Changes in business lines and sectors;
  - c) Changes in the organizational and management structure of the Company;
  - d) Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets as recorded in the most recent financial statements of the Company;
  - đ) Reorganization or dissolution of the Company.
3. Resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 2, 5, 6, and 7 of this Article.
4. 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 order and procedures for convening the meeting and adopting such resolutions are not in compliance with the provisions of the Law on Enterprises No. 59/2020/QH14 and this Charter.
5. In the case of adoption of resolutions by written opinions, a resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders entitled to vote.
6. The election of members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and such shareholder shall have the right to allocate all or part of his/her



votes to one or several candidates. Candidates receiving the highest number of votes shall be elected as members of the Board of Directors or the Board of Supervisors in descending order of votes, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last position, a re-election shall be conducted among those candidates, or selection shall be made in accordance with the criteria set out in the election regulations, ensuring compliance with applicable laws and this Charter.

7. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares held by shareholders attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of adoption by written opinions.

**Article 24. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

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 shall have the right to obtain written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders at any time and on any matter when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the opinion solicitation forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for such draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 20 of this Charter
3. An opinion solicitation form must contain the following principal contents:
  - a) Name, head office address, and enterprise registration number of the Company;
  - b) Purpose of the opinion solicitation;
  - c) Full name, contact address, nationality, and legal identification of an individual shareholder; name, enterprise registration number or legal identification of an organizational shareholder, and its head office address; or full name, contact address, nationality, and legal identification of the representative of an organizational

shareholder; number of shares of each class and the corresponding voting votes of the shareholder;

d) Matters to be voted on for adoption of decisions;

đ) Voting options, including approval, disapproval, and abstention for each matter;

e) Deadline for returning the completed opinion solicitation forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors

4. Shareholders may return completed opinion solicitation forms to the Company by mail, fax, or email as follows:

a) In the case of submission by mail, the completed opinion form must bear the signature of the individual shareholder, or the authorized representative or legal representative of an organizational shareholder. The opinion form must be placed in a sealed envelope, which must not be opened prior to the vote counting;

b) In the case of submission by fax or email, the opinion forms must be kept confidential until the time of vote counting;

c) Opinion forms received after the deadline specified in the form, or those opened in the case of mail submission, or disclosed in the case of fax or email submission, shall be deemed invalid. Opinion forms not returned shall be deemed as non-participation in voting.

5. The Board of Directors shall conduct vote counting and prepare a vote counting record in the presence of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting record must include the following principal contents:

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

b) Purpose and matters to be voted on for adoption of resolutions;

c) Number of shareholders and total voting votes participating in the voting, specifying valid and invalid votes, and the method of submission of voting forms, together with an appendix listing the shareholders participating in the voting;

d) Total number of approval votes, disapproval votes, and abstentions for each matter;

đ) Matters adopted and the corresponding approval ratios;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.



Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting record and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting

6. The vote counting record and resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. The sending of such documents may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Completed opinion solicitation forms, the vote counting record, adopted resolutions, and related documents attached to the opinion solicitation forms must be retained at the Company's head office.

#### **Article 25. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (GMS) must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Time and venue of the GMS;
- c) Meeting agenda and contents of the meeting;
- d) Full name of the Chairperson and the Secretary;
- dd) Summary of the meeting proceedings and shareholders' opinions expressed at the GMS on each item of the agenda;
- e) Number of shareholders and total voting shares of attending shareholders; attached list of attending shareholders and their authorized representatives, specifying number of shares and corresponding voting rights;
- g) Total votes for each matter, clearly stating voting method, number of valid votes, invalid votes, votes in favor, against, and abstentions; and corresponding percentages of total voting shares of attending shareholders;
- h) Matters approved and corresponding approval ratios;
- i) Full name and signatures of the Chairperson and the Secretary.

Where the Chairperson and/or Secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the

meeting and containing all required contents under this Clause. The minutes must clearly state the refusal to sign.

2. The minutes of the GMS must be completed and approved before the end of the meeting. The Chairperson, Secretary, or other signatories to the minutes shall be jointly responsible 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 version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of the GMS, the attached list of attending shareholders with signatures, powers of attorney for attendance, all appendices to the minutes (if any), and other documents attached to the meeting notice must be disclosed in accordance with securities disclosure regulations and retained at the Company's head office.

5. A resolution of the General Meeting of Shareholders takes effect from the date of approval or from the effective date stated in such resolution.

#### **Article 26. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders (GMS), or the minutes of vote counting results of the GMS, shareholders or groups of shareholders as prescribed in Clause 2, Article 14 of this Charter have the right to request a Court or Arbitration to review and cancel all or part of a GMS resolution in the following cases:

- a) The order and procedures for convening the meeting and adopting decisions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 23 of this Charter;
- b) The contents of the resolution violate the law or this Charter .

## **CHAPTER VII**

### **BOARD OF DIRECTORS**

#### **Article 27. 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 at least 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. Each Board of Directors candidate must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed, and must also commit to performing



their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information disclosed regarding Board of Directors candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial positions held (including Board of Directors positions in other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) A public company is responsible for disclosing information on companies in which the candidate currently holds Board member positions, other managerial positions, and any related interests in such companies (if any).

2. Shareholders or groups of shareholders owning 10% or more of total ordinary shares are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. Ordinary shareholders have the right to pool their voting rights to nominate Board of Directors candidates. A shareholder or group of shareholders holding: From 10% to under 20%: up to 01 candidate; From 20% to under 30%: up to 02 candidates; From 30% to under 40%: up to 03 candidates; From 40% to under 50%: up to 04 candidates; From 50% to under 60%: up to 05 candidates; From 60% to under 70%: up to 06 candidates; From 70% or more: full entitlement to nominate all required members

4. In case the number of BOD candidates through nomination and self-nomination is still insufficient under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall propose additional candidates or organize nomination in accordance with this Charter, the Company's Internal Governance Regulations, and the BOD's Operating Regulations. The proposal of additional candidates by the incumbent BOD must be clearly disclosed before the GMS votes for election of BOD members in accordance with applicable law.

5. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.

#### **Article 28. Composition and Term of Office of Members of the Board of Directors**

1. The Board of Directors shall consist of 03 members.

2. The term of office of a member of the Board of Directors is 05 years and such member may be re-elected for an unlimited number of terms. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council in no more than 05 other companies. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously end their terms, such members shall continue to perform their duties as members of the Board of Directors until new members are elected to replace them and assume their duties.

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

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

At the time the Company is listed, the structure of the Board of Directors must ensure the number of independent members in accordance with Clause 4, Article 276 of Decree No. 155/2020/ND-CP.

4. A member of the Board of Directors shall cease to hold such position if removed, dismissed, 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 securities disclosure regulations.

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

#### **Article 29. Powers and Duties of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company in deciding and exercising the Company's rights and obligations, except for matters falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are governed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) To decide on the Company's development 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 permitted to be offered for sale;
- c) To decide on the sale of unissued shares within the number of shares permitted to be offered for each type; to decide on raising additional capital in other forms;
- d) To determine the offering price of shares and bonds of the Company;
- d) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To approve investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on market development solutions, marketing, and technology development;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company, except for contracts or transactions under the authority of the General Meeting of Shareholders as prescribed by law and Article 17, Point b, Clause 6, Article 45 of this Charter;
- i) To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign or terminate contracts with the General Director; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies; and to decide on remuneration and other benefits of such representatives
- k) To supervise and direct the General Director and other managers in the day-to-day business 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 contribution, share acquisition in other enterprises; to decide on increases or decreases in contributed capital, changes in capital contribution ratios, transfer of investment capital, and rights to purchase shares/capital contributions of the Company in other enterprises, except for cases under the authority of the General Meeting of Shareholders as prescribed by law and this Charter;
- m) To approve the agenda, contents, and documents for the General Meeting of Shareholders; and to convene the General Meeting of Shareholders or collect shareholders' written opinions for adoption of resolutions;

- n) To submit the annual audited financial statements to the General Meeting of Shareholders;
- o) To propose dividend payment levels; to decide on the timing and procedures for dividend payment or handling of losses arising in business operations;
- p) To propose reorganization, dissolution of the Company; and to request bankruptcy proceedings of the Company;
- q) To issue the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to issue the Regulations on the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by written opinion collection. Each member of the Board of Directors has one vote.

4. In case a resolution or decision of the Board of Directors is adopted in violation of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, members who voted in favor of such resolution or decision shall be jointly and severally liable for the resolution or decision and must compensate the Company for any damage incurred. Members who voted against such resolution or decision shall be exempt from liability. In such cases, shareholders of the Company have the right to request a Court to suspend or annul the resolution or decision.

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

6. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the Company's financial situation and business operations, as well as those of its subsidiaries or units

### **Article 30. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and operational efficiency.



2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days required to perform the duties of each Board member and the daily remuneration rate. The Board of Directors shall determine the remuneration level 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 included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's 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, serving on Board committees, or performing duties beyond the normal scope of a Board member may be entitled to additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, meal, accommodation, and other expenses they have incurred in the performance of their duties, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be insured under liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance does not cover liabilities of Board members arising from violations of law or the Company's Charter.

### **Article 31. Chairman of the Board of Directors**

1. The Board of Directors shall elect one of its members Chairman of the Board of Directors; dismiss its Chairman.
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 has the following rights and obligations:
  - a) Plan the activities of the Board of Directors;
  - b) Draw up agenda and prepare documents for meetings of the Board of Directors; convene and chair the meetings;
  - c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the implementation of resolutions and decisions of the Board of Directors;

d) Chair the GMS;

e) Other rights and obligations prescribed by Law on Enterprises and this charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. Where no authorized person is available, or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is subject to compulsory drug rehabilitation or compulsory education measures, has absconded from residence, is restricted or has lost civil act capacity, has difficulties in perception and behavior control, or is prohibited by a court from holding certain positions, practicing professions, or performing certain jobs, the remaining members of the Board of Directors shall elect one among them to act as Chairman of the Board of Directors by majority vote of the remaining members until a new decision is made by the Board of Directors.

### **Article 32. 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 date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In case there are more than one member with the highest and equal number of votes or voting ratios, the members shall elect one of them by majority principle to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold 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 General Director or at least five other managers;

c) Upon request of at least two members of the Board of Directors;



d) Other cases as provided in this Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors for decision.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting upon request, he/she shall be responsible for any damages arising to the Company; the requesting party shall have the right to replace the Chairman to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening a meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The notice of meeting must clearly specify the time and venue, agenda, matters for discussion and decision. The meeting notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

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

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

Members of the Supervisory Board are entitled to attend meetings of the Board of Directors; they may participate in discussions but are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members attend. In case the meeting convened under this Clause does not meet the required attendance, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting may proceed if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

a) Direct attendance and voting at the meeting;

b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;



c) Attending and voting via online conferencing, electronic voting, or other electronic means;

d) Sending voting ballots to the meeting via postal mail, fax, or email.

10. In case voting ballots are sent to the meeting by post, the voting ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted when approved by a majority of the attending members. In case of a tie vote, the final decision shall follow the opinion of the Chairman of the Board of Directors

13. Minutes of a meeting of the Board of Directors must be prepared in detail and clearly, including the full name and signature of the chairperson and the minute-taker. In case the chairperson and/or the minute-taker refuse to sign the minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and approved, and contain all contents specified in points a, b, c, d, dd, e, g, and h Clause 1 Article 158 of the Law on Enterprises, such minutes shall remain valid. The minutes must clearly state the refusal of the chairperson and/or minute-taker to sign the minutes. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the Board of Directors meeting minutes. The chairperson and the minute-taker shall bear personal responsibility for any damage caused to the Company due to refusal to sign the minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

The minutes of the Board of Directors meeting and all documents used in such meeting must be archived at the Company's head office.

### **Article 33. Adoption of Resolutions and Decisions of the Board of Directors by Written Consultation**

1. At his/her discretion, the Chairman of the Board of Directors or a member of the Board of Directors as prescribed in Clause 4, Article 156 of the Law on Enterprises 2020 (the "Person in charge of collecting written opinions of the Board of Directors") shall decide on the collection of written opinions from members of the Board of Directors for the purpose of approving matters within the authority of the Board of Directors. Each member of the Board of Directors shall have one vote.



2. The order and procedures for collecting written opinions of members of the Board of Directors shall be implemented as follows:

a) The Person in charge of collecting written opinions of the Board of Directors shall be responsible for organizing the drafting and sending of reports and documents on the matters to be decided, as well as the written voting form, to the members of the Board of Directors. The written voting form must include the following main contents:

- Full name and signature of the Person in charge of collecting written opinions;
- Full name and signature of the members of the Board of Directors;
- The issues to be consulted and the corresponding voting options, including “approve”, “disapprove”, and “no opinion”;
- The final deadline for returning the completed voting form to the Company;
- A blank section for recording opinions and signatures of the members of the Board of Directors being consulted.

b) The written opinion form must be fully completed, signed by the members of the Board of Directors, and submitted to the Company within the time limit specified in the written opinion form. In case the Company does not receive the written opinion form from a member of the Board of Directors by the prescribed deadline, such member shall be deemed to have no opinion on the matters being consulted (except where a member of the Board of Directors considers that additional time is needed for review before giving an opinion, and obtains the approval of the Person in charge of collecting written opinions of the Board of Directors via written document, email, telephone, or other forms; in such case, the written opinion form may be submitted after the deadline stated in the form, but no later than 03 working days after the deadline).

c) The written opinion form of the members of the Board of Directors must be sent to the members at least three (03) working days prior to the deadline for submission of the written opinion form, and must be accompanied by relevant documents regarding the matters being consulted, or within a shorter period as decided by the Person in charge of collecting written opinions of the Board of Directors where necessary and/or in the interest of the Company. The sending of the written opinion form may be conducted through one or more of the following methods:

- Sending by registered mail to the contact addresses of the members of the Board of Directors;
- Sending by email to the registered email addresses of the members of the Board of Directors;

- Direct delivery in paper form to the members of the Board of Directors

d) Counting votes for written opinions of members of the Board of Directors

The Person in charge of collecting written opinions of the Board of Directors shall be responsible for organizing the vote counting (including but not limited to determining the composition of the vote-counting committee, time, place of vote counting, etc.), preparing a report and notifying the vote-counting results and the resolutions approved to the members of the Board of Directors within five (05) working days from the date of expiry of the deadline for submitting written opinions to the Company. The vote-counting report shall have the same legal validity as the Minutes of the Board of Directors meeting and must include the following main contents:

- Name, head office address, and enterprise registration number;
- Purpose and contents of the written consultation;
- Names of Board members being consulted; names of Board members who are not allowed to vote on the matters being consulted;
- Names of Board members who submitted written opinions and those who did not submit written opinions to the Company;
- Matters being consulted and voted on; summary of opinions of Board members on each matter (if any);
- Vote counting results, clearly stating each member's vote as "approve", "disapprove", or "no opinion";
- Resolutions adopted and corresponding voting ratios;
- Full names and signatures of the vote counter and the Person in charge of collecting written opinions of the Board of Directors. The Person in charge of collecting written opinions and the vote counter shall be jointly responsible for the truthfulness and accuracy of the vote-counting report, and jointly liable for any damages arising from resolutions adopted based on inaccurate or untruthful vote counting.

e) The completed written opinion forms, the vote-counting report, the adopted resolutions, and all related documents sent together with the written opinion forms must be archived at the Company's head office.

f) Resolutions and decisions adopted by way of written consultation of members of the Board of Directors shall have the same validity as resolutions and decisions adopted through voting at a meeting of the Board of Directors.



#### **Article 34. Committees under the Board of Directors**

1. The Board of Directors may establish its subordinate committees responsible for development policies, human resources, 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 both Board members and external members. Non-executive Board members shall constitute the majority of each committee, and one of these members shall be appointed as the Committee Chair in accordance with a resolution of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A committee resolution shall only be valid when approved by a majority of attending and voting members at the committee meeting.
2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws, this Charter, and the Company's Internal Governance Regulations.

#### **Article 35. Corporate Governance Officer**

1. The Board of Directors of the Company shall appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the Company. The Corporate Governance Officer may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must satisfy the following criteria:
  - a) Have knowledge of laws and regulations;
  - b) Not concurrently work for the approved auditing organization that is conducting audits of the Company's financial statements;
  - c) Other criteria as prescribed by law and as decided by the Board of Directors.
3. The Corporate Governance Officer shall have the following rights and obligations:
  - a) To advise the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and in handling matters relating to the Company and its shareholders;
  - b) To prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c) To provide advice on meeting procedures;
  - d) To attend meetings;

- d) To advise on procedures for drafting resolutions of the Board of Directors in compliance with applicable laws;
- e) To provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the focal point of communication with relevant stakeholders;
- i) To maintain confidentiality of information in accordance with applicable laws and this Charter;
- k) Other rights and obligations as prescribed by law and this Charter.

## CHAPTER VIII

### GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

#### **Article 36. Management Structure**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, the Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a resolution or decision of the Board of Directors.

#### **Article 37. Executive Officers of the Company**

1. Executive officers of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may employ other executive officers in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executive officers are responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonus of the General Director shall be determined by the Board of Directors.
4. The salaries of executive officers shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a



separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at its annual meeting.

**Article 38. Appointment, Dismissal, Duties and Powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director is the person who manages the Company's day-to-day business operations; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and this Charter as follows:

- a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Not be a relative of any enterprise manager, Supervisor of the Company or its parent company; or a representative of state capital or enterprise capital in the Company or its parent company;
- c) Possess professional qualifications and experience in the Company's business administration

4. Rights and Obligations of the General Director:

- a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) To propose the organizational structure and internal management regulations of the Company;
- d) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
- e) To decide on salary and other benefits for employees of the Company; including managers under the authority of the General Director;
- g) To recruit employees;
- h) To propose dividend distribution plans or measures for handling business losses;

- i) To exercise other rights and perform other obligations in accordance with law, the Company's Charter, and resolutions/decisions of the Board of Directors;
  - k) To perform all other activities as provided in this Charter, the Company's regulations, decisions of the Board of Directors, and applicable law.
5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and shall report to these bodies upon request.
6. The Board of Directors may dismiss the General Director when a majority of voting members of the Board of Directors attending the meeting approve, and shall appoint a replacement General Director.

## CHAPTER IX

### BOARD OF SUPERVISORS

#### **Article 39. Nomination and Candidacy for Supervisors**

1. The nomination and self-nomination of Supervisors shall be carried out in accordance with Clauses 1, 2 and 3 of Article 27 of this Charter.
2. In case the number of candidates for the Board of Supervisors proposed through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may propose additional candidates or organize nominations in accordance with this Charter, the Company's Internal Governance Regulations, and the Board of Supervisors' Operating Regulations. Any additional candidates introduced by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.

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

1. The Board of Supervisors of the Company consists of 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Supervisors must satisfy the standards 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 the independent audit firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. A Supervisor shall be dismissed in the following cases:



- a) No longer meeting the standards and conditions for being a Supervisor as prescribed in Clause 2 of this Article;
- b) Having submitted a resignation letter and such resignation is accepted;
- c) Other cases as provided in this Charter.

4. A Supervisor shall be removed from office in the following cases:

- a) Failing to complete assigned duties and tasks;
- b) Failing to perform rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeated or serious violation of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as decided by a resolution of the General Meeting of Shareholders

#### **Article 41. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be decided by majority vote. More than half of the members of the Board of Supervisors must reside in Vietnam. 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 relevant fields related to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- 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 the report of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 42. Rights and Obligations of the Board of Supervisors**

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

- 1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to conduct the audit of the Company's financial statements; to decide on the selection of an approved audit firm to inspect the Company's operations, and to dismiss the appointed auditor when deemed necessary.
- 2. To be responsible to shareholders for its supervisory activities.

3. To supervise the financial situation 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. In case any violation of law or violation of the Company's Charter by a member of the Board of Directors, the General Director, or other managers is detected, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, request the violating individual to cease the violation, and require remedial measures to address the consequences.
6. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To prepare reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities.
8. To have the right to access files and documents of the Company stored at the head office, branches, and other locations; and to access 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 complete, accurate, and timely information and documents relating to management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter

#### **Article 43. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall hold meetings at least twice a year, with at least two-thirds (2/3) of the Supervisors attending the meeting. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and Supervisors attending the meeting must sign the minutes. Meeting minutes of the Board of Supervisors shall be properly retained for the purpose of determining the responsibilities of each Supervisor.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend meetings and provide clarification on relevant matters



**Article 44. Salary, Remuneration, Bonuses and Other Benefits of Supervisors**

The salary, remuneration, bonuses, and other benefits of Supervisors shall be implemented as follows:

1. Supervisors are entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and costs of using independent advisory services. The total remuneration and such 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. The salary and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the tax law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements

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

Members of the Board of Directors, Supervisors, the General Director, and other executives shall be responsible for performing their duties, including duties as members of the Board of Directors' committees, in an honest and prudent manner, in the best interests of the Company.

**Article 45. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and relevant legal regulations.
2. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall only use information obtained by virtue of their position for the benefit of the Company.
3. Members of the Board of Directors, Supervisors, the General Director, and other managers are obliged to notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies controlled (more than 50% charter capital) by the public company and such individuals.



or their related persons, in accordance with the law. 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 securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on any transaction that benefits such member or their related persons, in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use or disclose insider information to others for the purpose of conducting related transactions.

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

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, Supervisors, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;

b) For transactions with a value greater than 35%, or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the key terms of such transaction, as well as the relationships and interests of the relevant members of the Board of Directors, Supervisors, the General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders without related interests.

#### **Article 46. Liability for Damages and Compensation**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who breach their duties, obligations of honesty and prudence, or fail to properly perform their duties shall be liable for any damage caused by their breach.

2. The Company shall indemnify persons who are or have been involved, or may become involved, in complaints, lawsuits, or legal proceedings (including civil, administrative, and cases where the Company is not the plaintiff), if such persons are or were members of the Board of Directors, Supervisors, the General Director, other executives, employees, or authorized representatives of the Company who have



performed their duties in good faith, with due care, in the best interests of the Company, in compliance with the law, and without evidence of breach of duty.

3. Indemnifiable expenses include court judgments, fines, settlement amounts, and actual reasonable costs incurred (including legal fees) in handling such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the aforementioned liabilities and indemnification obligations.

## **CHAPTER XI**

### **RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

#### **Article 47. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect the Company's books and records, specifically as follows:

a) Common shareholders have the right to examine, access, extract information, and obtain extracts regarding their names and contact addresses in the list of voting shareholders; request correction of inaccurate personal information; and examine, access, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders (GMS) meetings, and GMS resolutions;

b) Shareholders or shareholder groups holding from 5% or more of total ordinary shares have the right to examine, access, 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 that must be approved by the Board of Directors, and other documents, except those related to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or shareholder group requests access to books and records, such request must be accompanied by the power of attorney from the shareholder(s) they represent or a certified copy of such authorization.

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

4. The Company must retain this Charter and its amendments, 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 GMS and Board meetings, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other

documents as required by law at its head office or another location, provided that shareholders and the business registration authority are informed of such location.

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

## CHAPTER XII

### EMPLOYEES AND TRADE UNION

#### Article 48. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to recruitment, termination of employment, salary, social insurance, welfare, bonuses, and disciplinary actions applicable to employees and company executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations, in accordance with standards, practices, and best governance principles, as well as the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

## CHAPTER XIII

### PROFIT DISTRIBUTION

#### Article 49. Profit Distribution

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

2. The Company shall not pay interest on dividend payments or any amounts related to any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be responsible for implementing such resolution.

4. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese 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 a shareholder but the shareholder does not receive the payment, the Company shall not be liable for such transferred amount. Dividend payments for listed/registered securities on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.



5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall issue a resolution/decision specifying a record date for determining the list of shareholders. Based on this date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.

6. Other matters relating to profit distribution shall comply with applicable laws.

## **CHAPTER XIV**

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

#### **Article 50. 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 of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts opened at the banks where the Company maintains accounts.

#### **Article 51. Fiscal Year**

The Company's fiscal year shall commence on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December of that year.

#### **Article 52. Accounting Regime**

1. The Company's accounting regime shall be the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and store accounting records in accordance with the accounting law and relevant legal regulations. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company's accounting currency shall be the Vietnamese Dong. Where the Company conducts its primary economic transactions in a foreign currency, it may select such foreign currency as its accounting currency, and shall be responsible for such selection in accordance with the law and notify the directly managing tax authority.

## CHAPTER XV

### FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

#### Article 53. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in accordance with securities information disclosure regulations and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required under accounting regulations applicable to enterprises. The annual financial statements must accurately and objectively reflect the Company's operational performance and financial position.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities information disclosure regulations, and submit them to the competent state authorities.

#### Article 54. Annual Report

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

## CHAPTER XVI

### COMPANY AUDIT

#### Article 55. 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 conduct the audit of the Company's financial statements for the following fiscal 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 conducting the audit of the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting regarding matters related to the audit of the Company's financial statements.



## CHAPTER XVII

### COMPANY SEAL

#### **Article 56. Company Seal**

1. The seal includes the seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use, store, and manage the seal in accordance with applicable laws.

## CHAPTER XVIII

### DISSOLUTION OF THE COMPANY

#### **Article 57. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a) In accordance with a resolution or decision of the General Meeting of Shareholders;
  - b) The Company no longer maintains the minimum number of members or shareholders as required by law for a continuous period of six (06) months without carrying out procedures for conversion of the enterprise type;
  - c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. Any 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 authority (if mandatory) in accordance with regulations.

#### **Article 58. Liquidation**

1. At least six (06) months prior to the expiry of the Company's operating term, or after a decision on the Company's dissolution has been issued, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or

independent experts. All liquidation-related expenses shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on its establishment date and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to liquidation proceedings before courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance contributions, and other employee benefits in accordance with collective labor agreements and signed employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- đ) The remaining amount after full payment of all liabilities under points (a) to (d) shall be distributed to shareholders. Preference shares shall be paid out with priority.

## CHAPTER XIX

### INTERNAL DISPUTE RESOLUTION

#### **Article 59. Internal Dispute Resolution**

1. In the event of any dispute or complaint arising in relation to the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's 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 conciliation. 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 request each party to present relevant information within five (05) 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 or appoint an independent expert to act as a mediator in the dispute resolution process.



2. In the event that 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, any party may refer the dispute to arbitration or to a court.
3. The parties shall bear their own costs related to negotiation and mediation proceedings. Court costs shall be borne in accordance with the court's ruling.

## CHAPTER XX

### AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

#### Article 60. Company Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where applicable laws governing the Company's operations are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and govern the Company's operations.

## CHAPTER XXI

### EFFECTIVE DATE

#### Article 61. Effective Date

1. This Charter consists of 21 Chapters and 61 Articles and was unanimously approved by the General Meeting of Shareholders of Quang Ninh Port Joint Stock Company on 24 April 2026, with full acceptance of its entire contents and effectiveness.
2. This Charter is made in two (02) copies 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 only 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

**QUANG NINH PORT JOINT STOCK COMPANY**

**LEGAL REPRESENTATIVE**

**GENERAL DIRECTOR**



*[Handwritten signature in blue ink]*

*Hoàng Trọng Hùng*



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## QUANG NINH PORT JOINT STOCK COMPANY

Add: No1, Cái Lân Street, Bãi Cháy Ward, Quảng Ninh Province

Tel : 0203 6283288

No: 01/2026/NQ -ĐHĐCĐ

Quang Ninh, April 24, 2026

### GENERAL MEETING OF SHAREHOLDERS

#### QUANG NINH PORT JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding, amending, and supplementing documents;
- Pursuant to the Charter of Organization and Operation of Quang Ninh Port Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BB-ĐHĐCĐ dated April 24, 2026,

#### RESOLVES:

**Article 1:** Approval of the Report of the Board of Directors on the performance of duties in 2025 and the operation plan for 2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%).

**Article 2:** Approval of the Report on business performance in 2025 and the business plan for 2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%).

**Article 3:** Approval of the Report of the Supervisory Board on the performance of its duties and powers in 2025, and the orientation and tasks of the Supervisory Board for 2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%).

**Article 4:** Approval of the audited 2025 financial statements as per Proposal No. 01/2026/TTr-HĐQT dated 21/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%).

**Article 5:** Approval of the 2025 remuneration report for the Board of Directors and the Supervisory Board and the 2026 remuneration plan as per Proposal No. 02/2026/TTr-HĐQT dated 21/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%).





**Article 6:** Approval of the 2025 profit distribution plan as per Proposal No. 03/2026/TTr-HĐQT dated 21/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (*0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%*).

**Article 7:** Approval the amendment of the Company's Charter in accordance with Proposal No. 04/2026/TTr-HĐQT dated 21/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (*0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%*).

**Article 8:** Approval of the dismissal and election of additional members of the Board of Directors for the remaining term 2024–2029 in accordance with Proposal No. 05/2026/TTr-HĐQT dated 22/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (*0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%*).

**Article 9:** Approval of the selection of the independent Auditor for the 2026 financial statements as per Proposal No. 01/2026/TTr-BKS dated 21/04/2026, with **74,172,752** votes in favor, accounting for **100%** of the total votes cast by the shareholders attending and voting at the General Meeting (*0 votes against, equivalent to 0% of the total votes; 0 votes abstained, equivalent to 0%; 0 invalid votes, equivalent to 0%*).

**Article 10:** Approval of the election results for additional members replacing members of the Board of Directors for the remaining term 2024–2029 as follows:

List of elected members of the Board of Directors (including 02 members)

No.	Full name	Number of votes
1	Mr. Mai Xuan Son	87,921,168
2	Mr. Vu Hong Phong	60,424,244

**Article 11:** The Board of Directors, the Chairman of the Board of Directors, and the General Director of Quang Ninh Port are responsible for implementing the resolutions of the 2026 Annual General Meeting of Shareholders. The Board of Directors and the Chairman of the Board of Directors are authorized to proactively decide on any arising matters to execute the resolutions of the General Meeting of Shareholders, ensuring the interests of the Company and shareholders. Any unexecuted resolutions from previous General Meetings of Shareholders shall continue to be implemented and reported at the nearest General Meeting.

**Article 12:** This Resolution takes effect from April 24, 2026. The Board of Directors, the Supervisory Board, the Executive Board, and all shareholders of Quang Ninh Port Joint Stock Company are responsible for executing this Resolution..

**Article 13:** Company is responsible for publishing this Resolution of the 2026 Annual General Meeting of Shareholders and posting it on the Company's website ([quangninhport.com.vn](http://quangninhport.com.vn)) in accordance with information disclosure regulations.

**Recipients:**

- As stated in Articles 12 and 13;
- HNX (for information disclosure);
- Archived: Secretary, clerical.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS**

**CHAIRMAN OF THE MEETING**



*[Signature]*  
**Nguyễn Ngọc Nghi**







## QUANG NINH PORT JOINT STOCK COMPANY

Add : No.1, Cai Lan street, Bai Chay ward, Quang Ninh province

Tel: 0203 6283288

No.: 04/2026/TTr-HDQT

Quang Ninh, April 21, 2026

### PROPOSAL

*Re: Amendment of the Company's Charter*

**To: THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its guiding documents;
- Pursuant to the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 adopted by the National Assembly on June 17, 2025;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019 and its implementing regulations;
- Pursuant to the Law amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations No. 56/2024/QH15 adopted by the National Assembly on November 29, 2024;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification;
- Pursuant to the Charter of Quang Ninh Port Joint Stock Company approved by the Extraordinary General Meeting of Shareholders in 2024 on October 3, 2024,

In order to ensure that the Company's operations comply with the latest legal regulations and align with practical corporate governance requirements, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following:

1. Approval of the amendments and supplements and the Draft amended Company Charter (*Details of the amendments and the Draft Charter are updated and published on the Company's website*);

2. Approval of the authorization to the Board of Directors to perform the following tasks: to review, revise and adjust the numbering of Articles/Clauses/Points, clarify necessary contents, and finalize and promulgate the Company's Charter in accordance with

the amendments, supplements and draft approved by the General Meeting of Shareholders;

3. Responsibility for information disclosure upon issuance of the Charter in accordance with legal regulations to all shareholders, investors and relevant state authorities.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.

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



*[Signature]*  
**Nguyễn Ngọc Nghi**



# ANNEX ON AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF QUANG NINH PORT JOINT STOCK COMPANY

## Attached to Proposal No. 05/2026/TTr-HDQT regarding Amendment of the Company's Charter

No.	Article	Current Content	Proposed Amendments and Supplements
1	Legal Basis	Legal Basis	Legal Basis
		<p>.....</p> <p>- This Charter is adopted pursuant to Resolution No. 02/2024/NQ-ĐHĐCĐ dated 03/10/2024 of the General Meeting of Shareholders of the Company</p>	<p>.....</p> <p>- Pursuant to the Law amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Viet Nam on 29 November 2024;</p> <p>- Pursuant to the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2025;</p> <p>.....</p> <p>- Pursuant to the Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>- This Charter is adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated 24 April 2026 of the General Meeting of Shareholders of the Company</p>
		<b>CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER</b>	<b>CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER</b>
2	Article 1	Interpretation of Terms	Interpretation of Terms
		c) <i>Law on Enterprises</i> means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020	c) c) <i>Law on Enterprises</i> means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020, and any amendments, supplements, or replacements thereto from time to time;
		d) <i>Law on Securities</i> means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on	d) <i>Law on Securities</i> means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam

No.	Article	Current Content	Proposed Amendments and Supplements																																																																																																
		26 November 2019, and any amendments, supplements, or replacements thereto from time to time;	on 26 November 2019, <b>and any amendments, supplements, or replacements thereto from time to time;</b>																																																																																																
		m) <i>Major Shareholder</i> means a shareholder holding five percent (5%) or more of the total voting shares <b>an issuing organization;</b>	m) <i>Major Shareholder</i> means a shareholder holding five percent (5%) or more of the total voting shares <b>of the Company;</b>																																																																																																
3	Article 2	<b>Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company</b>	<b>Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company</b>																																																																																																
		3. Registered Head Office of the Company: - Head office address: No. 1, Cai Lan Road, Bai Chay Ward, <b>Ha Long city,</b> Quang Ninh Province, Viet Nam.	3. Registered Head Office of the Company: - Head office address: No. 1, Cai Lan Road, Bai Chay Ward, Quang Ninh Province, Viet Nam.																																																																																																
		5. Unless the Company is dissolved prior to its expiry in accordance with Clause 2, Article 57 <b>or its operation is extended in accordance with Article 58</b> of this Charter, the term of operation of the Company shall be indefinite from the Date of Establishment	5. Unless the Company is dissolved prior to its expiry in accordance with Clause 2, Article 57 of this Charter, the term of operation of the Company shall be indefinite from the Date of Establishment																																																																																																
4	Article 4	<b>Business Objectives and Lines of Business of the Company</b>	<b>Business Objectives and Lines of Business of the Company</b>																																																																																																
		1. Lines of business of the Company:	1. Lines of business of the Company:																																																																																																
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No.	Article	Current Content	Proposed Amendments and Supplements
5	Article 12	<b>Issuance of Bonds</b>	<b>Issuance of Bonds</b>
		3. The Board of Directors shall have the authority to decide on the type of bonds, total value of bonds, and timing of issuance, and must report such decisions to the General Meeting of Shareholders at the nearest meeting. Such report must be accompanied by relevant documents and explanations regarding the Board of Directors' decision on the bond issuance.	3. <b>Except as provided in Clause 2 of this Article 12</b> , the Board of Directors shall have the authority to decide on the type of bonds, total value of bonds, and timing of issuance, and must report such decisions to the General Meeting of Shareholders at the nearest meeting. Such report must be accompanied by relevant documents and explanations regarding the Board of Directors' decision on the bond issuance.
6	Article 14	<b>Rights of Shareholders</b>	<b>Rights of Shareholders</b>
		2. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights: a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises No. 59/2020/QH14;	2. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights: a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clauses 3 <b>and 4</b> , Article 115 and Article 140 of the Law on Enterprises No. 59/2020/QH14;
7	Article 15	<b>Obligations of Shareholders</b>	<b>Obligations of Shareholders</b>
		6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:	6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
		..... d) Sending voting ballots to the meeting by mail, fax, or email;;	..... d) Sending voting ballots to the meeting by mail, fax, or email; <b>d) Sending voting ballots by other means not contrary to applicable laws and as approved by the General Meeting of Shareholders.</b>
8	Article 17	<b>Rights and Obligations of the General Meeting of Shareholders</b>	<b>Rights and Obligations of the General Meeting of Shareholders</b>
		2. The General Meeting of Shareholders shall discuss and approve the following matters:	2. The General Meeting of Shareholders shall discuss and approve the following matters:
		c) Reports of the Board of Directors on corporate governance and on the performance of the Board of Directors;	c) Reports of the Board of Directors on corporate governance and on the performance of the Board of Directors <b>and each of its members</b> ;
9	Article 20	<b>Convening, Agenda and Notice of Meeting of the General Meeting of Shareholders</b>	<b>Convening, Agenda and Notice of Meeting of the General Meeting of Shareholders</b>
		3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall be simultaneously disclosed on the Company's website and on the websites of the State Securities Commission of Vietnam and the Vietnam Stock Exchange where the	3. <b>The notice of meeting must contain the name, head office address, and enterprise registration number of the Company; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.</b> The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a

No.	Article	Current Content	Proposed Amendments and Supplements
		<p>Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of meeting 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 validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that such documents are not enclosed with the notice of meeting, the notice must clearly specify the link to all meeting materials so that shareholders may access them, including:</p> <ul style="list-style-type: none"> <li>a) The meeting agenda and documents to be used at the meeting;</li> <li>b) The list and detailed information of candidates in the case of election of members of the Board of Directors and the Board of Supervisors;</li> <li>c) Voting ballots;</li> <li>d) Draft resolutions for each matter in the meeting agenda.</li> </ul>	<p>method that ensures delivery to the shareholders' contact addresses, and shall be simultaneously disclosed on the Company's website and on the websites of the State Securities Commission of Vietnam and the Vietnam Stock Exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of meeting 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 validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that such documents are not enclosed with the notice of meeting, the notice must clearly specify the link to all meeting materials so that shareholders may access them, including:</p> <ul style="list-style-type: none"> <li>a) The meeting agenda and documents to be used at the meeting;</li> <li>b) The list and detailed information of candidates in the case of election of members of the Board of Directors and the Board of Supervisors;</li> <li>c) Voting ballots;</li> <li>d) Draft resolutions for each matter in the meeting agenda.</li> </ul>
10	Article 23	<b>Conditions for Adoption of Resolutions of the General Meeting of Shareholders</b>	<b>Conditions for Adoption of Resolutions of the General Meeting of Shareholders</b>
			1. The General Meeting of Shareholders shall adopt all matters within its authority either by direct voting at the meeting or by obtaining written opinions from shareholders.
		<p>1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in <b>Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises No. 59/2020/QH14</b>:</p> <ul style="list-style-type: none"> <li>a) Classes of shares and the total number of shares of each class;</li> <li>b) Changes in business lines and sectors;</li> <li>c) Changes in the organizational and management structure of the Company;</li> </ul>	<p>2. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in <b>Clauses 5, 6, and 7 of this Article</b>:</p> <ul style="list-style-type: none"> <li>a) Classes of shares and the total number of shares of each class;</li> <li>b) Changes in business lines and sectors;</li> <li>c) Changes in the organizational and management structure of the Company;</li> </ul>



No.	Article	Current Content	Proposed Amendments and Supplements
		d) Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets as recorded in the most recent financial statements of the Company; đ) Reorganization or dissolution of the Company.	d) Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets as recorded in the most recent financial statements of the Company; đ) Reorganization or dissolution of the Company.
		2. Resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in <b>Clause 1 this Article and Clauses 3, 4, and 6 Article 148 of the Law on Enterprises No. 59/2020/QH14.</b>	3. Resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in <b>Clauses 2, 5, 6, and 7 of this Article.</b>
		3. 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 order and procedures for convening the meeting and adopting such resolutions are not in compliance with the provisions of the Law on Enterprises No. 59/2020/QH14 and this Charter.	4. 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 order and procedures for convening the meeting and adopting such resolutions are not in compliance with the provisions of the Law on Enterprises No. 59/2020/QH14 and this Charter.
			<b>5. In the case of adoption of resolutions by written opinions, a resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting votes of all shareholders entitled to vote.</b>
		4. The election of members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and such shareholder shall have the right to allocate all or part of his/her votes to one or several candidates. Candidates receiving the highest number of votes shall be elected as members of the Board of Directors or the Board of Supervisors in descending order of votes, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last position, a re-election shall be conducted among those candidates, or selection shall be made in accordance with the criteria set out in the election regulations <b>or</b> this Charter.	6. The election of members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and such shareholder shall have the right to allocate all or part of his/her votes to one or several candidates. Candidates receiving the highest number of votes shall be elected as members of the Board of Directors or the Board of Supervisors in descending order of votes, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last position, a re-election shall be conducted among those candidates, or selection shall be made in accordance with the criteria set out in the election regulations, <b>ensuring compliance with applicable laws</b> and this Charter.

No.	Article	Current Content	Proposed Amendments and Supplements
			7. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares held by shareholders attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of adoption by written opinions.
11	Article 24	<b>Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders</b>	<b>Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders</b>
		8. A resolution adopted by collecting shareholders' written opinions shall be approved if it is agreed to by shareholders representing more than 50% of the total voting rights of all voting shareholders, and shall have the same validity as a resolution passed at a General Meeting of Shareholders.	Remove Clause 8
12	Article 26	<b>Request for Cancellation of Resolutions of the General Meeting of Shareholders</b>	<b>Request for Cancellation of Resolutions of the General Meeting of Shareholders</b>
		1. Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders (GMS), or the minutes of vote counting results of the GMS, shareholders or groups of shareholders as prescribed in Clause 2, Article 14 of this Charter have the right to request a Court or Arbitration to review and cancel all or part of a GMS resolution in the following cases: a) The order and procedures for convening the meeting and adopting decisions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 23 of this Charter; b) The contents of the resolution violate the law or this Charter .	Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders (GMS), or the minutes of vote counting results of the GMS, shareholders or groups of shareholders as prescribed in Clause 2, Article 14 of this Charter have the right to request a Court or Arbitration to review and cancel all or part of a GMS resolution in the following cases: a) The order and procedures for convening the meeting and adopting decisions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 23 of this Charter; b) The contents of the resolution violate the law or this Charter .
		2. In the event that a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises No. 59/2020/QH14 requests a Court or an Arbitration body to invalidate a resolution of the General Meeting of Shareholders in accordance with Clause 1 of this Article, such resolution shall remain effective until a decision on its invalidation issued by	Remove Clause 2



No.	Article	Current Content	Proposed Amendments and Supplements
		the Court or Arbitration takes legal effect, except where interim emergency measures are applied pursuant to a decision of a competent authority.	
13	Article 28	<b>Composition and Term of Office of Members of the Board of Directors</b>	<b>Composition and Term of Office of Members of the Board of Directors</b>
		2. The term of office of a member of the Board of Directors is 05 years and such member may be re-elected for an unlimited number of terms. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council in no more than 05 other companies. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously end their terms, such members shall continue to perform their duties as members of the Board of Directors until new members are elected to replace them and assume their duties.	2. The term of office of a member of the Board of Directors is 05 years and such member may be re-elected for an unlimited number of terms. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or <b>Members' Council</b> in no more than 05 other companies. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously end their terms, such members shall continue to perform their duties as members of the Board of Directors until new members are elected to replace them and assume their duties.
14	Article 29	<b>Powers and Duties of the Board of Directors</b>	<b>Powers and Duties of the Board of Directors</b>
		2. The rights and obligations of the Board of Directors are governed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:	2. The rights and obligations of the Board of Directors are governed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties::
		h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company, except for contracts or transactions under the authority of the General Meeting of Shareholders as prescribed <b>in Point (d), Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises No. 59/2020/QH14;</b>	h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company, except for contracts or transactions under the authority of the General Meeting of Shareholders <b>as prescribed by law and Article 17, Point b, Clause 6, Article 45 of this Charter;</b>
		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 contribution, share acquisition in other enterprises;	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 contribution, share acquisition in other enterprises; <b>to decide on increases or decreases in contributed capital, changes in capital contribution ratios, transfer of investment capital, and rights to purchase shares/capital contributions of the Company in other enterprises, except</b>

No.	Article	Current Content	Proposed Amendments and Supplements
			for cases under the authority of the General Meeting of Shareholders as prescribed by law and this Charter;
		.....	<p>3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by written opinion collection. Each member of the Board of Directors has one vote.</p> <p>4. In case a resolution or decision of the Board of Directors is adopted in violation of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, members who voted in favor of such resolution or decision shall be jointly and severally liable for the resolution or decision and must compensate the Company for any damage incurred. Members who voted against such resolution or decision shall be exempt from liability. In such cases, shareholders of the Company have the right to request a Court to suspend or annul the resolution or decision..</p>
			.....
15	Article 33	<b>Adoption of Resolutions and Decisions of the Board of Directors by Written Consultation</b>	<b>Adoption of Resolutions and Decisions of the Board of Directors by Written Consultation</b>
		2. The order and procedures for collecting written opinions of members of the Board of Directors shall be implemented as follows:	2. The order and procedures for collecting written opinions of members of the Board of Directors shall be implemented as follows:
		<p>a) The Person in charge of collecting written opinions of the Board of Directors shall be responsible for organizing the drafting and sending of reports and documents on the matters to be decided, as well as the written voting form, to the members of the Board of Directors. The written voting form must include the following main contents:</p> <p>- Full name of the members of the Board of Directors;</p> <p>.....</p>	<p>a) The Person in charge of collecting written opinions of the Board of Directors shall be responsible for organizing the drafting and sending of reports and documents on the matters to be decided, as well as the written voting form, to the members of the Board of Directors. The written voting form must include the following main contents:</p> <p>- Full name and signature of the Person in charge of collecting written opinions;</p> <p>- Full name and signature of the members of the Board of Directors;</p> <p>.....</p>
16	Article 37	<b>Executive Officers of the Company</b>	<b>Executive Officers of the Company</b>
		1. Executive officers of the Company include the General Director, Deputy General Directors, and the Chief Accountant, and other executives as prescribed in this Charter.	1. Executive officers of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
17	Article 57	<b>Dissolution of the Company</b>	<b>Dissolution of the Company</b>



No.	Article	Current Content	Proposed Amendments and Supplements
		1. The Company may be dissolved in the following cases:	1. Công ty có thể bị giải thể trong những trường hợp sau:
		<p>a) Upon expiry of the Company's operating term as stipulated in Clause 5, Article 2 of the Charter, without any decision on extension</p> <p>b) In accordance with a resolution or decision of the General Meeting of Shareholders;</p> <p>c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;</p> <p>d) Other cases as prescribed by law.</p>	<p>a) In accordance with a resolution or decision of the General Meeting of Shareholders;</p> <p>b) The Company no longer maintains the minimum number of members or shareholders as required by law for a continuous period of six (06) months without carrying out procedures for conversion of the enterprise type;</p> <p>c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;</p> <p>d) Other cases as prescribed by law.</p>
		2. Any early dissolution of the Company (including any extended term) 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 authority (if mandatory) in accordance with regulations.	2. Any 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 authority (if mandatory) in accordance with regulations.
18	<b>Article 58</b>	<p><b>Article 58. Extension of Operation</b></p> <p>1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months prior to the expiry of the Company's operating term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.</p> <p>2. The operating term shall be extended if it is approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders.</p>	<b>Remove Article 58</b>
19	<b>Article 62</b>	<b>Effective Date</b>	<b>Effective Date</b>
		1. This Charter consists of 21 Chapters and 62 Articles and was unanimously approved by the General Meeting of Shareholders of Quang Ninh Port Joint Stock Company on 03 October 2026, with full acceptance of its entire contents and effectiveness	1. This Charter consists of 21 Chapters and 61 Articles and was unanimously approved by the General Meeting of Shareholders of Quang Ninh Port Joint Stock Company on 24 April 2026, with full acceptance of its entire contents and effectiveness.