



**INTERNAL CORPORATE GOVERNANCE REGULATIONS
VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION**

(Amended and supplemented pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders of Vietnam Container Shipping JSC dated April 25th, 2025)

HAI PHONG, 2025



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INTERNAL CORPORATE GOVERNANCE REGULATIONS

VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and related legal documents;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding regulations;*
- *Law No. 56/2024/QH15 dated November 29, 2024, amending 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;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC providing guidelines on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP, issued by the Ministry of Finance;*
- *The Charter of Vietnam Container Shipping Joint Stock Corporation (Viconship) and the application of best corporate governance practices in alignment with the company's business operations;*
- *Resolution No. 01/2025/NQ-GMS dated April 25, 2025, of the General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation.*

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and Applicability

1. **Scope:** This Internal Corporate Governance Regulation sets forth provisions regarding the roles, rights, and obligations of the General Meeting of Shareholders ("GMS"), the Board of Directors ("BOD"), the Board of Supervisors ("BOS"), and the General Director; the procedures for convening GMS meetings; the nomination, candidacy, election, dismissal, and removal of BOD and BOS members; the appointment and dismissal of the General Director; and other corporate governance matters as stipulated in the Company's Charter and applicable laws.
2. **Applicability:** This Regulation applies to all BOD members, BOS members, the General Director, and related persons.

Article 2. Corporate Governance Principles

1. Ensuring a rational governance structure;
2. Protecting the rights of shareholders and the Company;
3. Ensuring equitable treatment among shareholders;
4. Ensuring the effective operation of the BOD and BOS;
5. Ensuring transparency in all corporate activities.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**Article 3. Roles, Rights, and Obligations of the GMS**

1. The GMS consists of all shareholders with voting rights and is the highest authority of the Company. The Annual GMS is held once per year. The Annual GMS must be convened within four (04) months from the end of the fiscal year. The BOD may decide to extend the deadline for convening the Annual GMS if necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the Annual GMS, an Extraordinary GMS may be convened when necessary.
2. GMS has the following rights and obligations:
 - a. Approving the development orientation of the Company;
 - b. Deciding on the types of shares and the total number of shares of each type to be offered; determining the annual dividend for each type of shares;
 - c. Determining the number of members of the BOD and the BOS;
 - d. Electing, dismissing, and removing members of the BOD and the BOS;
 - e. Approving investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
 - f. Amending and supplementing the Company's Charter;
 - g. Approving the annual financial statements;
 - h. Approving the repurchase of more than 10% of the total issued shares of each type;
 - i. Reviewing and handling violations by members of the BOD and the BOS that cause damage to the Company and its shareholders;
 - j. Deciding on the reorganization or dissolution of the Company;
 - k. Approving the budget or total remuneration, bonuses, and other benefits for the BOD and the BOS;
 - l. Approving internal corporate governance regulations; regulations on the operation of the BOD and the BOS;
 - m. Approving the list of independent audit firms; selecting an independent audit firm to audit the Company's operations, dismissing auditors if necessary;
 - n. Approving transactions specified in Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing certain provisions of the Law on Securities (including contracts or transactions valued at 35% or more of the total asset value recorded in the latest financial statements of the Company between the Company and related parties defined under Clause 1, Article 167 of the Law on Enterprises; loan or guarantee transactions exceeding 10% of the total asset value of the Company recorded in the latest financial statements between the Company and a shareholder holding at least 51% of voting shares or related persons of such shareholder, except for loans or guarantees for individual shareholders and their related persons);

- o. Other rights and obligations as prescribed by law and the Company's Charter. Depending on the actual situation of the Company, the General Meeting of Shareholders may authorize the BOD to decide on one or more matters within its authority and report the implementation results to the GMS if necessary.
3. The annual GMS has the right to discuss and approve:
 - a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the BOD on governance and performance of the BOD and each member;
 - d. The report of the BOS on the Company's business results and performance of the BOD and the General Director;
 - e. The self-assessment report on the performance of the BOS and its members;
 - f. Dividends per share for each type of share;
 - g. Approval of the list of approved audit firms; selection and dismissal of an approved audit firm if necessary;
 - h. Approval of the budget or total remuneration, bonuses, and other benefits for BOD and the BOS (if any);
 - i. Other matters within its authority.

Article 4. Authority to Convene the GMS

1. The BOD shall convene the Annual GMS and select a suitable venue. The Annual GMS shall decide on matters as prescribed by law and the Company's Charter, particularly the approval of the audited annual financial statements. If the audit report on the Company's financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual GMS. The representative of the approved auditing firm is responsible for attending the Annual GMS.
2. The BOD must convene an Extraordinary GMS in the following cases:
 - a. When deemed necessary for the interests of the Company;
 - b. When the number of BOD or BOS members is less than the statutory minimum;
 - c. Upon a written request from a shareholder or group of shareholders as specified in Clause 3, Article 12 of the Company's Charter;
 - d. Upon the request of the BOS;
 - e. Other cases as prescribed by law and the Company's Charter (if any).
3. Convening an Extraordinary GMS:
 - a. The BOD must convene the GMS within 30 (thirty) days from the date the number of BOD or BOS members falls below the statutory minimum or upon receiving a request as specified in Points c and d, Clause 2 of this Article. If the number of BOD members decreases by more than one-third (1/3) compared to

the number specified in the Charter, the BOD must convene the GMS within 60 (sixty) days to elect additional BOD members in accordance with Clause 4, Article 160 of the Law on Enterprises.

- b. If the BOD fails to convene the GMS as required in Point a, Clause 3 of this Article, then within 30 (thirty) subsequent days, the BOS must convene the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.
- c. If the BOS fails to convene the GMS as required in Point b, Clause 3 of this Article, then the shareholder or group of shareholders specified in Point c, Clause 2 of this Article shall have the right to convene the GMS on behalf of the Company in accordance with the Law on Enterprises.
- d. In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the procedures for convening, conducting the GMS, and passing resolutions if deemed necessary.
- e. All costs related to convening and organizing the GMS shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the GMS, such as accommodation and travel expenses.
- f. The procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 5. Notification of Finalizing the List of Shareholders Entitled to Attend the GMS

The list of shareholders entitled to attend the GMS shall be prepared no later than 10 (ten) days before the date of sending the GMS invitation notice. The Company must disclose information on the finalization of the shareholder list entitled to attend the GMS at least 20 (twenty) days before the record date.

Article 6. Notice of Convening the GMS

The GMS meeting notice shall be sent to all shareholders by a method ensuring receipt at their registered contact address. The notice must also be published on the Company's website, as well as on the State Securities Commission (SSC) and the stock exchange where the Company's shares are listed. The GMS convener must send the meeting notice to all shareholders in the list of eligible attendees at least 21 (twenty-one) days before the GMS opening date. The 21-day period is calculated from the date the notice is validly sent or dispatched.

Article 7. Meeting Agenda and Contents of GMS

1. The agenda of the GMS and all related materials concerning matters to be voted on shall be published on the Company's website. The meeting invitation notice must specify the link to all meeting materials so that shareholders can access them, including:
 - a. The meeting agenda;
 - b. The list and information of candidates in case of electing members of the Board of Directors and the Board of Supervisors;

- c. The voting ballot;
 - d. Draft resolutions for each item on the agenda;
 - e. Other relevant materials used in the meeting.
2. Shareholder Proposals for the GMS Agenda
- a. Shareholders or groups of shareholders, as stipulated in Clause 3, Article 12 of the Charter, have the right to propose additional items to the GMS agenda. The proposal must be made in writing and submitted to the Company at least 03 (three) business days before the GMS opening date. The proposal must include the following details: For individual shareholders: Full name, permanent address, nationality; Citizen ID/Legal Identification; For institutional shareholders: Name, business registration number or establishment decision number, registered address; Number of shares held by the proposing shareholder(s); Detailed content of the proposal.
 - b. The convener of the GMS has the right to reject proposals mentioned in Point a of this Clause no later than 02 (two) working days before the opening date of the GMS if the proposals fall under any of the following cases:
 - The proposal is not submitted in accordance with Point a of this Clause;
 - At the time of the proposal submission, the shareholder or shareholder group does not hold at least 5% of the total ordinary shares as prescribed in Clause 3, Article 12 of the Company's Charter;
 - The proposed issue does not fall within the GMS's authority to decide;
 - Other cases as prescribed by law and the Company's Charter.
 - c. The convener of the GMS must accept and include the proposal mentioned in Point a of this Clause in the proposed agenda and meeting content, except for cases specified in Point b of this Clause. The proposal shall be officially added to the agenda and meeting content if approved by the GMS.

Article 8. Authorization for Attending the GMS and Registration Procedure for the GMS

1. Shareholders and authorized representatives of institutional shareholders may attend the GMS in person, by proxy, or via any form permitted under Clause 3, Article 144 of the Law on Enterprises.
2. Proxy authorization for attending the GMS as stipulated in Clause 1 of this Article must be made in writing. The proxy authorization letter shall follow the Company's prescribed form attached to the invitation notice or another legally compliant form in accordance with civil law. It must clearly state the name of the authorizing shareholder, the name of the authorized individual, the number of shares authorized, the scope of authorization, the duration of authorization, and bear the signatures of both the authorizing and authorized parties. The authorized representative attending the GMS must submit the proxy authorization letter when registering for the meeting. In the case of further sub-

- authorization, the attendee must present the original proxy authorization letter from the shareholder or the authorized representative of an institutional shareholder (if not previously registered with the Company).
3. Before the opening of the GMS, the Company shall conduct shareholder registration and shall continue registration until all eligible shareholders present have completed registration, following this sequence:
 - a. Upon registration, the Company shall provide each shareholder or authorized representative with a voting card, stating the registration number, the shareholder's name/the name of the authorized representative, and the total number of voting rights they hold.
 - b. Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the meeting has commenced shall be entitled to register immediately and participate in the meeting, as well as vote on issues discussed afterward. The Chairperson is not obligated to pause the meeting to allow late-arriving shareholders/representatives to register, and the validity of resolutions passed before their registration remains unchanged.

Article 9. Conditions for Holding the GMS

1. The GMS shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
2. If the first meeting fails to meet the quorum as prescribed in Clause 1 of this Article, a second meeting invitation shall be sent within 30 (thirty) days from the scheduled date of the first meeting. The second GMS shall be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.
3. If the second meeting fails to meet the quorum as prescribed in Clause 2 of this Article, a third meeting invitation must be sent within 20 (twenty) days from the scheduled date of the second meeting. The third GMS shall be conducted regardless of the total number of voting shares of the attending shareholders.

Article 10. Voting Method, Vote Counting, and Announcement of Vote Counting Results

1. The GMS shall conduct open voting on matters requiring a vote according to the meeting agenda. Shareholders or authorized representatives shall vote by raising their Voting Cards under the direction of the Chairperson of the GMS or by marking their votes on the Ballot in accordance with the instructions of the Chairperson/Vote Counting Committee or in another form approved by the GMS.
2. When voting at the GMS, the Vote Counting Committee shall count the number of votes in favor, against, and abstaining for each matter, summarize, and report the results to the Chairperson of the GMS.
3. The vote counting results shall be announced by the Chairperson before the meeting is adjourned.

Article 11. Conditions for Passing Resolutions of the GMS

1. The GMS has the authority to adopt decisions through voting at meetings or by collecting shareholders' written opinions.
2. Except as prescribed in Clauses 3 and 5 of this Article and Clause 1, Article 17 of the Company's Charter, resolutions on the following matters shall be adopted when they receive at least 65% of the total votes of attending shareholders (for meetings) or more than 50% of the total votes of all voting shareholders (for written opinions):
 - a. Types of shares and the total number of shares of each type;
 - b. Changes to business sectors and lines of operation;
 - c. Changes to the company's management structure;
 - d. Investment projects or asset sales valued at 35% or more of the total assets recorded in the company's latest financial statements;
 - e. Reorganization or dissolution of the company.
3. Resolutions not covered in Clauses 2, 5 of this Article and Clause 1, Article 17 of the Company's Charter shall be adopted when they receive approval from shareholders representing more than 50% of the total voting shares of attending shareholders (for meetings) or more than 50% of the total votes of all voting shareholders (for written opinions).
4. Resolutions of the GMS adopted with 100% of the total voting shares shall be deemed valid and effective even if the procedures for adopting such resolutions are not strictly followed.
5. The election of members of the BOD and the BOS must be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of BOD or BOS members to be elected, and shareholders may allocate all or part of their votes to one or more candidates. The elected BOD or BOS members shall be determined based on the highest vote count, starting from the candidate with the most votes until the required number of members is reached. If there are two (02) or more candidates with the same number of votes for the final BOD or BOS member position, the GMS shall conduct a re-election among the tied candidates or select based on criteria specified in the election regulations.

Article 12. Methods of Opposing the Resolutions of the GMS

1. During the GMS, shareholders may openly express their dissent and cast their votes against a resolution or choose not to participate in the voting process. However, once the GMS has made a decision through voting, all shareholders must comply with the resolution of the GMS.
2. Within 90 (ninety) days from the date the minutes of the GMS or the vote-counting results of the written consultation process of the GMS are published on the Company's electronic information portal, shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of the Company's Charter have

- the right to request the Court or Arbitration to review and annul a resolution or part of a resolution of the GMS in the following cases:
- a. The procedures for convening the meeting or collecting written opinions from shareholders and adopting resolutions of the GMS were not conducted in accordance with the provisions of the Law on Enterprises and the Company's Charter;
 - b. The content of the resolution violates laws or the Company's Charter.
3. In cases where a shareholder or a group of shareholders requests the Court or Arbitration to annul a GMS resolution in accordance with this Article, such resolution remains effective until a valid decision annulling it is issued by the Court or Arbitration, except in cases where an interim emergency measure is applied pursuant to a decision of the competent State authority.

Article 13. Preparation of Minutes of the GMS

1. The GMS must be recorded in minutes and may be audio-recorded or stored in other electronic forms.
2. The minutes of the GMS must be completed and approved before the meeting is adjourned. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the accuracy and truthfulness of the content of the minutes.
3. The minutes and resolutions must be prepared in both Vietnamese and a foreign language, and both versions shall have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. The GMS resolutions, meeting minutes, and all accompanying documents (if any) must be disclosed on the Company's electronic information portal and reported to the Stock Exchange where the Company is listed and the State Securities Commission within 24 (twenty-four) hours from the date of issuance and must be retained at the Company's headquarters.

Article 14. Disclosure of GMS Resolutions

GMS resolutions must be disclosed in accordance with the provisions of the Company's Charter and the regulations of the laws on securities and the securities market.

Article 15. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve GMS Resolutions

1. At any time, if deemed necessary for the benefit of the Company, the Board of Directors (BOD) has the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders (GMS) on any matters under its authority.
2. The BOD must prepare the opinion collection form, the draft GMS resolution, and explanatory documents for the draft resolution. The opinion collection form, together

with the draft resolution and explanatory documents, must be sent by a method ensuring delivery to the registered address of each shareholder. The BOD must ensure that the opinion collection forms and documents are sent to shareholders within a reasonable time for review and voting, and at least 10 (ten) days before the deadline for returning the completed opinion collection forms. The preparation of the list of shareholders receiving the opinion collection form, the requirements, and the method of sending the opinion collection form and accompanying documents shall comply with Article 18 of the Company's Charter.

3. The opinion collection form must contain the following essential details:
 - a. Name, registered head office address, and enterprise code.
 - b. Purpose of collecting opinions.
 - c. Full name, permanent address, nationality, and legal identification document number of an individual shareholder; name, enterprise code or legal identification document number, and registered head office address for an institutional shareholder; or full name, contact address, nationality, and legal identification document number of the authorized representative of an institutional shareholder; number of shares of each type and voting rights of the shareholder.
 - d. Issues requiring shareholders' opinions for decision-making.
 - e. Voting options, including approval, disapproval, and abstention.
 - f. Deadline for submitting the completed opinion collection form to the Company.
 - g. Full name and signature of the Chairman of the BOD.
4. The completed opinion collection form must be the official form issued by the Company, signed by the individual shareholder, the authorized representative (with an attached power of attorney), or the legal representative of an institutional shareholder, and affixed with the seal of the institution (if applicable).
5. Shareholders may submit the completed opinion collection form to the Company through one of the following methods:
 - a. By mail. The opinion collection form sent to the Company must be enclosed in a sealed envelope and must not be opened before the vote counting process.
 - b. By fax or email. The opinion collection form sent to the Company must remain confidential until the vote counting process begins.
6. Opinion collection forms submitted after the deadline specified in the form or that have been opened or disclosed before vote counting shall be considered invalid. Any opinion collection forms not submitted shall be deemed as non-participation in voting.
7. The BOD shall count the votes and prepare a vote counting report under the supervision of the Board of Supervisors (BOS) or a shareholder who does not hold a management position in the Company. The vote counting report must contain the following essential details:

- a. Name, registered head office address, and enterprise code.
- b. Purpose and issues requiring shareholder opinions for decision-making.
- c. Number of shareholders and total voting rights participating in the voting process, distinguishing between valid and invalid votes, voting methods, and an appendix listing shareholders who participated in the voting.
- d. Total number of approval, disapproval, and abstention votes for each issue.
- e. Approved resolutions and corresponding voting ratios.
- f. Full names and signatures of the Chairman of the BOD, the vote counting supervisor, and the vote counters.

Members of the BOD, the vote counting supervisor, and vote counters shall be jointly responsible for the accuracy and integrity of the vote counting report and shall bear joint liability for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

8. The vote counting report must be published on the Company's website within 24 (twenty-four) hours from the completion of vote counting.
9. The completed opinion collection forms, the vote counting report, the full text of the approved resolution, and relevant documents sent with the opinion collection forms must be kept at the Company's registered head office.
10. A GMS resolution approved through written shareholder opinions shall be considered valid if more than 50% of the total voting shares approve it, and it shall have the same effect as a resolution passed at a GMS meeting.

Article 16. Application of Modern Information Technology in GMS Attendance and Meetings

1. The Company may apply modern information technology in GMS meetings to facilitate shareholder participation, discussion, and voting.
2. Depending on actual circumstances, the BOD has the authority to implement modern information technology solutions (such as electronic voting, online conferencing, hybrid meetings, or other electronic means) to enable shareholders to participate, discuss, and vote at each GMS session. The application of such modern information technology must be notified to shareholders in advance by posting a notice and instructions on the Company's website.
3. If the Company applies modern technology for online GMS meetings, it must ensure that shareholders can attend and vote electronically or through other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

Article 17. Organization of Online General Meetings and Hybrid General Meetings

1. Based on the actual situation, the Board of Directors (BOD) shall decide to convene the General Meeting in the form of an Online General Meeting or a Hybrid General Meeting (a combination of online and in-person formats) in accordance with the

- Company's Charter. In case of an online meeting, the BOD shall proactively carry out the necessary procedures and preparations for online organization. Participation and voting by shareholders at the Online General Meeting via electronic means shall be considered equivalent to attendance and voting at a traditional General Meeting.
2. The procedures for convening an Online General Meeting, preparing the list of shareholders entitled to attend, sending invitations, disclosing information, providing meeting documents, determining the conditions for the meeting to proceed, approving resolutions, preparing meeting minutes, and announcing resolutions shall comply with the same regulations applicable to in-person General Meetings.
 3. Depending on the specific method of organizing the Online General Meeting, the BOD shall send guidelines on the registration and/or shareholder verification process to shareholders and/or publish general instructions on the Company's website.
 4. The BOD shall have the authority to issue necessary guidelines/regulations for organizing the Online General Meeting, Hybrid General Meeting, electronic voting, and other meeting formats, ensuring compliance with the requirements of the online service provider (including provisions on voting methods and vote counting procedures).
 5. The General Meeting shall approve the regulations on Online General Meetings, Hybrid General Meetings, and other electronic meeting formats as necessary for each meeting session. Shareholders must comply with all guidelines related to the organization of the General Meeting to ensure an orderly, stable, and valid meeting process.
 6. Shareholders must prepare and use appropriate online meeting devices with internet connectivity to follow the proceedings of the Online General Meeting, participate in electronic voting, and fulfill other obligations in accordance with the meeting organizer's instructions.

CHAPTER III. BOARD OF DIRECTORS

Article 18. Position, Role, Rights, and Obligations of the BOD

1. The BOD is the governing body of the Company, possessing full authority to act on behalf of the Company in deciding and exercising its rights and obligations, except for those within the authority of the GMS.
2. The BOD has the following rights and duties:
 - a. Determining the Company's strategy, medium-term development plans, and annual business plans;
 - b. Proposing the types of shares and the total number of shares of each type to be offered;

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- c. Deciding on the sale of unsold shares within the number of shares authorized for issuance and determining other forms of capital mobilization;
 - d. Determining the offering price of the Company's shares and bonds;
 - e. Deciding on the repurchase of shares in accordance with legal regulations;
 - f. Approving investment plans and investment projects within the authority and limits prescribed by law;
 - g. Determining market development, marketing, and technology strategies;
 - h. Approving contracts for purchase, sale, borrowing, lending, and other agreements with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, except for cases specified in Point d, Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises, and Clause 4, Article 293 of Decree 155/2020/ND-CP;
 - i. Approving loans or guarantees with a value of less than 35% of the total asset value recorded in the latest financial statements of the Company for its subsidiaries;
 - j. Electing, dismissing, and removing the Chairman of the BOD; appointing, dismissing, deciding on the signing and termination of contracts for the General Director, Deputy General Directors, Chief Accountant, and professional Directors of the Company; determining their salaries, remuneration, bonuses, and other benefits;
 - k. Supervising and directing the General Director and other managers in the daily business operations of the Company;
 - l. Deciding on the organizational structure, internal management regulations of the Company, and formulating internal governance regulations for submission to the GMS for approval;
 - m. Deciding on the establishment of subsidiaries, branches, and representative offices, as well as contributing capital or acquiring shares in other enterprises; appointing and dismissing authorized representatives of the Company's capital in other enterprises and determining their salaries and other benefits;
 - n. Approving agendas, materials for the GMS, convening the GMS, or seeking written opinions from the GMS for resolution approval;
 - o. Submitting the annual financial statements to the GMS;
 - p. Proposing the dividend payout ratio; determining the timing and procedures for dividend payment or handling business losses;
 - q. Proposing restructuring, dissolution, or filing for bankruptcy of the Company;
 - r. Requesting the General Director to provide necessary information for BOD decision-making;
 - s. Nominating candidates for the Board of Directors and the Board of Supervisors (BOS) in other enterprises;
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- t. Exercising other rights and obligations as prescribed by the Charter, the Law on Enterprises, the Securities Law, and other relevant legal regulations.

Article 19. Structure and Term of the BOD

1. The BOD shall have a minimum of 05 (five) members and a maximum of 11 (eleven) members. The specific number of members shall be determined by the GMS.
2. The term of office for BOD members shall not exceed 05 (five) years, and they may be re-elected for an unlimited number of terms. However, an individual may serve as an independent BOD member of the Company for no more than 02 (two) consecutive terms. In the event that all BOD members' terms expire simultaneously, they shall continue to serve as BOD members until new members are elected and take over their responsibilities.

The BOD structure is as follows:

The structure of the BOD must ensure that at least one-third (1/3) of the total BOD members are non-executive members. The Company shall minimize the number of BOD members concurrently holding executive positions to maintain the independence of the BOD. The total number of independent BOD members must comply with the following requirements:

- a. A minimum of 01 (one) independent member if the Company has between 03 (three) and 05 (five) BOD members;
- b. A minimum of 02 (two) independent members if the Company has between 06 (six) and 08 (eight) BOD members;
- c. A minimum of 03 (three) independent members if the Company has between 09 (nine) and 11 (eleven) BOD members.

Article 20. Chairman of the BOD

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members. The Chairman of the BOD shall not concurrently hold the position of General Director of the Company.
2. In the event of legal circumstances as prescribed in Clause 4, Article 156 of the Law on Enterprises, the remaining members shall elect one among them to act as the Chairman of the BOD based on the majority vote of the remaining members until a new decision is made by the BOD.
3. The Chairman of the BOD may be dismissed or removed by the decision of the BOD. In case the Chairman of the BOD resigns or is dismissed or removed, the BOD must elect a replacement within five (5) days from the date of receiving the resignation letter or the decision on dismissal or removal.

Article 21. Qualifications of BOD members

1. BOD member must meet the following qualifications and conditions:
 - a. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

- b. Possess expertise and experience in business administration or the Company's business sector and is not necessarily a shareholder of the Company;
 - c. A BOD member of the Company may concurrently hold a BOD position in up to five (5) other companies.
2. An independent BOD member must meet the following qualifications and conditions:
- a. Not be a person currently working for the Company, its parent company, or its subsidiaries; not have worked for the Company, its parent company, or its subsidiaries for at least the past three (3) consecutive years;
 - b. Not receive salary or remuneration from the Company, except for allowances to which BOD members are entitled under regulations;
 - c. Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, full-blood or half-blood sibling who is a major shareholder of the Company, a manager of the Company, or a manager of its subsidiaries;
 - d. Not directly or indirectly own at least 1% of the total voting shares of the Company;
 - e. Not have been a BOD member or a member of the Board of Supervisors (BOS) of the Company for at least the past five (5) consecutive years, except in the case of being appointed for two (2) consecutive terms.

Article 22. Remuneration and other benefits of BOD members

1. BOD members (excluding authorized representatives) shall receive remuneration for their work as BOD members. The total remuneration and bonuses of the BOD shall be decided by the GMS. This remuneration shall be distributed among BOD members as agreed upon by the BOD.
2. BOD members must report promptly and fully to the BOD on any remuneration they receive from subsidiaries, affiliated companies, and other organizations where they represent the Company's capital contribution.
3. The remuneration of each BOD member shall be accounted for as the Company's business expenses in accordance with the corporate income tax regulations and must be disclosed as a separate item in the Company's annual financial statements and reported to the GMS at the annual meeting.
4. BOD members who hold executive positions, serve on BOD subcommittees, or perform tasks deemed by the BOD to be beyond the usual duties of a BOD member may receive additional compensation in the form of a lump sum payment, salary, commission, profit percentage, or other forms as decided by the BOD.
5. BOD members are entitled to reimbursement of all reasonable expenses incurred in the performance of their duties, including travel, accommodation, and other expenses related to attending meetings of the GMS, BOD, and/or BOD subcommittees (if any).

Article 23. Nomination and candidacy for BOD members

1. Shareholders or groups of shareholders holding at least 5% of the total common shares shall have the right to nominate or self-nominate candidates for BOD members according to the following provisions:
 - Holding from 5% to less than 10%, they may nominate one (1) candidate;
 - Holding from 10% to less than 30%, they may nominate two (2) candidates;
 - Holding from 30% to less than 40%, they may nominate three (3) candidates;
 - Holding from 40% to less than 50%, they may nominate four (4) candidates;
 - Holding 50% or more, they may nominate the full number of candidates.
2. If the number of candidates nominated and self-nominated is still insufficient, the incumbent BOD may introduce additional candidates. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect BOD members in accordance with legal regulations.
3. Candidates for BOD members must meet the qualifications and conditions prescribed by the Law on Enterprises and the Company's Charter.

Article 24. Election of BOD Members

1. The election of BOD members shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares they own or represent by proxy, multiplied by the number of BOD members to be elected. The shareholder may allocate all or part of their total votes to one or multiple candidates.
2. The elected BOD members shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who has received the most votes until the required number of members is elected.
3. In case two or more candidates receive the same number of votes for the last BOD position, a re-election shall be conducted among the candidates with equal votes, or the selection shall be made based on the criteria set out in the election regulations.

Article 25. Cases of Dismissal, Removal, and Replacement of BOD Members

1. The GMS shall dismiss a BOD member in the following cases:
 - a. The member fails to meet the qualifications and conditions specified in Article 155 of the Law on Enterprises;
 - b. The member submits a resignation letter that is accepted.
2. The GMS shall remove a BOD member in case they fail to participate in BOD activities for six (06) consecutive months, except in force majeure circumstances.
3. If deemed necessary, the GMS may decide to replace, dismiss, or remove a BOD member in addition to the cases specified in Clauses 1 and 2 of this Article.
4. A BOD member shall no longer hold their position in the event of dismissal, removal, or replacement by the GMS, as provided under Article 160 of the Law on

Enterprises. In case a BOD member submits a resignation letter, they shall continue to perform their duties until the GMS approves their resignation.

5. In the event a BOD member submits a resignation letter, they must continue to fulfill their responsibilities until the GMS formally accepts their resignation.

Article 26. Notification of Election, Dismissal, and Removal of BOD Members

The election, dismissal, and removal of BOD members must be publicly disclosed in accordance with the Company's Charter and applicable securities regulations.

Article 27. Methods of Nominating Candidates for the BOD

1. In cases where candidates for the BOD have been identified, the Company must disclose information related to these candidates at least 10 (ten) days before the opening of the GMS on the Company's website so that shareholders can review the candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as a member of the BOD. The disclosed information regarding the candidates for the BOD shall include:
 - a. Full name, date of birth;
 - b. Educational background and professional qualifications;
 - c. Work experience;
 - d. Other managerial positions (including Board of Directors positions at other companies);
 - e. Interests related to the Company and its related parties (if any);
 - f. Other information (if any) as prescribed in the Company's Charter.
2. The Company is responsible for disclosing information about the companies where the candidate holds a position as a member of the BOD, other managerial positions, and any interests the candidate has in relation to the Company (if any).

Article 28. Meetings of the BOD

1. In the event that the Board of Directors elects the Chairman, the first meeting of the Board of Directors for the term, during which the Chairman shall be elected and other decisions within its authority shall be made, must be held within 07 (seven) business days from the date of completion of the Board of Directors election for that term. This meeting shall be convened by the member receiving the highest number of votes. If multiple members receive the highest and equal number of votes, these members shall vote by majority principle to select one (01) among them to convene the Board of Directors meeting.
2. The BOD shall meet at least once per quarter and may convene extraordinary meetings.
3. The Chairman of the BOD must convene an extraordinary meeting when deemed necessary for the benefit of the Company. Additionally, the Chairman must

convene a BOD meeting, without undue delay, upon a written request stating the purpose of the meeting and matters to be discussed and decided within the authority of the BOD, from any of the following:

- a. The General Director or at least 05 (five) other executive officers;
 - b. At least 02 (two) members of the BOD;
 - c. The BOS or an independent member of the BOD.
4. The Chairman of the BOD must convene the BOD meeting within 07 (seven) business days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman fails to convene the meeting upon request, the Chairman shall be responsible for any damages incurred by the Company. In such a case, the individuals who requested the meeting as specified in Clause 3 of this Article may convene the BOD meeting themselves.
5. In cases where an independent audit firm conducting the Company's financial audit requests a meeting, the Chairman of the BOD must convene a BOD meeting to discuss the audit report and the Company's financial situation.

Article 29. Right of BOS Members to Attend BOD Meetings

The Chairman of the BOD or the person convening the meeting shall send the meeting notice and accompanying documents to the members of the BOS in the same manner as to the members of the BOD. Members of the BOS have the right to attend BOD meetings, participate in discussions, but do not have voting rights.

Article 30. Notice of BOD Meetings

1. The notice of a BOD meeting must be sent to all members of the BOD and members of the BOS at least 03 (three) days prior to the meeting. In urgent cases and/or for the Company's benefit, the Chairman of the BOD may convene an emergency meeting with a shorter notice period than stipulated in this Clause. The meeting notice must be in Vietnamese and must fully specify the agenda, time, and location of the meeting, along with necessary documents related to matters to be discussed and voted on at the meeting, as well as voting ballots for the members.
2. The meeting notice shall be sent by mail, fax, email, or other means, but must ensure delivery to the registered address of each member of the BOD with the Company.
3. Meetings of the BOD shall be held at the Company's headquarters or other locations. If the meeting is held at another location, it must be approved by the BOD.

Article 31. Conditions for Holding BOD Meetings

1. The first meeting of the BOD shall only be conducted if at least three-fourths (3/4) of the BOD members are present. If the required number of attendees is not met, the meeting must be reconvened within seven (07) days from the initially scheduled meeting date. The reconvened meeting shall be conducted if more than one-half (1/2) of the BOD members attend.

2. Meetings in the form of online conferences: A BOD meeting may be conducted in the form of an online conference among BOD members when all or some members are in different locations, provided that each attending member is able to:
 - a. Hear every other BOD member participating in the meeting;
 - b. Discussions among members may take place directly via telephone, other means of communication, or a combination of such methods. A BOD member participating in such a meeting shall be deemed "present" at the meeting. The meeting venue, as per this regulation, shall be the location where the majority of BOD members are present or where the meeting chairperson is located.Resolutions passed in a teleconference meeting shall be legally valid immediately upon the conclusion of the meeting but must be confirmed by signatures in the meeting minutes of all BOD members who attended the meeting.
3. A BOD member shall be considered present and entitled to vote at the meeting in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend the meeting, subject to the approval of the majority of BOD members;
 - c. Attending and voting via an online conference;
 - d. Sending a voting ballot to the meeting via mail, fax, or email. If the voting ballot is sent via mail, it must be sealed in an envelope and delivered to the Chairman of the BOD no later than one (01) hour before the meeting begins. The ballot may only be opened in the presence of all attendees.

Article 32. Voting Method

1. Each BOD member or duly authorized representative participating in the voting shall have one vote.
2. A BOD member shall not vote on contracts, transactions, or proposals in which they have a related interest. Such a BOD member shall not be counted in the minimum quorum required for holding a BOD meeting on matters in which they are not entitled to vote.
3. A BOD member benefiting from a contract as stipulated in Clause 2, Article 164 of the Law on Enterprises shall be deemed to have a significant interest in that contract.

Article 33. Method of Approving BOD Resolutions

1. Majority Voting Principle: The BOD shall adopt decisions and make resolutions based on the affirmative votes of the majority of attending BOD members (over 50%). If the number of affirmative and opposing votes is equal, the final decision shall be made in accordance with the opinion of the meeting chairperson.
2. Resolutions by Written Consent and/or Email: Resolutions may be adopted based on affirmative votes in writing and/or email confirmation from the majority of BOD

members entitled to vote. Such resolutions shall have the same validity and effect as resolutions passed at a duly convened and conducted BOD meeting.

3. A BOD resolution adopted by 100% of valid votes shall be legally effective even if the procedures for convening and adopting such a resolution violate the provisions of the Charter.

Article 34. Minutes of the BOD Meeting

1. All meetings of the Board of Directors (BOD) must be recorded in minutes and may also be recorded and stored in other electronic forms.
2. The Chairman of the BOD is responsible for distributing the minutes of the BOD meetings to its members. These minutes shall be considered conclusive evidence of the matters discussed in such meetings unless there is an objection regarding the content of the minutes within 10 (ten) days from the date of distribution. The minutes of the BOD meeting shall be prepared in accordance with Clause 1, Article 158 of the Law on Enterprises and must include the following main contents:
 - Name, registered address, and enterprise code of the company;
 - Time and venue of the meeting;
 - Purpose, agenda, and contents of the meeting;
 - Full names of the members attending the meeting or their authorized representatives and their method of participation; full names of absent members and their reasons for absence;
 - Issues discussed and voted on at the meeting;
 - Summary of opinions expressed by each attending member, in the order of discussion;
 - Voting results, specifying members in favor, against, or abstaining;
 - Resolutions adopted and corresponding voting ratios;
 - Full names and signatures of the Chairman and the minute taker.
3. In the event that the Chairman or the minute taker refuses to sign the minutes, the minutes shall still be valid if all other attending BOD member's sign.

Article 35. Notification of BOD Resolutions

BOD resolutions must be published in accordance with the Company's Charter, the Law on Enterprises, and the relevant regulations on securities and the securities market. BOD resolutions must be notified to the BOS, the General Director, and relevant individuals for implementation and execution.

Article 36. Subcommittees under the BOD

1. When deemed necessary, the BOD may establish subordinate committees responsible for development policies, human resources, remuneration, internal audit, risk management, and other relevant areas based on the BOD's needs from time to time. Each committee must have at least one (1) member, and it may include both BOD members and external members (if any). The specific number of

committee members shall be determined by the BOD. The committee's operations must comply with the BOD's regulations. Resolutions of a committee shall only be effective when approved by a majority of its attending members at a duly convened meeting.

2. The execution of BOD or committee decisions must comply with applicable laws, the Company's Charter, and internal governance regulations.
3. The GMS delegates and authorizes the BOD to determine the tenure, qualifications, appointment, dismissal, and removal procedures for committee members, as well as the roles, responsibilities, and authority of BOD committees and their members, along with other relevant matters.

CHAPTER IV. BOARD OF SUPERVISORS

Article 37. Roles, Rights, and Obligations of the BOS and Responsibilities of BOS Members

1. The BOS shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
 - a. Supervise the BOD and the General Director in managing and operating the Company;
 - b. Inspect the legality, reasonableness, honesty, and prudence in management and business operations; the systematic, consistent, and appropriate implementation of accounting, statistics, and financial reporting;
 - c. In case of detecting any violation of the law or the Company's Charter by any BOD member, the General Director, or other executives, the BOS must notify the BOD in writing, request the violator to cease such actions, and propose remedial solutions;
 - d. Assess the completeness, legality, and honesty of the Company's business operation report, annual and semi-annual financial statements, and the management evaluation report of the BOD, and submit the assessment report at the Annual General Meeting of Shareholders (GMS). Review contracts and transactions with related parties under the approval authority of the BOD or the GMS and provide recommendations on contracts and transactions that require BOD or GMS approval;
 - e. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning mechanisms;
 - f. Examine the accounting books, financial records, and other documents of the Company, as well as its management and business operations, whenever deemed necessary or as per resolutions of the GMS or at the request of shareholders or groups of shareholders as specified in Clause 3, Article 12 of the Company's Charter;

- g. When requested by shareholders or groups of shareholders as specified in Clause 3, Article 12 of the Company's Charter, the BOS shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the conclusion of the inspection, the BOS must report to the BOD and the requesting shareholders or groups of shareholders. The BOS's inspection under this clause shall not obstruct the normal operations of the BOD or disrupt the business management of the Company;
 - h. Propose the BOD or the GMS to introduce amendments, additions, and improvements to the Company's organizational structure, management, and business operations;
 - i. Have the right to attend and discuss at the meetings of the GMS, BOD, and other Company meetings;
 - j. Have the right to engage independent consultancy services;
 - k. Propose and recommend that the GMS approve the list of accepted auditing organizations for auditing the Company's financial statements; decide on the selection of an accepted auditing organization for auditing the Company's operations and dismiss any appointed auditors if necessary;
 - l. Be accountable to shareholders for the BOS's supervisory activities;
 - m. Ensure coordination with the BOD, General Director, and shareholders;
 - n. Develop the BOS's operational regulations and submit them to the GMS for approval;
 - o. Supervise the financial status of the Company;
 - p. Report, conclude, and make recommendations to the GMS;
 - q. Exercise other rights and fulfill other obligations as prescribed by law and the Company's Charter.
2. BOD members, the General Director, and other executives must provide all information and documents related to the Company's operations upon the BOS's request. The Corporate Governance Officer must ensure that copies of all financial information and other information provided to BOD members, as well as copies of the BOD meeting minutes, are simultaneously provided to BOS members at the same time they are delivered to the BOD.

Article 38. Term and Structure of the BOS

1. The BOS shall consist of 03 (three) to 05 (five) members, with the specific number determined by the General Meeting of Shareholders (GMS). The term of each BOS member shall be 05 (five) years, and they may be re-elected for an unlimited number of terms. In the event that the term of all BOS members expires while new BOS members have not yet been elected, the outgoing BOS members shall continue to perform their rights and obligations until the new BOS members are elected and assume their duties.

2. The BOS shall have at least one member who is an accountant or auditor. BOS members shall not be employees of the Company's accounting or finance department and shall not be members or employees of the independent audit firm auditing the Company's financial statements. BOS members shall not have related interests with any members of the Board of Directors (BOD), the General Director, or other executives of the Company.

Article 39. Qualifications of BOS Members

BOS members must meet the following qualifications and conditions:

1. Have full civil act capacity and not be subject to any prohibitions from establishing or managing enterprises as prescribed by the Law on Enterprises.
2. Hold a degree in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.
3. Shall not hold management positions in the Company; are not required to be shareholders or employees of the Company.
4. Shall not have family relations with Company executives, the parent company's executives, or representatives of capital contributions at the parent company and the Company.
5. Shall not work in the Company's accounting or finance department.
6. Shall not be members or employees of the independent audit firm that audited the Company's financial statements in the past three (03) consecutive years.

Article 40. Nomination and Candidacy of BOS Members

1. Shareholders or groups of shareholders holding at least 10% of total voting shares may aggregate their voting rights to nominate candidates for the BOS as follows:
 - Holding from 10% to less than 20%: 01 candidate.
 - Holding from 20% to less than 35%: 02 candidates.
 - Holding from 35% to less than 50%: 03 candidates.
 - Holding 50% or more: may nominate the full number of candidates.
2. If the number of candidates nominated and self-nominated is insufficient, the incumbent BOS may nominate additional candidates. The nomination by the BOS must be publicly disclosed before the GMS elects BOS members in accordance with legal regulations.

Article 41. Election Method of BOS Members

The election of BOS members shall follow the same voting procedure as the election of BOD members outlined in Article 24 of this Regulation.

Article 42. Dismissal and Removal of BOS Members

1. BOS members shall be dismissed in the following cases:
 - a. No longer meeting the qualifications and conditions for BOS membership under the Company's Charter.
 - b. Resignation is submitted and approved.

- c. Other cases as stipulated in the Company's Charter.
2. BOS members shall be removed in the following cases:
 - a. Failing to fulfill assigned duties and responsibilities.
 - b. Failing to exercise rights and obligations for six (06) consecutive months, except for force majeure events.
 - c. Committing multiple or serious violations of BOS obligations as prescribed by the Law on Enterprises and the Company's Charter.
 - d. Other cases as per GMS resolutions.
3. In case a BOS member submits a resignation, they must continue to perform their duties until the resignation is approved by the GMS.

Article 43. Announcement of BOS Elections, Dismissals, and Removals

The election, dismissal, and removal of BOS members must be publicly disclosed in accordance with the Company's Charter, the Law on Enterprises, securities regulations, and other applicable laws.

Article 44. Salary and Other Benefits of BOS Members

1. BOS members shall receive salary, remuneration, bonuses, and other benefits as determined by the GMS. The GMS shall decide on the total salary, remuneration, bonuses, other benefits, and annual operating budget of the BOS.
2. BOS members shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consultancy services. Total remuneration and expenses must not exceed the annual BOS operating budget approved by the GMS, unless otherwise decided by the GMS.
3. BOS salaries and operational expenses shall be recognized as part of the Company's business expenses in accordance with corporate income tax laws and other relevant regulations. These expenses must be separately reported in the Company's annual financial statements.

CHAPTER V. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 45. Roles, Responsibilities, Rights, and Obligations of the General Director

1. The General Director is responsible for managing the Company's daily business operations, under the supervision of the BOD, and is accountable to the BOD and the law for the execution of assigned rights and duties.
2. The General Director must meet the following criteria and conditions:
 - a. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Not be a family member of the Company's managers, members of the Board of Supervisors (BOS), or its parent company; and not be a representative of capital contribution from an enterprise at the Company or its parent company;
 - c. Possess professional qualifications and experience in the Company's business management.

3. The General Director has the following rights and obligations:
 - a. Decide on matters related to the Company's daily business operations that do not fall under the authority of the BOD; approve transactions/contracts not within the authority of the General Meeting of Shareholders (GMS) or the BOD; approve transactions/contracts as assigned, authorized, or delegated by the GMS or BOD; organize and manage the Company's daily business operations;
 - b. Implement resolutions of the BOD and the GMS;
 - c. Execute the Company's business and investment plans;
 - d. Propose to the BOD the organizational structure plan and internal management regulations of the Company;
 - e. Recommend measures to improve the Company's operational efficiency and management;
 - f. Propose the number of executives the Company needs to recruit for the BOD to appoint or dismiss in accordance with internal regulations, and recommend remuneration, salary, and other benefits for executives for the BOD's decision;
 - g. Appoint, dismiss, and remove other positions in the Company, except those under the authority of the BOD or the GMS;
 - h. Recruit employees, determine salaries, and other benefits for employees in the Company, including employees under the appointment authority of the General Director;
 - i. Propose dividend payment plans or business loss-handling measures;
 - j. Decide on issuing internal regulations, procedures, and other documents relevant to and supporting the General Director's management activities;
 - k. Exercise other rights and obligations as stipulated by law, the Company's Charter, internal regulations, resolutions of the BOD and GMS, and the signed labor contract with the Company.

Article 46. Appointment, Dismissal, Contract Signing, and Termination of the General Director

1. The BOD shall appoint one (01) member of the BOD or recruit another individual as the General Director; decide on the employment contract specifying salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported at the annual GMS and disclosed in the Company's annual financial statements.
2. The General Director's term shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the labor contract.
3. The BOD may dismiss the General Director upon approval by a majority vote of BOD members (if the General Director is a member of the BOD, their vote shall not be counted) and appoint a new General Director as a replacement.

4. The appointment and dismissal of the General Director must be disclosed in accordance with the Law on Enterprises, the Law on Securities, and other relevant legal regulations.

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOD, BOS, AND GENERAL DIRECTOR

Article 47. Coordination between the BOD and the BOS

1. Responsibilities of the BOD in coordination with the BOS:
 - a. The notice of meetings and accompanying documents for BOD meetings must be sent to the members of the BOS at the same time as they are sent to the members of the BOD;
 - b. The resolutions of the BOD must be sent to the BOS (and simultaneously to the General Director) within a maximum of 03 (three) working days;
 - c. In cases where the BOS requests the opinion of the BOD, the BOD must respond within 07 (seven) working days.
2. Responsibilities of the BOS in coordination with the BOD:
 - a. Regularly inform the BOD about operational results and consult with the BOD before submitting reports, conclusions, and recommendations to the GMS;
 - b. During BOS meetings, the BOS has the right to request members of the BOD (simultaneously with the General Director) to attend and answer issues of concern;
 - c. Periodic or ad-hoc inspections conducted by the BOS must have a written conclusion (within 15 days from the end of the inspection) sent to the BOD to provide a basis for the BOD in managing the Company. Depending on the level and results of the inspection, the BOS must discuss and reach consensus with the BOD before reporting to the General Meeting of Shareholders. In cases of disagreement, opinions may be reserved, recorded in the minutes, and the Head of the BOS is responsible for reporting to the nearest GMS;
 - d. If the BOS detects violations of the law or the Company's Charter by members of the BOD, the BOS must notify the BOD in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and take corrective actions. The BOS is also responsible for reporting to the GMS and disclosing information in accordance with the law;
 - e. For recommendations related to the Company's financial situation and operations, the BOS must send written requests and relevant documents at least 15 (fifteen) working days before the expected response date;
 - f. If the BOD requests the opinion of the BOS, the BOS must respond within 07 (seven) working days.

Article 48. Relationship and Coordination between the BOD and the General Director

1. Regarding the organization of the annual GMS, the BOD must inform the General Director in a timely manner about coordination and resource utilization in accordance with the Company's Charter;
2. When necessary, the BOD has the right to request the General Director and other Company executives to provide information on the Company's activities. The BOD must not use undisclosed Company information or disclose it to others for related transactions;
3. Matters under the approval authority of the BOD, as prescribed by law and the Company's Charter, that are proposed by the General Director must be responded to by the BOD within the timeframe specified in the Company's Charter;
4. The BOD decides on rewards or disciplinary actions for compliance or non-compliance with resolutions and other authorizations granted by the BOD to the General Director;
5. The BOD may invite the General Director to attend all BOD meetings. Invitees may participate in discussions but have no voting rights. The procedures for convening BOD meetings, meeting notifications, and recording minutes are conducted in accordance with this Regulation and the Company's Charter. The BOD resolutions/decisions must be sent to BOD members and the General Director for their information and implementation;
6. Upon the request of the General Director as stipulated in the Company's Charter and this Regulation, the Chairman of the BOD must convene a BOD meeting. If requested by a BOD member, the General Director must convene a meeting of the Executive Board. The BOD may participate in executive meetings or other meetings of the Executive Board. The procedures for convening Executive Board meetings, meeting notifications, and recording minutes are subject to the Company's internal regulations. Executive Board decisions must be sent to BOD members for reporting;
7. The General Director is responsible to the BOD and the GMS for the execution of assigned duties and powers and must report on the implementation of the BOD's directives, resolutions, or upon request. The General Director must facilitate the BOD's access to information and reports within a reasonable timeframe. The General Director's reporting and notification to the BOD may be in the form of direct reports at BOD meetings or written reports. For written reports, the reporting deadline and response deadline are specified in the BOD's request.

Article 49. Coordination between the BOS and the General Director

1. During BOS meetings, the BOS has the right to request the General Director (simultaneously with Board members) to attend and address matters of concern;
2. Periodic or ad-hoc inspections conducted by the BOS must have a written conclusion (within 15 days from the end of the inspection) sent to the General Director to provide a basis for the General Director in managing the Company. Depending on the level and results of the inspection, the BOS must discuss and

- reach consensus with the General Director before reporting to the GMS In cases of disagreement, opinions may be reserved, recorded in the minutes, and the Head of the BOS is responsible for reporting to the nearest GMS;
3. If the BOS detects violations of the law or the Company's Charter by the General Director, the BOS must notify the General Director in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and take corrective actions. The BOS is also responsible for reporting to the GMS and disclosing information in accordance with the law;
 4. Members of the BOS have the right to request the General Director to provide access to Company records and documents at the Head Office or storage location;
 5. For information and documents regarding business management, financial reports, and business situation reports, the BOS 's request must be submitted to the Company at least 48 (forty-eight) hours in advance. The BOS must not use undisclosed Company information or disclose it to others for related transactions;
 6. Other matters requiring consultation with the General Director must be submitted at least 07 (seven) working days before the expected response date, and the General Director must respond within 07 (seven) working days.

Article 50. Cases Where the General Director or the BOS Requests a BOD Meeting

The General Director and the BOS have the right to request the BOD to convene a meeting when urgent issues or information arise that may significantly impact the Company's operations, including but not limited to: Company bank accounts being frozen or unfrozen (except when frozen at the Company's request); the Company engaging in activities contrary to legal regulations; business suspension, revocation of the Business Registration Certificate, Establishment and Operation License, or other permits; court rulings affecting the Company; tax authority conclusions on material tax law violations; major losses/disputes over Company assets; legal events involving Company executives; or other necessary cases deemed in the Company's best interest by the General Director or the BOS.

Article 51. Information Access

1. The Board of Supervisors must state reasons in written requests for information and maintain absolute confidentiality of information obtained during Company supervision. Disclosure is only permitted when required by authorities, with prior notice to the Board of Directors, or in other cases as prescribed by law.
2. The following information and documents must be provided:
 - a. Meeting notices and related documents, written voting ballots for Board members;
 - b. BOD minutes and resolutions;
 - c. Reports from the General Director;
 - d. Business management and financial reports;

- e. BOD's performance assessment reports;
- f. Other relevant documents.

Article 52. Coordination of Supervision, Management, and Oversight Activities Among BOD Members, BOS, and the General Director According to Their Specific Responsibilities

1. Members of the BOD, BOS, and the General Director shall regularly exchange information and provide necessary data upon request in a spirit of cooperation and support, ensuring smooth execution of their duties in compliance with the Company's Charter, working regulations, and the common action plan.
2. In urgent cases, BOD, BOS, and the General Director may immediately communicate (through in-person meetings, registered phone numbers, or emails) with the Chairman of the BOD and/or the Head of the BOS and/or the General Director for prompt resolution. If the General Director detects any risk that may affect the Company's reputation or business operations, they must immediately notify the Chairman of the BOD and the Head of the BOS of such risks.

Article 53. Performance Evaluation of BOD Members, BOS, and the General Director

1. Annually, the BOD and the Executive Management shall submit an activity report to the GMS at the annual GMS for review and approval.
2. Based on assigned tasks and designated plans, each year, BOD members, BOS members, the General Director, and other executives must prepare and submit their performance reports for evaluation, review, and approval by the competent authority.
3. The evaluation process must be objective, transparent, and based on essential and appropriate criteria relevant to each member's duties.
4. Rewards:
 - a. a. BOD members, BOS members, the General Director, and other executives with outstanding achievements in corporate governance, management, and other assigned responsibilities shall be considered for rewards in accordance with legal regulations and the Company's internal policies.
 - b. b. For the BOD and BOS, the reward budget shall be implemented as per the GMS resolutions and the Company's internal regulations.
 - c. c. For the General Director and other executives, specific reward forms, criteria, procedures, and implementation methods shall be governed by the Company's internal policies at the relevant time.
 - d. d. The reward fund shall be sourced from the Company's Reward Fund or other lawful sources as determined by the GMS, BOD, or as prescribed by law.
5. Disciplinary Actions:

BOD members, BOS members, the General Director, and other executives who violate legal regulations, the Company's Charter, or other relevant Company

regulations during their tenure shall be subject to disciplinary actions, depending on the nature, severity, and consequences of their violations, in accordance with applicable laws and/or the Company's internal policies.

CHAPTER VII. COMPANY GOVERNANCE OFFICER

Article 54. Standards of the Company Governance Officer

The Company Governance Officer must meet the following standards:

1. Must not concurrently work for an independent auditing firm that audits the Company's financial statements;
2. Other standards as prescribed by law and the Company's Charter.

Article 55. Rights and Obligations of the Company Governance Officer

1. Advising the Board of Directors (BOD) on organizing the General Meeting of Shareholders (GMS) in accordance with regulations and managing matters related to the Company and its shareholders;
2. Preparing meetings of the BOD, Supervisory Board (SB), and GMS as requested by the BOD or SB;
3. Providing guidance on meeting procedures;
4. Attending meetings;
5. Advising on the procedures for drafting BOD resolutions in compliance with the Charter, the Law on Enterprises, and the Securities Law;
6. Providing financial information, copies of BOD meeting minutes, and other relevant information to BOD members and SB members;
7. Monitoring and reporting to the BOD on the Company's information disclosure activities;
8. Acting as the primary liaison with relevant stakeholders;
9. Keeping information confidential in accordance with the law and the Company's Charter;
10. Other rights and obligations as prescribed by law and the Company's Charter.

Article 56. Appointment and Dismissal of the Company Governance Officer

1. The BOD shall appoint at least one (1) person to perform the duties of the Company Governance Officer. The Company Governance Officer may concurrently serve as the Company Secretary (if applicable). The BOD may dismiss the Company Governance Officer when necessary, provided it complies with the prevailing labor laws.
2. Notification of the appointment or dismissal of the Company Governance Officer shall be made in accordance with the Company's Charter and the regulations on securities and the securities market.

CHAPTER VIII. ENFORCEMENT AND EFFECTIVENESS

Article 57. Amendments and Supplements to the Regulations

1. Any amendments or supplements to these Regulations must be reviewed and approved by the General Meeting of Shareholders (GMS).
2. In cases where certain provisions of the Law or the Company's Charter relevant to the Company's operations are not addressed in these Regulations, or if there are new legal provisions that differ from those in these Regulations, the provisions of the Law and the Charter shall automatically apply and govern the Company's operations.

Article 58. Effectiveness

These Regulations were approved by the Annual General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation on April 25, 2025.

These Regulations shall take effect from the date of approval by the General Meeting of Shareholders.

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

CHAIRPERSON

