

Số: 44/2025/CBTT

Hải Phòng, ngày 10 tháng 10 năm 2025

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

1. Tên tổ chức/*Name of organization*: CÔNG TY CP CONTAINER VIỆT NAM
- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: VSC
 - Địa chỉ/*Address*: Số 11 Võ Thị Sáu, phường Ngô Quyền, thành phố Hải Phòng
 - Điện thoại liên hệ/*Tel.*: 0225.3836705 Fax: 0225.3836104
 - E-mail: info@viconship.com

2. Nội dung thông tin công bố/*Contents of disclosure*:

Công ty Cổ phần Container Việt Nam công bố thông tin Biên bản, Nghị quyết kèm Tài liệu họp Đại hội đồng cổ đông bất thường năm 2025 ngày 09/10/2025 của Công ty.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 10/10/2025 tại đường dẫn www.viconship.com.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

Tài liệu đính kèm/Attached documents:

- Nghị quyết số 02/2025/NQ-ĐHĐCĐ;
- Biên bản số 02/2025/BB-ĐHĐCĐ;
- Tài liệu họp ĐHĐCĐ.

Đại diện tổ chức
Organization representative
Người UQ CBTT
Person authorized to disclose information



PHÓ TỔNG GIÁM ĐỐC
Nguyễn Đức Thành



VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

No. 11 Vo Thi Sau – Ngo Quyen – Hai Phong

Enterprise code: 0200453688

Tel: (84-225) 3 836 705 Fax: (84-225) 3 836 104

E-mail: info@viconship.com Website: <http://www.viconship.com>

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No.: 02/2025/NQ-ĐHĐCĐ

Quang Ninh, October 9th, 2025

RESOLUTION

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025 VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session, on November 26, 2019, and relevant amended, supplemented, and guiding legal documents;
- Pursuant to the Charter of Vietnam Container Corporation;
- Pursuant to the Minutes, meeting contents, and documents of the Extraordinary General Meeting of Shareholders (“GMS”) of Vietnam Container Corporation dated October 9, 2025.

RESOLVES:

Article 1: Approval of Proposal No. 01/2025/VSC/TT-BOD dated August 29, 2025 from the Board of Directors regarding the adjustment to increase the 2025 pre-tax profit plan as follows:

| Item | 2025 Plan Approved at Annual GMS | Proposed Adjusted Plan |
|----------------------------|-------------------------------------|------------------------|
| Pre-tax profit for 2025 | VND 400 billion | VND 1,250 billion |

Article 2: Approval of Proposal No. 02/2025/VSC/TT-BOD dated August 29, 2025 by the Board of Directors regarding the amendment and supplementation of the Company’s Board of Directors’ Operational Regulations, in accordance with the contents of the Operational Regulations of the Board of Directors attached to this Resolution.

Article 3: Approval of Proposal No. 03/2025/VSC/TT-BOD dated August 29, 2025 by the Board of Directors regarding the amendment and supplementation of the Company’s Supervisory Board Operational Regulations, in accordance with the contents of the Operational Regulations of the Supervisory Board attached to this Resolution.

Article 4: This Resolution shall take effect from the date of signing. All shareholders, the Board of Directors, the Supervisory Board, the Executive Board, relevant departments, and individuals shall be responsible for implementing this Resolution.

Recipients:

- *As per Article 4 (for implementation);*
- *SSC; HOSE;*
- *Filing: BOD Office, Disclosure Officer.*

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

(Signed)

NGUYỄN XUÂN DŨNG

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No: 02/2025/BBH-DHĐCĐ

Quang Ninh, October 09th, 2025

MEETING MINUTES

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

A. COMPANY INFORMATION

- Company name: Vietnam Container Shipping Joint Stock Corporation
- Enterprise registration number: 0200453688
- Head office address: No. 11 Vo Thi Sau Street, Ngo Quyen Ward, Hai Phong City
- Enterprise Registration Certificate No. 0200453688, first issued by the Department of Planning and Investment of Hai Phong City on April 1, 2002, and amended for the 33th time on July 14, 2025.

B. TIME AND VENUE OF THE MEETING

- Time: From 08:30 to 10:15, on October 09, 2025
- Venue: Ballroom 1, 3rd Floor, Hyatt Place Ha Long Bay Hotel, No. 2-21 Dong Hung Thang 1 Residential Area, Bai Chay Ward, Quang Ninh Province.

C. PARTICIPANTS

- The Board of Directors ("BOD")
- The Board of Supervisors ("BOS")
- The Executive Board ("EB")
- Shareholders and duly authorized representatives of shareholders as listed in Appendix I attached to these Meeting Minutes

D. MAIN CONTENTS AND PROCEEDINGS OF THE GENERAL MEETING

I. Report on Conditions for Holding the Meeting

Mr. Bùi Hùng Việt – Head of the Shareholder Eligibility Verification Committee – presented the results of the shareholder verification process, as follows:

- According to the shareholder list finalized on August 22, 2025 (by the Vietnam Securities Depository and Clearing Corporation on August 22, 2025): Vietnam Container Shipping Joint Stock Corporation has 16,166 shareholders, holding a total of 374,370,362 voting shares.
- As of the opening time (08:30 on October 09, 2025), 23 shareholders and duly authorized representatives were present, representing 209,890,346 voting shares, equivalent to 56.06% of the total voting shares of the Company.
- Pursuant to the Law on Enterprises and the Company's Charter, the 2025

Extraordinary General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation (“Company”/“Viconship”/“VSC”) met the conditions to be legally held.

II. Introduction of the Chairperson, Presidium, Secretarial Team, and Vote Counting Committee

1. Chairperson and Presidium

- Mr. Hoàng Hoa Nam, on behalf of the Organizing Committee, introduced Mr. Nguyễn Xuân Dũng – Chairman of the BOD – as the Chairperson of the Meeting.
- At the request of the Chairperson, Mr. Hoàng Hoa Nam introduced 02 members of the BOD and Executive Management to join the Presidium and assist in chairing the meeting:
 - ✓ Mr. Ta Cong Thong – BOD Member, CEO
 - ✓ Mr. Vu Ngoc Lam – Deputy CEO

2. Secretarial Team

Mr. Hoàng Hoa Nam introduced the Secretarial Team, as appointed by the Chairperson, including:

- Ms. Trần Thị Diệu Hương;
- Ms. Trần Thị Như Trang.

3. Vote Counting Committee

- Mr. Hoàng Hoa Nam introduced the Vote Counting Committee, nominated by the Chairperson, including:
 - ✓ Mr. Bùi Hùng Việt – Head of Vote Counting Committee;
 - ✓ Mr. Nguyễn Minh Tuấn - Member;
 - ✓ Mr. Đào Ngọc Hoàn - Member,
- The Meeting voted to approve the Vote Counting Committee by show of Voting Cards.
- Result: 100% of voting shareholders present approved.

III. Approval of the Meeting Agenda and Regulations

1. Meeting Agenda

- Mr. Bui Hung Viet, on behalf of the Organizing Committee, presented the Meeting Agenda.
- The Meeting voted to approve the Agenda by show of Voting Cards.
- Result: 100% of voting shareholders present approved.

2. Regulations for Organizing the Meeting

- Mr. Bui Hung Viet presented the Meeting Regulations.
- The Meeting voted to approve the Regulations by show of Voting Cards.
- Result: 100% of voting shareholders present approved.

IV. Proposals Presented at the Meeting

The Meeting heard the following proposals:

| No. | Proposals | Presenter |
|-----|---------------------------------------------------------------------------------------------|--------------------------------------------------|
| 1 | Proposal for Approval of the Adjustment to Increase the 2025 Pre-tax Profit Plan | Mr. Bùi Hùng Việt (as assigned by the Presidium) |
| 2 | Proposal for Approval of the Amendments and Supplements to the Charter on Operations of the | |

| No. | Proposals | Presenter |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| | Board of Directors of Vietnam Container Shipping Joint Stock Corporation | |
| 3 | Proposal for Approval of the Amendments and Supplements to the Regulations on Operations of the Inspection Committee of Vietnam Container Shipping Joint Stock Corporation | |

V. Discussion at the Meeting

The Presidium provided responses to shareholders' questions raised during the 2025 Extraordinary General Meeting of Shareholders (EGM) as follows:

| No. | Questions/Comments | Answer |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Could you provide an update on the progress of Viconship's works to deepen the navigation channel to -8.5 m? Have these works had any impact on operations at the ports within the network? | <p>After completing all necessary legal procedures and documentation with the competent state authorities, Viconship promptly coordinated with the contractor to move into the construction phase. Viconship and the contractor have completed the mobilization of specialized dredging equipment and are currently carrying out actual dredging operations.</p> <p>The project is being implemented on schedule as planned; however, during September and October, frequent storms and upstream floods have continuously caused sedimentation in the channel, while vessels seeking shelter from storms have also slowed down the construction progress.</p> <p>The dredging works are expected to be completed by the end of November this year. Immediately thereafter, the Company will closely coordinate with the Port Authority to conduct depth measurement and proceed with the official maritime announcement.</p> |
| 2. | Large deep-water ports in Hai Phong have come into operation, attracting a significant number of workforce and customers from smaller ports. Has this situation affected Viconship's business and operational activities? | <p>Viconship acknowledges that the operation of deep-water ports in Hai Phong and their attraction of resources and customers from river ports is a scenario that had been anticipated and incorporated into the Group's development strategy.</p> <p>Viconship has proactively and systematically implemented a series of measures to effectively adapt and ensure the timely achievement of its business objectives, including:</p> |

| No. | Questions/Comments | Answer |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <ol style="list-style-type: none"> 1. Managing and developing a high-quality human resource base; 2. Maintaining and strengthening customer relationships; 3. Enhancing service capacity and quality. |
| 3. | How does the Company's management assess the upcoming level of competition in the port operation industry when Nam Do Son Port comes into operation? | <p>The Nam Do Son Port and Logistics Center Project in Hai Phong, developed by Vingroup, with a total area of 4,300 hectares and an investment capital of over USD 14 billion, marks a significant milestone in the development of port and logistics infrastructure in Northern Vietnam. However, the Company's Management Board views this as both a challenge and an opportunity. Hai Phong possesses a diverse port system, including both river ports and deep-water ports, providing favorable geographical conditions for the development of logistics and maritime transportation activities.</p> <p>In addition, the ongoing shift of cargo transportation to Northern Vietnam is driving the establishment of new ports and substantial investment in industrial park clusters, contributing to the growing demand for cargo handling and transportation services.</p> <p>Furthermore, major global shipping lines continue to maintain operations at both river and deep-water ports. Particularly, the river port model remains suitable for intra-Asia customers. Viconship believes that these factors will create favorable conditions for the continuous and robust growth of cargo throughput in the coming period. The Company's Management Board remains fully confident in its sustainable growth prospects and the potential for business expansion in the years ahead.</p> |
| 4. | Reason for the adjustment of the Company's pre-tax profit plan? | <p>The Company has adjusted its pre-tax profit plan for the following reasons:</p> <ol style="list-style-type: none"> 1. Viconship's pre-tax profit plan for 2025 was initially set at VND 400 billion; however, after the first eight months of 2025, the Company's business results have already exceeded the annual target. |

| No. | Questions/Comments | Answer |
|-----|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>2. The Company has reviewed and assessed the market outlook, anticipating strong growth in the port operation sector during the fourth quarter and early next year.</p> <p>3. Viconship has established cooperation with Hai An Transport and Stevedoring Joint Stock Company to bring several vessels to handle cargo at Nam Hai Dinh Vu Port, which is expected to contribute to an increase in the port's profit.</p> <p>4. In addition, the Company has consistently followed its business plan while actively seeking new customers to expand production and business activities. The market has shown positive signs, and the Government has adjusted port-related fees and charges upward since the beginning of 2025.</p> <p>Therefore, Viconship considers the adjustment of the business plan necessary, as it serves as a motivation for the Company's Management Board and all employees to strive for even higher performance.</p> |
| 5. | Is participation in the real estate sector part of the Company's long-term strategic orientation? | <p>At present, Viconship's port operation activities are running efficiently, generating revenue and profit levels in line with expectations. However, in order to further increase profitability and meet shareholders' expectations, the Company has set a strategic direction to expand into potential sectors such as maritime transportation, real estate, and industrial park development.</p> <p>This strategy has been formulated with prudence and selectivity, and is always aligned with the Company's long-term development orientation. In particular, real estate is considered a supporting segment, playing the role of generating stable profit sources to reinvest in port infrastructure and logistics services.</p> <p>Such investments will enable Viconship to strengthen its financial capacity, thereby allowing deeper investment in port infrastructure, improving service quality, and expanding</p> |

| No. | Questions/Comments | Answer |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | operational scale — all aimed at enhancing the Company’s competitiveness in the port and logistics industry. |
| 6. | None of the members of the Company’s Management Board currently hold a sufficiently large shareholding to be considered a major shareholder. Therefore, some shareholders have expressed concern regarding the Management’s commitment and long-term dedication to the Company. Could you please share whether the Management has any intention to increase their share ownership in the Company? | <p>The Company acknowledges the concern of shareholders regarding the Management’s level of commitment to the Company, especially given that none of the current members of the Management Board hold a sufficiently large shareholding to be considered a “major shareholder.”</p> <p>However, Viconship believes that maintaining a clear distinction between share ownership and executive management roles is a key principle to ensure transparency, professionalism, and efficiency in corporate operations. The Company’s management team is selected based on their capability, experience, and commitment to Viconship’s sustainable development, rather than their shareholding proportion.</p> <p>In addition, the Company consistently encourages its management members and key personnel to hold shares as a means of fostering long-term commitment and aligning their interests with those of the shareholders.</p> |

VI. Voting to Approve the Proposals at the General Meeting

- Mr. Bùi Hùng Việt – Head of the Vote Counting Committee – provided instructions to shareholders on how to fill in and submit the voting ballots.
- The shareholders cast their votes to approve the contents of the Reports and Proposals presented at the Meeting by ballot voting.

E. RECESS OF THE GENERAL MEETING. THE VOTE COUNTING COMMITTEE CONDUCTS THE COUNTING OF BALLOTS

F. ANNOUNCEMENT OF VOTE COUNTING RESULTS

- At the time of voting, there were 24 shareholders and authorized representatives attending the General Meeting, representing a total of 209,890,347 shares, accounting for 56.06% of the total voting shares at the Meeting.
- Mr. Bui Hung Viet – Head of the Vote Counting Committee – on behalf of the Committee, reported the results of the vote counting. Detailed results are provided in Appendix II attached to these Minutes.
- **Conclusion:** Based on the Regulations on the organization of the General Meeting, the Company’s Charter, and relevant legal provisions, and the vote counting results, the following matters were approved by the General Meeting:

| No. | Matters Approved by the General Meeting | Corresponding Approval Voting Rate |
|------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| 1 | Proposal for Approval of the Adjustment to Increase the 2025 Pre-tax Profit Plan | 100% |
| 2 | Proposal for Approval of the Amendments and Supplements to the Charter on Operations of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation | 100% |
| 3 | Proposal for Approval of the Amendments and Supplements to the Regulations on Operations of the Inspection Committee of Vietnam Container Shipping Joint Stock Corporation | 100% |

G. APPROVAL OF MEETING MINUTES, RESOLUTION

1. Ms. Trần Thị Diệu Hương – on behalf of the Secretariat, presented the full content of the Meeting Minutes.
The General Meeting voted to approve the Meeting Minutes by raising the Voting Cards.
Result: 100% of the shareholders entitled to vote at the Meeting approved.
2. Mrs. Trần Thị Diệu Hương – on behalf of the Secretariat, presented the full content of the draft Resolution.
The General Meeting voted to approve the draft Resolution by raising the Voting Cards.
Result: 100% of the shareholders entitled to vote at the Meeting approved.

H. CLOSURE OF THE GENERAL MEETING

1. Mr. Nguyễn Xuân Dũng – Chairperson of the General Meeting, declared the closure of the General Meeting.
2. The Extraordinary General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation concluded at 10:15 AM on October 09th, 2025.

SECRETARY

CHAIRPERSON

(signed)

(signed)

(signed)

Trần Thị Như Trang

Trần Thị Diệu Hương

Nguyễn Xuân Dũng

APPENDIX I - LIST OF SHAREHOLDER REGISTRATIONS. SHAREHOLDER REPRESENTATIVES ATTENDING THE EXTRAORDINARY GENERAL MEETING 2025 OF VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

(Attached to Meeting Minutes No. 02/2025/BBH-DHĐCĐ dated October 09th, 2025)

| No. | Shareholders Code | Full name of Attendee | ID Number | Number of shares owned | Number of shares authorized | Total of Votes Corresponding |
|------------|--------------------------|------------------------------|------------------|-------------------------------|------------------------------------|-------------------------------------|
| 1 | CD16199 | Nguyễn Xuân Dũng | | 0 | 192.372.067 | 192.372.067 |
| 2 | CD00001 | Nguyễn Đức Dũng | | 817.187 | 10.500.000 | 11.317.187 |
| 3 | CD16172 | Dương Thị Dung | | 0 | 2.581.775 | 2.581.775 |
| 4 | CD00025 | Nguyễn Văn Quân | | 5.000 | 0 | 5.000 |
| 5 | CD00019 | Nguyễn Minh Tuấn | | 52.000 | 0 | 52.000 |
| 6 | CD00018 | Đào Ngọc Hoàn | | 57.500 | 0 | 57.500 |
| 7 | CD00004 | Ninh Văn Hiến | | 192.187 | 0 | 192.187 |
| 8 | CD00002 | Tạ Công Thông | | 699.862 | 0 | 699.862 |
| 9 | CD00187 | Trịnh Quang Thanh | | 10.000 | 0 | 10.000 |
| 10 | CD00067 | Nguyễn Thị Vân Hạnh | | 50.000 | 0 | 50.000 |
| 11 | CD00021 | Vũ Văn Thái | | 15.000 | 0 | 15.000 |
| 12 | CD00003 | Trần Thị Phương Anh | | 250.000 | 0 | 250.000 |
| 13 | CD00006 | Nguyễn Đức Thành | | 250.000 | 0 | 250.000 |
| 14 | CD00008 | Vũ Ngọc Lâm | | 100.000 | 0 | 100.000 |
| 15 | CD00473 | Đồng Trung Hải | | 105.000 | 0 | 105.000 |
| 16 | CD00014 | Đặng Thị Trà Linh | | 37.500 | 0 | 37.500 |
| 17 | CD00804 | Phạm Sỹ Lộc | | 108.875 | 0 | 108.875 |
| 18 | CD00802 | Nguyễn Thị Dung | | 114.284 | 0 | 114.284 |
| 19 | CD00805 | Phạm Văn Cường | | 106.784 | 0 | 106.784 |
| 20 | CD09833 | Hoàng Thanh Hải | | 1.300.000 | 0 | 1.300.000 |
| 21 | CD01049 | Trịnh Duy Long | | 3.000 | 0 | 3.000 |

| No. | Shareholders Code | Full name of Attendee | ID Number | Number of shares owned | Number of shares authorized | Total of Votes Corresponding |
|------------|--------------------------|------------------------------|------------------|-------------------------------|------------------------------------|-------------------------------------|
| 22 | CD09835 | Nguyễn Thanh Bình | | 150.050 | 0 | 150.050 |
| 23 | CD00923 | Mai Thị Duyên | | 12.275 | 0 | 12.275 |
| 24 | CD01700 | Vũ Mạnh Tuấn | | 1 | 0 | 1 |
| | | TOTAL | | 4,436,505 | 205,453,842 | 209,890,347 |

APPENDIX II - VOTING RESULTS

(Attached to Meeting Minutes No. 02/2025/BBH-DHĐCĐ dated October 09th, 2025)

At the time of the vote, there were 24 shareholders and authorized representatives attending the General Meeting, corresponding to 209,890,347 shares, which accounted for 56.06% of the total shares with voting rights at the Meeting. The specific voting results are as follows:

| No. | Proposals | Total number of voting shares of shareholders attending the meeting | Number of valid and invalid votes, and the corresponding percentage of total votes with voting rights at the General Meeting | | | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------|-------------|-------------|------------|
| | | | Valid | Invalid | Approval | Disapproval | No Opinion |
| 1 | Proposal for Approval of the Adjustment to Increase the 2025 Pre-tax Profit Plan | 209,890,347 | 209,890,347 | 0 | 209,890,347 | 0 | 0 |
| | | | 100% | 0% | 100% | 0% | 0% |
| 2 | Proposal for Approval of the Amendments and Supplements to the Charter on Operations of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation | 209,890,347 | 209,890,347 | 0 | 209,890,347 | 0 | 0 |
| | | | 100% | 0% | 100% | 0% | 0% |
| 3 | Proposal for Approval of the Amendments and Supplements to the Regulations on Operations of the Inspection Committee of Vietnam Container Shipping Joint Stock Corporation | 209,890,347 | 209,890,347 | 0 | 209,890,347 | 0 | 0 |
| | | | 100% | 0% | 100% | 0% | 0% |



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Quang Ninh,, 2025

**REGULATIONS ON ORGANIZATION
OF THE 2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation.

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

- 1.1. These Regulations apply to the organization of the 2025 Extraordinary General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Vietnam Container Shipping Joint Stock Corporation.
- 1.2. These Regulations specifically stipulate the rights and obligations of shareholders and attendees of the Meeting, as well as the conditions, procedures, and order of conducting the Meeting.
- 1.3. All shareholders, authorized representatives of shareholders, and other organizations and individuals participating in the Meeting are responsible for complying with these Regulations.

CHAPTER II

RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE MEETING

Article 2. Rights and obligations of shareholders

2.1 Conditions for attending the Meeting

Attendees of the Meeting include shareholders and legally authorized representatives of shareholders whose names are listed in the shareholder register as of the record date for attending the Meeting (hereinafter referred to as "**Shareholders**"). The list of shareholders entitled to attend the 2025 Extraordinary General Meeting of Shareholders consists of: Shareholders whose names are recorded in the shareholder register closed by the Vietnam Securities Depository and Clearing Corporation on August 22nd, 2025.

2.2 Shareholders' rights at the Meeting

- a) Shareholders have the right to attend the Meeting in person or authorize another individual to attend on their behalf in writing;

Authorization for another person to attend the Meeting must be made in writing using the form issued by the Company or a legally valid letter of authorization under civil law. The letter of authorization must clearly state the name of the authorized person or organization, the number of shares authorized, the content, scope, and duration of authorization, and must bear the signatures of both the authorizing and authorized parties at the time of registration;

- b) Upon attendance at the Meeting, each shareholder or authorized representative shall receive: A Voting Card, A Ballot, indicating the number of shares owned, the number of shares authorized (if any), and the total number of corresponding voting rights.
- c) Discuss and vote on all matters under the authority of the General Meeting of Shareholders in accordance with relevant laws and the Company's Charter;
- d) Shareholders or authorized representatives arriving after the Meeting has commenced may still register and participate in voting. However, the Chairperson is not obligated to pause the Meeting for latecomers, and the validity of prior voting results shall remain unchanged;
- e) Request the Shareholder Eligibility Verification Committee to correct personal information on their Voting Card, Ballot to ensure accuracy;
- f) Exercise other rights as stipulated in the Company's Charter and applicable laws.

2.3 Obligations of Shareholders Attending the General Meeting

- a) Bring the required documents as specified in the Notice of Invitation to register for attendance at the General Meeting.
- b) Comply with the provisions of these Regulations, adhere to the instructions of the Chairperson and the Organizing Committee. Respect the meeting's outcomes and refrain from any disruptive actions that may interfere with the orderly conduct of the General Meeting.
- c) During the General Meeting, shareholders are expected to limit movement outside the venue and minimize phone usage. All mobile devices must be switched off or set to silent mode.
- d) Shareholders or their representatives must attend the General Meeting from commencement to conclusion. In the event a shareholder/representative must leave early due to force majeure circumstances and does not directly participate in approving the Meeting Minutes (which records the proceedings and voting results of attending shareholders), they must notify the Organizing Committee to complete the authorization procedure for another person to vote on their behalf. If no authorization is provided, the shareholder's shares shall still be counted in the total shares of attending shareholders.
- e) Upon receiving Voting Cards, Ballots, shareholders are responsible for verifying their information to ensure accuracy.
- f) Carefully review the meeting materials published on the Company's website and distributed at the General Meeting (if any).



- g) Fulfill other obligations in accordance with these Regulations, the Charter of Vietnam Container Shipping Joint Stock Corporation, and applicable laws.

Article 3. Rights and Responsibilities of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee is established by the Board of Directors and introduced at the General Meeting. Its functions and responsibilities include:

- 3.1. Verifying the eligibility of shareholders or their authorized representatives attending the General Meeting, including checking the Identification/Citizen identification/Passport/Enterprise Registration Certificate/Establishment Decision, Letter of Authorization (for authorized representatives), and other required documents as specified in the Notice of Invitation.
- 3.2. Conducting attendance registration procedures and maintaining records of shareholder attendance.
- 3.3. Distributing meeting materials to shareholders or their authorized representatives, including Voting Cards, Ballots and other relevant documents.
- 3.4. Reporting and taking responsibility before the General Meeting for the results of shareholder eligibility verification at the following times:
 - a) At the commencement of the General Meeting;
 - b) Prior to each voting session, if there is a change in the number of registered attendees (including late-registered shareholders).

Article 4. Rights and Obligations of the Vote Counting Committee

- 4.1. The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders through voting. The number of members of the Vote Counting Committee shall be determined by the General Meeting based on the Chairperson's proposal.
- 4.2. Duties of the Vote Counting Committee:
 - a) Disseminate and guide the regulations and procedures related to voting and electing members of the Board of Directors and the Supervisory Board at the General Meeting;
 - b) Inspect, count, and supervise the voting process conducted by shareholders; organize vote counting and determine voting results on matters approved at the General Meeting;
- 4.3. Prepare and announce the vote-counting results, and submit the vote-counting minutes along with all voting to the Chairperson or the Secretariat of the General Meeting;
- 4.4. Assist the Chairperson in reviewing and resolving complaints regarding candidates and voting results (if any) and report to the General Meeting for a decision;
- 4.5. Carry out duties honestly and accurately and be responsible for the results of the vote counting process;
- 4.6. The Vote Counting Committee may assign additional assistants to distribute and



collect ballots to ensure the timely completion of tasks during the General Meeting.

Article 5. Rights and Obligations of the Chairperson and the Secretariat

5.1. Chairperson:

- a) The Chairman of the Board of Directors shall preside over the General Meeting or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting convened by the Board of Directors (hereinafter referred to as the “**Chairperson**”).
- b) The Chairperson may invite one or more individuals to assist in presiding over the meeting and addressing shareholders’ inquiries (hereinafter referred to as the “**Presidium**”).

5.2. Rights and Obligations of the Presidium:

- a) Conduct the General Meeting in accordance with the agenda and Regulations approved by the General Meeting;
- b) Take necessary actions to ensure the lawful and orderly conduct of the meeting and ensure that the opinions of the majority of attending shareholders are reflected;
- c) Guide the discussion and voting on agenda items and related matters during the meeting;
- d) Announce or authorize the Vote Counting Committee to announce voting results, including the number of valid ballots, invalid ballots, and the total votes “Agree”, “Disagree,” and “No opinion” immediately after vote counting;
- e) Maintain order and decorum during the meeting;
- f) Address any issues arising during the General Meeting;
- g) Respond to shareholders' inquiries directly at the meeting. If additional information is required or to ensure adherence to the meeting schedule, the Chairperson may provide written responses after the General Meeting;
- h) Require all attendees to comply with security checks or other lawful and reasonable security measures; request competent authorities to maintain order at the meeting; expel individuals who disrupt order, obstruct the meeting proceedings, or fail to comply with the Chairperson’s directives and the meeting’s security regulations, in accordance with Clause 7, Article 146 of the prevailing Law on Enterprises;
- i) Conclude the discussions on matters at the General Meeting and oversee the approval of the meeting minutes;
- j) The Chairperson has the right to postpone a duly convened General Meeting to a later date or change the meeting venue if permitted by law and the Company's Charter;
- k) Other rights and responsibilities as prescribed by law and the Company's Charter.

5.3. Responsibilities of the Secretariat of the General Meeting

- a) The Chairperson shall appoint one or more individuals to serve as members of the Secretariat. The Secretariat assists the Chairperson and operates under the Chairperson’s direction.
- b) Duties of the Secretariat:

- Accurately and comprehensively record all discussions and decisions made at the General Meeting;
- Prepare the minutes of the meeting and the resolutions of the General Meeting; present the minutes and resolutions for approval at the meeting;
- Receive and process "Shareholders' Feedback Forms" to be addressed by the Presidium;
- Perform other tasks as assigned by the Presidium and in accordance with the Company's Charter.

CHAPTER III

PROCEDURE FOR CONDUCTING THE GENERAL MEETING

Article 6. Conditions for Conducting the General Meeting

The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% (fifty percent) of the total number of voting shares, as determined based on the list of shareholders entitled to attend the General Meeting at the record date.

Article 7. Methods of Conducting the Meeting and Voting at the General Meeting

7.1. Order and Conduct of the Meeting

a) Order of Proceedings:

The General Meeting shall be conducted in accordance with the agenda approved by the General Meeting. The Meeting shall discuss and approve the items specified in the agenda under the direction of the Presidium.

b) Conduct of the Meeting:

- Participants shall be seated in designated positions as instructed by the Organizing Committee.
- Smoking, including electronic cigarettes, is prohibited in the meeting room.
- Mobile phones, laptops, and other electronic devices shall be set to silent mode.
- Filming, photographing, and recording are prohibited unless prior approval is obtained from the Chairperson.
- No transmission of information outside the meeting by any means shall be permitted until the conclusion of the meeting.

7.2. Speaking at the General Meeting:

Shareholders attending the meeting have the right to contribute opinions or request clarifications in an orderly and respectful manner, in accordance with the approved agenda, and under the direction of the Presidium by: (i) Speaking directly at the meeting for no more than five (05) minutes, without repeating previously discussed content; or (ii) Summarizing their comments in the "Shareholder Opinion Form" and submitting it to the Secretariat for consolidation and forwarding to the Presidium. The order of speaking shall follow the registration list at the shareholders' seating area and be conducted within the allotted time approved by the General Meeting, under the guidance and approval of the Chairperson.

The Presidium shall consider the relevance of the opinions presented and provide responses to shareholders' inquiries. Only comments related to the meeting agenda shall be recorded in the minutes of the meeting.

7.3. Voting:

a) General Principles:

- All shareholders are ensured fair voting rights corresponding to their shareholding;
- Shareholders may exercise their voting rights directly or through authorized representatives attending the meeting;
- All matters on the agenda requiring shareholder approval must be decided by voting;
- Voting/elections shall be conducted using Voting Cards, Ballots.
- If a shareholder makes a mistake in voting or fills in incorrect information, they may request a reissuance of the ballot from the Shareholder Eligibility Verification Committee, provided that all of the following conditions are met:

- ✓ The shareholder submits the incorrectly filled Voting Ballot/Election Ballot to the Shareholder Eligibility Verification Committee;
- ✓ The request is made before the voting period expires, as announced by the Organizing Committee.

- If there is a change in the voting/election content due to amendments or additions to the General Meeting agenda, the Vote Counting Committee and the Shareholder Eligibility Verification Committee shall collect all affected ballots and issue new ballots to shareholders in accordance with the revised agenda.

- #### **b) Voting Procedure:** The General Meeting shall vote on each issue separately. Shareholders or their authorized representatives shall vote on all issues requiring shareholder approval by raising their Voting Card or marking (x) or (v) on the Voting Ballot as instructed by the Chairperson.

- Voting Card:

- ❖ Each shareholder shall receive **one Voting Card** with the following details printed: Meeting attendance number, Full name of the shareholder or the authorized representative, Number of shares owned and number of shares represented by authorization (if any), and Total number of voting rights.
- ❖ The Voting Card shall be used for voting on the following matters:
 - + Election of the Vote Counting Committee;
 - + Approval of the General Meeting agenda;
 - + Approval of the General Meeting regulations;
 - + Election rules for the Board of Directors and the Supervisory Board;
 - + List of candidates for the Board of Directors and the Supervisory Board;
 - + Meeting minutes and resolutions of the General Meeting;
 - + Other matters as requested by the Chairperson.

Upon the Chairperson's instruction, shareholders shall raise their Voting Cards to express their vote. A shareholder raising the Voting Card more than once for the same issue shall be considered as an invalid vote.

- **Voting Ballot:**

- ❖ Except for matters voted by raising the Voting Card, all other matters shall be voted on using Voting Ballots.
- ❖ Each shareholder shall receive one Voting Ballot with the following details printed: Meeting attendance number, Full name of the shareholder or the authorized representative, Number of shares owned and number of shares represented by proxy (if any), Total number of voting rights, Issues to be voted on at the General Meeting, Sections for shareholders to mark "Agree," "Disagree," or "No Opinion."
- ❖ The Voting Ballot is issued by the Organizing Committee and must bear the Company's seal.
- ❖ For each issue, shareholders must select only one option: "Agree," "Disagree," or "No Opinion", and shareholders must sign the Voting Ballot before placing it in the ballot box.
- ❖ *Valid Voting Ballots: A Voting Ballot shall be considered valid if it meets **ALL** of the following conditions:*
 - + Issued by the Organizing Committee in the correct format and bearing the Company's seal;
 - + Signed by the shareholder before being placed in the ballot box;
 - + No erasures, alterations, or additional markings beyond the printed content;
 - + Not torn or damaged;
 - + Contains at least one valid vote (i.e., at least one issue has a selected option). To avoid misunderstanding, if a Voting Ballot meets all validity criteria but contains one or more invalid votes on specific issues, the valid votes shall still be counted in the overall voting results of the General Meeting.
 - + Submitted within the designated voting period.
- ❖ *Invalid Voting Ballots: A Voting Ballot shall be considered invalid if it exhibits **ONE** of the following conditions:*
 - + Not issued by the Organizing Committee in the correct format and without the Company's seal;
 - + Altered, erased, or torn;
 - + No marks (x or v) in any box for any voting issue or multiple marks in "Agree," "Disagree," and "No Opinion" for the same voting issue;
 - + Contains strikethroughs or additional writings beyond the pre-printed content;
 - + Not signed by the shareholder before submission;
 - + Not received by the Vote Counting Committee within the designated voting

period.

7.4. Principles for the Operation of the Vote Counting Committee, Voting Principles, and the Counting of Voting Ballots:

- a) All unauthorized individuals are strictly prohibited from entering the ballot-counting area, except for members of the Vote Counting Committee and those assisting with the process as authorized by the committee.
- b) Upon entering the ballot counting area, to ensure order, avoid disruptions, and maintain security and confidentiality of information, all personnel present in the room are strictly prohibited from using any electronic devices (including mobile phones, cameras, recording devices, smartphones, etc.), except for electronic devices used for tallying, counting ballots, classifying ballots, and inputting ballot information into the computer system. The Organizing Committee is entitled to set up cameras to record the ballot-counting process, with the recorded content kept confidential for post-audit purposes if required.
- c) Before voting begins, the Vote Counting Committee shall inspect the ballot box to confirm that it is empty and has not yet received any ballots in the presence of the shareholders.
- d) The voting process shall commence upon the signal from the Chairperson/Vote Counting Committee and conclude when the last shareholder has cast their vote within the time allocated by the General Meeting, under the supervision of the Presidium, or when the voting time expires, whichever occurs first.
- e) After being collected, the Voting Ballots shall be verified for validity in accordance with the regulations. The ballot-counting process must commence immediately after the voting period ends.
- f) During the tallying, classification, and data entry of ballots, all members of the Vote Counting Committee must focus and make full use of the resources provided by the General Meeting's Organizing Committee, such as support personnel, computer systems, scanners, etc., based on the principles of ensuring accuracy, transparency, and compliance with legal regulations.
- g) The voting results shall be determined for each voting item and calculated as a percentage (%) rounded to two (02) decimal places.
- h) The Vote Counting Committee is responsible for consolidating the voting results into a Vote Counting Report. This report shall be signed by all members of the Vote Counting Committee to confirm its accuracy, transparency, and compliance with the principles and procedures of the ballot-counting process.
- i) The Vote Counting Report must specify the following details: the number of voting ballots for each voting item, the number of valid ballots, the number of invalid ballots, and the voting percentage for each item categorized as *Agree*, *Disagree*, or *No Opinion*.
- j) Upon completion of the ballot-counting process, the technical team shall print the Vote Counting Report for all members of the Ballot Counting Committee to review, verify,



and sign before the Head of the Vote Counting Committee publicly announces it at the General Meeting. Simultaneously, the remaining members of the Vote Counting Committee shall proceed with sealing all Voting Ballots/Election Ballots and handing them over to the Presidium's representative for safekeeping.

Article 8. Approval Requirements for General Meeting Resolutions

- 8.1. Except as provided in Articles 8.2 and 8.3 of this Regulation, all matters submitted for approval at the General Meeting shall be deemed passed if they receive affirmative votes from shareholders representing more than 50% (fifty percent) of the total voting shares of shareholders entitled to vote at the meeting (including shareholders and their authorized representatives).
- 8.2. The following matters must be approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending the meeting:
 - a) Types of shares and total number of shares of each type to be offered;
 - b) Changes to the Company's business lines and sectors;
 - c) Changes to the Company's management structure;
 - d) Investment projects or asset sales with a value equal to or exceeding 35% of the total asset value recorded in the Company's latest financial statements;
 - e) Reorganization or dissolution of the Company.

Article 9. Minutes and Resolutions of the General Meeting

- 9.1. The proceedings of the General Meeting shall be recorded in minutes. The minutes shall be prepared in Vietnamese, signed by the Chairperson of the General Meeting and the Head of the Secretariat, and must be prepared and adopted in accordance with the Law on Enterprises and this Regulation.
- 9.2. If the Chairperson of the General Meeting or the Head of the Secretariat refuses to sign the minutes of the meeting, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and if they contain all required details in accordance with the law and the Company's Charter. The minutes shall explicitly state the refusal of the Chairperson and/or the Head of the Secretariat to sign.
- 9.3. All meeting records, minutes, attendance signatures of shareholders, and letter of authorization must be retained at the Company's headquarters.
- 9.4. Based on the meeting minutes, the Head of the Secretariat shall draft the General Meeting Resolution. The draft minutes and resolution must be approved by the General Meeting before adjournment.

CHAPTER IV

OTHER PROVISIONS

Article 10. Miscellaneous Provisions

- 10.1. Language of General Meeting Documents



All documents of the General Meeting shall be prepared in Vietnamese and may be translated into other languages. In case of any discrepancy between the Vietnamese version and any foreign language version, the Vietnamese version shall prevail.

10.2. Force Majeure Events

- During the General Meeting, force majeure events such as natural disasters, fires, governmental orders or directives, power outages, internet disconnections, or other technical issues may occur. The Company shall make all reasonable efforts to resolve such issues so that the General Meeting can continue, provided that the disruption does not exceed 60 minutes from the time of the incident.
- If such force majeure events cannot be resolved within 60 minutes, the Chairperson shall have the authority to declare a temporary suspension of the General Meeting and convene a duly constituted subsequent meeting. Any matters that were approved by vote before the suspension (if any) shall be nullified.

Article 11. Effectiveness

11.1. This Regulation consists of 4 Chapters and 11 Articles and shall take effect immediately upon approval by the General Meeting.

11.2. Shareholders and attendees of the General Meeting shall be responsible for complying with this Regulation./.

Recipients:

- *The General Meeting of Shareholders;*
- *Filed at: Archives, BOD Office.*

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

(Signed)



VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

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Hai Phong, August 29th, 2025

**PROPOSAL TO THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS**

No: 01/2025/VSC/TT-HĐQT

(Re: Approval of the adjustment to increase the profit plan for 2025)

TO: THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

- *Pursuant to Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;*
- *Pursuant to the actual business operations of the Company;*

The Board of Directors of Vietnam Container Shipping Joint Stock Corporation respectfully submits to the Extraordinary General Meeting of Shareholders in 2025 the matters relating to the adjustment to increase the profit plan for 2025 as follows:

1. The Company's business performance in the first half of 2025 and the projection for the full year 2025:

In the first six months of 2025, the Company's Executive Board actively and proactively implemented the assigned business plan. As a result, in the first half of 2025, the Company recorded net revenue of VND 1,489 billion, an increase of VND 185 billion, equivalent to a growth of 14.2% compared to the same period in 2024. The port operation activities of the three ports, namely VIP Greenport, Greenport, and Nam Hai Dinh Vu Port, all achieved strong growth in both revenue and profit. In addition, the Company recorded an increase in financial income, mainly attributable to gains from trading securities. Overall, in the first six months of 2025, the Company's profit before tax reached VND 312 billion, representing an increase of 53.7% compared to the same period in 2024.

In July this year, the Company divested 20% of its shares in VIP Greenport Joint Stock Company, thereby receiving proceeds of more than VND 700 billion. The gain from this divestment will be recorded in undistributed after-tax profit.

Thanks to the Government's negotiation efforts, Vietnam has secured tariff rates with the United States that are competitive compared to other regional peers. The Company's management assesses that port operations in the second half of 2025 will continue to develop favorably as uncertainties regarding tariff barriers have been resolved and global economic growth remains stable. The continued recovery of global trade is expected to drive import and export activities, particularly during the year-end peak season. The Company anticipates the addition of several new shipping routes to its port system. At the same time, given the growth trend of the financial market, the

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management is confident that the Company's short- and long-term financial investments will generate benefits and make a significant contribution to the Company's profit in the second half of 2025.

2. Expected Adjustment to the 2025 Profit Plan:

Based on the business operations as presented above, the Board of Directors respectfully submits to the Extraordinary General Meeting of Shareholders in 2025 for approval the adjustment to increase the profit plan for 2025 as follows:

| Item | The plan approved by the Annual General Meeting of Shareholders in 2025 | Proposed Adjustment Plan |
|------------------------|-------------------------------------------------------------------------|--------------------------|
| 2025 Profit Before Tax | VND 400 billion | VND 1,250 billion |

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- The General Meeting of Shareholders;
- Filed at: Archives, BOD Office.

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed)

NGUYỄN XUÂN DŨNG



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Hai Phong, August 29th, 2025

**PROPOSAL TO THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS**

No: 02/2025/VSC/TT-HĐQT

(Re: Approval of Amendments and Supplements to the Regulation on the Operation of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation)

TO: THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

- *Pursuant to Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents, as amended and supplemented;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies*
- *Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;*
- *Pursuant to the Internal Regulation on Corporate Governance of Vietnam Container Shipping Joint Stock Corporation;*
- *Pursuant to the corporate governance and management situation of Vietnam Container Shipping Joint Stock Corporation.*

In order to enhance the effectiveness of corporate governance and management as well as to ensure consistency and conformity with the Charter and the Internal Corporate Governance Regulation of the Company, as amended and supplemented under Resolution No. 01/2025/NQ-AGM of the Annual General Meeting of Shareholders dated April 25, 2025 of Vietnam Container Shipping Joint Stock Corporation (the “Company”), the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the full text of the Regulation on the Operation of the Board of Directors of the Company.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- *The General Meeting of Shareholders;*
- *Filed at: Archives, BOD Office.*

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed)

NGUYỄN XUÂN DŨNG

APPENDIX SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

(Attached to Proposal No. 02/2025/VSC/TT-HĐQT dated 29/08/2025 regarding the approval of amendments and supplements to the Operating Regulations of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation)

| No | Article/ Clause/ Point | Amended and Supplemented Contents | | Reason |
|-----------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| | | Current Regulation | Proposed Amendment to the Regulation | |
| Article 4. Right to Access Information of Members of the Board of Directors | | | | |
| 1 | Article 4, Clause 1 | Members of the Board of Directors have the right to request the General Director and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and its internal units. | Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and its internal units | Addition of the phrase “Deputy General Director” to align with the Company’s Charter and internal governance regulations. |
| Article 5. Term of Office and Number of Members of the Board of Directors | | | | |
| 2 | Article 5, Clause 1 | The Board of Directors shall consist of 05 to 11 members. | The number of members of the Board of Directors shall be at least 05 (five) and no more than 11 (eleven). The specific number shall be determined by the General Meeting of Shareholders. | Addition of the detail “The specific number shall be determined by the General Meeting of Shareholders.” |
| 3 | Article 5, Clause 2 | The term of office of a member of the Board of Directors is 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. | The term of office of a member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 (two) consecutive terms. | Addition of the detail “shall not exceed 05 (five) years” to align with the Company’s Charter and internal governance regulations. |
| 4 | Article 5, Clause 4 | The Company’s Charter shall specify the rights, obligations, organizational structure, and coordination mechanisms of independent members of the Board of Directors. | The General Meeting of Shareholders shall specify the number, rights, obligations, organizational structure, and coordination mechanisms of independent members of the Board of Directors. | Replacement of the phrase “Company’s Charter” with “General Meeting of Shareholders” and addition of the detail “number.” |
| Article 6. Criteria and Conditions for Members of the Board of Directors | | | | |

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| 5 | Article 6, Clause 1, Point c | A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company. | A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of up to 05 (five) other companies. | Addition of the detail "up to 05 (five)" to align with the Company's Charter and internal governance regulations. |
| Article 7. Chairman of the Board of Directors | | | | |
| 6 | Article 7, Clause 2 | The Chairman of the Board of Directors shall not concurrently hold the position of General Director | Rearranged clause. Moved to Clause 1, Article 7. | Clause restructured. |
| 7 | Article 7, Clause 3 | Not yet regulated. | The Chairman of the Board of Directors may be dismissed or removed by resolution of the Board of Directors. In the event of resignation, dismissal, or removal, the Board of Directors must elect a replacement within 05 (five) days from the date of receipt of the resignation or dismissal/removal decision. | Rearranged from Clause 4 of the previous regulation. |
| 8 | Article 7, Clause 4 | In the event the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or removal. If the Chairman is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman in accordance with the Company's Charter. If no authorization is made, or the Chairman dies, goes missing, is detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation or education facility, absconds, is restricted or loses civil act capacity, has cognitive or behavioral difficulties or is prohibited by the Court from | In case of legal circumstances as stipulated in Clause 4, Article 156 of the Law on Enterprises, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors. | Clause 4 of the previous regulation has been restructured and allocated to Clauses 3 and 4 of this regulation. |

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| | | holding positions or practicing certain professions, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors. | | |
| 9 | Article 7, Clause 5 | Not yet regulated. | If deemed necessary and not in violation of legal prohibitions, the Chairman of the Board of Directors may delegate tasks or regularly authorize or assign the Vice Chairman or other members of the Board of Directors to sign documents and perform the rights and duties of the Chairman. The Vice Chairman or authorized members shall be responsible to the Chairman for the execution of such delegated tasks. | Addition regarding delegation by the Chairman of the Board of Directors to align with the Company's Charter and internal governance regulations. |
| Article 8. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors | | | | |
| 10 | Article 8, Clause 7 | Not yet regulated. | A member of the Board of Directors shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises. In the case of resignation, the member shall continue to fulfill their duties until the resignation is approved by the General Meeting of Shareholders. | Addition to clarify the legal basis for termination of Board membership and to ensure fulfillment of duties upon resignation, in alignment with the Company's Charter. |
| Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors | | | | |
| 11 | Article 10, Clause 1 | Not yet regulated. | 1. The Company is responsible for notifying shareholders of the election, dismissal, and removal of members of the Board of Directors in accordance with legal regulations and the Company's Charter, ensuring shareholders have access to relevant information.. | Addition of content regarding the Company's responsibility to notify shareholders, in accordance with the Company's Charter and Circular No. 96/2020/TT-BTC on information |



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| | | | | disclosure in the securities market |
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| Điều 11. Quyền và nghĩa vụ của Hội đồng quản trị | | | | |
| 12 | Article 11, Clause 1 | Not yet regulated. | The Board of Directors is the management body of the Company, fully authorized to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders.. | Addition to clarify the role of the Board of Directors in accordance with Clause 1, Article 153 of the Law on Enterprises |
| 13 | Article 11, Clause 2, Point h | Approval of contracts for purchase, sale, loan, lending, and other transactions valued at 35% or more of the total assets recorded in the Company's latest financial statements, and contracts or transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138; Clause 1 and Clause 3, Article 167 of the Law on Enterprises.; | Approval of contracts for purchase, sale, loan, lending, and other transactions valued at or above 35% of the total assets recorded in the Company's latest financial statements, except as stipulated in Point d, Clause 2, Article 138; Clause 3, Article 167 of the Law on Enterprises; and Clause 4, Article 293 of Decree 155/2020/NĐ-CP; | Adjustment of threshold to align with the Company's Charter |
| 14 | Article 11, Clause 2, Point i | Chưa quy định | Approval of loans or guarantees valued below 35% of the total assets recorded in the Company's latest financial statements for the Company's subsidiaries.; | Addition to align with the content and thresholds stipulated in the Company's Charter. |
| 15 | Article 11, Clause 2, Point j | Election, dismissal, removal of the Chairman of the Board of Directors; appointment, dismissal, signing and termination of contracts with the General Director and other key managers as stipulated by the Company's Charter; decision on salary, remuneration, bonus, and other benefits of such managers; appointment of authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; decision on | Decision on organizational structure, internal management regulations of the Company; development of internal corporate governance regulations for submission to the General Meeting of Shareholders for approval. | Addition of details regarding contract decisions and inclusion of Deputy General Director, Chief Accountant, and specialized Directors to align with the Company's Charter. The content regarding appointment of authorized representatives and |



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| | | remuneration and other benefits of such representatives. | | their benefits has been moved to Point m, Clause 2 of this Article. |
| 16 | Article 11, Clause 2, Point l | Decision on organizational structure, internal management regulations of the Company; decision on establishment of subsidiaries, branches, representative offices; and investment in or acquisition of shares in other enterprises. | Decision on organizational structure, internal management regulations of the Company; development of internal corporate governance regulations for submission to the General Meeting of Shareholders for approval. | Addition of “development of internal corporate governance regulations for submission to the General Meeting of Shareholders for approval” to align with the Company’s Charter. The content regarding establishment of subsidiaries, branches, representative offices, and investment in other enterprises has been moved to Point m, Clause 2 of this Article. |
| 17 | Article 11, Clause 2, Point r | Not yet regulated. | Request the General Director to provide necessary information to support decision-making by the Board of Directors. | Addition to align with the Company’s internal governance regulations. |
| 18 | Article 11, Clause 2, Point s | Not yet regulated. | Decide on the nomination of candidates for the Board of Directors and Supervisory Board of other enterprises. | Addition to align with the Company’s Charter and internal governance regulations. |
| 19 | Article 11, Clause 2, Point t | Decide on the issuance of the Operating Regulations of the Board of Directors, internal corporate governance regulations after approval by the General Meeting of Shareholders; decide | Decide on the issuance of the Company’s information disclosure regulations. | Amendment to align with the rights and responsibilities of the Board of Directors. |

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| | | on the issuance of the Company's information disclosure regulations. | | |
| Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders | | | | |
| 20 | Article 13, Clause 2 | Convening an Extraordinary General Meeting of Shareholders: The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number stipulated in the Company's Charter, or upon receiving a request as specified in Points c and d, Clause 1 of this Article. | Convening an Extraordinary General Meeting of Shareholders: a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law, or upon receiving a request as specified in Points c and d, Clause 1 of this Article. In case the number of Board members is reduced by more than one-third compared to the number stipulated in the Company's Charter, the Board of Directors must convene the General Meeting of Shareholders within 60 (sixty) days to elect additional members in accordance with Clause 4, Article 160 of the Law on Enterprises. b. <input type="checkbox"/> If the Board of Directors fails to convene the meeting as prescribed in Point a, Clause 2 of this Article, the Supervisory Board must convene the meeting within the next 30 (thirty) days in accordance with Clause 3, Article 140 of the Law on Enterprises. c. If the Supervisory Board fails to convene the meeting as prescribed in Point b, Clause 2 of this Article, shareholders or groups of shareholders as specified in Point c, Clause 1 of this Article shall have the right to convene the meeting on behalf of the Company in accordance with the Law on Enterprises. | |

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| | | | <p>d. In such cases, shareholders or groups of shareholders convening the meeting may request the business registration authority to supervise the procedures, conduct, and decision-making of the General Meeting of Shareholders if deemed necessary.</p> <p>e. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the meeting, including accommodation and travel.</p> <p>f. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.</p> | |
| 21 | Article 13, Clause 3, Point a | Preparing the list of shareholders entitled to attend the meeting. | Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list must be prepared no later than 10 (ten) days before the date of sending the meeting invitation. Information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders must be disclosed at least 20 (twenty) days prior to the record date. | Addition of details regarding the responsibilities of the convener of the General Meeting of Shareholders, in accordance with Clause 2, Article 18 of the Company's Charter. |
| 22 | Article 13, Clause 3, Point c | <p>c) Prepare the agenda and content of the meeting</p> <p>d) Prepare the documents for the meeting</p> | <p>c) Prepare the agenda and content of the General Meeting and prepare the documents for the General Meeting in accordance with the law and the Company's regulations</p> <p>;</p> | Rearrange the content of Points c and d, Clause 3, Article 13 of the previous Regulation to align with the Company's Charter |

| Article 14. Meetings of the Board of Directors (to be changed to Article 14. Committees under the Board of Directors; Article 14. Meetings of the Board of Directors moved to Article 15) | | | | |
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| 23 | Article 14 | Not yet regulated | <p>1. When deemed necessary, the Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, risk management, and other areas in accordance with the requirements of the Board of Directors from time to time. Each subcommittee shall have at least one (01) member and may include members of the Board of Directors and external members (if any). The specific number of members of each subcommittee shall be decided by the Board of Directors. The operation of the subcommittees must comply with the regulations of the Board of Directors. A resolution of a subcommittee shall only be valid when it is approved by the majority of members attending and voting at the subcommittee meeting.</p> <p>2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and internal corporate governance regulation</p> <p>.</p> | Add a provision on subcommittees under the Board of Directors to comply with the model regulation under Circular No. 116/2020/TT-BTC and to be consistent with the VSC Charter |
| Article 15. Meetings of the Board of Directors | | | | |
| 24 | Clause 3, Article 15 | The Chairman of the Board of Directors shall convene a Board meeting in the following cases: | The Chairman of the Board of Directors must convene an extraordinary meeting whenever deemed necessary in the interest of the Company. In addition, the Chairman must call a Board meeting without undue delay, | Add details regarding the convening of extraordinary meetings upon request. |

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| | | | unless there is a legitimate reason, upon the written request of any of the following parties, specifying the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors: | |
| 25 | Clause 4, Article 15 of the previous Regulation | It is requested that the provision in Clause 3 of this Article be made in writing, clearly specifying the purpose, issues to be discussed, and decisions falling within the authority of the Board of Directors. | Reorganize the content as follows: | It has been reorganized into Clause 3, Article 15 of this Regulation. |
| 26 | Clause 5, Article 15 | <p>The Chairman of the Board of Directors or the person convening the Board meeting must send the meeting notice no later than 03 working days before the meeting date. The notice must specify the exact time and place of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by the materials to be used at the meeting and the members' voting ballots.</p> <p>The Board meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring delivery to the contact address of each Board member registered with the Company.</p> | Notice of a Board of Directors' meeting must be sent to all Board members and members of the Inspection Committee at least 03 (three) days prior to the meeting. In urgent cases and/or in the interest of the Company, the Chairman of the Board may convene an emergency meeting with a shorter notice period than specified in this Clause. The meeting notice must be in writing in Vietnamese and must include the full agenda, time, and location of the meeting, along with all necessary materials related to the matters to be discussed and voted on at the Board meeting, as well as the voting ballots of the members. | Add additional details regarding the timeframe for convening an emergency meeting. |
| 27 | Point b, Clause 9, Article 15 | Authorize another person to attend and vote at the meeting in accordance with the provisions of Clause 11 of this Article. | A member may authorize another person to attend the meeting on their behalf if approved by the majority of the Board members. | Add the detail that the authorization must be "approved by the majority of the Board members" to ensure consistency with |



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| | | | | the Company's Charter. |
| 28 | Clause 10, Article 14 of the previous Regulation | In case a voting ballot is sent to the meeting by mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting commences. The ballot shall only be opened in the presence of all attendees of the meeting. | Reorganize the content and provision as follows: | It has been reorganized under Point d, Clause 9, Article 15 of this Regulation. |
| 29 | Clause 11, Article 14 of the previous Regulation | Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members. | Reorganize the content and the provisions. | It has been reorganized under Point b, Clause 9, Article 15 of this Regulation. |
| Article 16. Minutes of Board of Directors' Meetings | | | | |
| 30 | Clause 1, Article 16 | Not yet stipulated. | The Chairman of the Board of Directors is responsible for delivering the minutes of the Board meetings to all members. These minutes shall be regarded as authentic evidence of the proceedings conducted at such meetings, unless objections to the content are raised within 10 (ten) days from the date of delivery. The minutes of the Board meetings shall be prepared in accordance with Clause 1, Article 158 of the Law on Enterprises and must include the following key contents: | Include a provision on the responsibility of the Chairman of the Board of Directors to deliver the Board meeting minutes, in order to ensure consistency with Clause 17, Article 30 of the VSC Charter. |
| 31 | Clause 1, Article 15 of the previous Regulation | Meetings of the Board of Directors must be documented in minutes and may also be recorded or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following main contents: | Reorganize the content as follows: | The content has been revised and reorganized in Clauses 2 and 3, Article 16 of this Regulation. |

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| 32 | Clause 3, Article 15 of the previous Regulation | The chairperson, the minute taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes. | Reorganize the content. | It has been revised and reorganized into Clause 1, Article 16 of this Regulation. |
| 33 | Clause 3, Article 16 | Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign-language versions, the content of the Vietnamese version shall prevail. | Meeting notices, materials used in the meeting, minutes of the meeting, vote-counting records, and resolutions of the Board of Directors shall be prepared in Vietnamese and may be translated into a foreign language. Both the Vietnamese and foreign-language documents shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail. | Reorganize the content to ensure consistency with the Company's Charter. |
| Article 17. Submission of Annual Reports | | | | |
| 34 | Clause 1, Article 17 | 1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders: a) Report on the Company's business results; b) Financial statements; c) Report on the evaluation of the Company's management and operations; d) Appraisal report of the Inspection Committee. | 1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders at the annual meeting: a. Report on business results b. Financial statements and related explanatory reports c. Report on the evaluation of the Company's management and operations d. Report on the establishment and use of funds and the annual dividend level | Adjust the titles of the reports to ensure consistency with the provisions of the Company's Charter. |
| Article 18. Remuneration, Bonuses, and Other Benefits of Board Members | | | | |
| 35 | Clause 1, | 1. The Company is entitled to pay remuneration and bonuses to members of the Board of | Members of the Board of Directors (excluding authorized | Include provisions on the remuneration of the Board of |

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| | Article 18 | <p>Directors based on business results and performance.</p> <p>2. Members of the Board of Directors are entitled to receive work remuneration and bonuses. Work remuneration is calculated based on the number of days required to perform the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors is determined by the General Meeting of Shareholders at the annual meeting.</p> | <p>representatives) are entitled to receive remuneration for their work as Board members. The total amount of remuneration and bonuses for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration shall be allocated among the Board members in accordance with an agreement within the Board of Directors.</p> | <p>Directors and reorganize the content from Clauses 1 and 2 of Article 17 of the previous Regulation.</p> |
| 36 | Clause 2, Article 18 | Not yet stipulated. | <p>Members of the Board of Directors must promptly and fully report to the Board of Directors on any remuneration they receive from subsidiaries, associated companies, and other entities where they act as representatives of the Company's capital contributions.</p> | <p>Include a provision requiring disclosure of the remuneration received by Board members from enterprises where they act as representatives of the Company's capital contributions.</p> |
| 37 | Clause 4, Article 18 | Not yet stipulated. | <p>A member of the Board of Directors holding an executive position, serving on committees under the Board of Directors, or performing other tasks deemed by the Board to be beyond the usual scope of a Board member's duties, may receive additional remuneration in the form of a lump-sum fee per assignment, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.</p> | <p>Include a provision that members of the Board of Directors serving on committees under the Board or performing other tasks may be entitled to additional remuneration.</p> |
| 38 | Clause 5, | Members of the Board of Directors are entitled to reimbursement of all | Members of the Board of Directors are entitled to | Add the details "and/or the |



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| | Article 18 | travel, meal, accommodation, and other reasonable expenses they incur in the performance of their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders and the Board of Directors. | reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors, and/or the committees under the Board of Directors (if any). | committees under the Board of Directors (if any)” to ensure consistency with the Company’s Charter. |
| Article 19. Disclosure of Related Interests | | | | |
| 39 | Clause 4, Article 19 | Not yet stipulated. | A member of the Board of Directors who, directly or indirectly, derives benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and who is aware of such interest, must disclose the nature and extent of that interest at the meeting of the Board of Directors when the contract or transaction is first considered. In case the member of the Board of Directors was not aware that he/she or his/her related persons had an interest at the time the contract or transaction was signed with the Company, such member must disclose the relevant interest at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in the said contract or transaction. | Add provisions on the obligation of disclosure of interests by members of the Board of Directors when deriving benefits from contracts or transactions, in order to ensure consistency with the Company’s Charter. |
| Article 23. Effectiveness | | | | |
| 40 | Article 23 | The Regulation on the Operation of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation consists of VII Chapters and 22 Articles, and has been effective since March 26, 2021. | The Regulation on the Operation of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation consists of VII Chapters and 23 Articles, and shall take effect from ..., ..., 2025. In case any provision of this | Add the following detailed provision: “In case any provision of this Regulation is inconsistent with the Company’s Charter, the Law on |



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| | | | <p>Regulation is inconsistent with the Company's Charter, the Law on Enterprises, the Law on Securities, and their guiding documents, such provision shall automatically become invalid and be replaced by the relevant provisions of the Company's Charter, the Law on Enterprises, the Law on Securities, and their guiding documents.</p> | <p>Enterprises, the Law on Securities, and their guiding documents, such provision shall automatically become invalid and be replaced by the relevant provisions of the Company's Charter, the Law on Enterprises, the Law on Securities, and their guiding documents," in order to ensure that the Regulation is always consistent with the law and the Company's Charter, thereby avoiding risks in the event of any conflict.</p> |
| <p>Some detailed amendments and supplements are presented in the Draft Regulation on the Operation of the Board of Directors attached to this Proposal</p> | | | | |



**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION**

*(Amended and supplemented pursuant to Resolution No. 02/2025/NQ-EGM dated .../2025 of the
Extraordinary General Meeting of Shareholders of Vietnam Container Shipping Joint Stock
Corporation)*

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REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

*(Promulgated in accordance with Resolution No. 02/2025/NQ-EGM dated ..., 2025
of the Extraordinary General Meeting of Shareholders
of Vietnam Container Shipping Joint Stock Corporation)*

- Pursuant to the Law on Securities dated November 26, 2019 and its guiding documents;
- Pursuant to the Law on Enterprises dated June 17, 2020 and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations on the implementation of certain provisions of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to Resolution No. 02/2025/NQ-EGM dated ..., 2025 of the General Meeting of Shareholders

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations stipulate the principles of organization, rights, obligations, standards, conditions, method of election, dismissal, removal, replacement, and supplementation of members of the Board of Directors (“BOD”); meetings of the BOD; the relationship of the BOD with other departments and individuals; responsibilities of the BOD and its members of Vietnam Container Shipping Joint Stock Corporation (“Company”).
2. Subjects of application: These Regulations apply to the BOD and its members.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collectivity. Each member of the Board of Directors shall take individual responsibility for their assigned tasks and be jointly liable before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns the General Director to organize and implement the resolutions and decisions of the Board of Directors..

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall be fully entitled to the rights prescribed under the Law on Securities, relevant laws, and the Company’s Charter, including the right to be provided with information and materials on the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors shall have obligations as prescribed under the Company’s Charter and the following duties:
 - a) Perform their duties honestly and prudently for the highest interests of the shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and provide opinions on matters discussed;

- c) Report promptly and fully to the Board of Directors on remunerations received from subsidiaries, affiliates, and other organizations;
- d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding 50% or more of charter capital) with such member of the Board of Directors and their related persons; and transactions between the Company and companies in which the member of the Board of Directors has been a founder or manager within the last three (03) years prior to the transaction;
- đ) Disclose information when conducting transactions in the Company's shares in accordance with the law.

3. Independent members of the Board of Directors of a listed company must prepare evaluation reports on the activities of the Board of Directors..

Article 4. Right of members of the Board of Directors to access information

- 1. Members of the Board of Directors are entitled to request the General Director, Deputy General Directors, or other managers of the Company to provide information and materials on the financial situation and business operations of the Company and its subsidiaries.
- 2. Managers who receive such requests must provide information and materials in a timely, complete, and accurate manner as required by members of the Board of Directors. The procedures for requesting and providing information shall be prescribed in the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

- 1 The Board of Directors shall have at least five (05) members and not more than eleven (11) members. The specific number shall be decided by the General Meeting of Shareholders.
- 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.
- 3. In case all members of the Board of Directors simultaneously end their terms, such members shall continue to serve until new members are elected and assume office, unless otherwise provided by the Company's Charter.
- 4. The General Meeting of Shareholders shall stipulate in detail the number, rights, obligations, organizational methods, and coordination of activities of independent members of the Board of Directors.

Article 6. Standards and conditions of members of the Board of Directors

- 1. Members of the Board of Directors must satisfy the following standards and conditions:
 - a) Not fall within the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Possess professional qualifications and experience in business administration or in the Company's business sectors, and are not necessarily shareholders of the Company unless otherwise provided in the Charter;
 - c) A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of up to five (05) other companies.
- 2. Independent members of the Board of Directors must satisfy the following standards and conditions:

- a) Not be currently employed by the Company, its parent company, or its subsidiaries; and not have been employed by the Company, its parent company, or its subsidiaries for at least three (03) consecutive years prior thereto;
 - b) Not be receiving salaries or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to in accordance with regulations;
 - c) Not be a person whose spouse, natural/adoptive father, natural/adoptive mother, natural/adoptive child, or biological siblings are major shareholders of the Company, or are managers of the Company or its subsidiaries;
 - d) Not directly or indirectly own at least 1% of the total voting shares of the Company;
 - đ) Not have been a member of the Board of Directors or the Inspection Committee of the Company for at least the last five (05) consecutive years, unless continuously appointed for two (02) terms.
3. Independent members of the Board of Directors must notify the Board of Directors upon no longer satisfying the prescribed standards and conditions, and shall automatically cease to be independent members of the Board of Directors from the date of such non-compliance. The Board of Directors must report such cases at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace independent members within six (06) months from the date of receiving the notice.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairman of the Company's Board of Directors may not concurrently hold the position of General Director.
2. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) Develop the program and plan of activities of the Board of Directors;
 - b) Prepare agendas, contents, and materials for meetings; convene and chair meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors; supervise the implementation thereof;
 - d) Chair the General Meeting of Shareholders in accordance with the law;
 - e) Exercise other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, and the Company's Charter.
3. The Chairman of the Board of Directors may be dismissed or removed by decision of the Board of Directors. In the event the Chairman resigns or is dismissed/removed, the Board of Directors must elect a replacement within five (05) days from the date of receipt of the resignation or dismissal/removal.
4. In the event of legal circumstances arising as stipulated in Clause 4, Article 156 of the Law on Enterprises, the remaining members shall elect one among themselves to assume the position of Chairman of the Board of Directors, based on the principle of majority approval by the remaining members, until a new decision is issued by the Board of Directors
5. Where deemed necessary and not in contravention of the law, the Chairman of the Board of Directors may delegate certain duties, regular authorization, or decentralize authority to the Vice Chairman or

members of the Board of Directors to sign documents on behalf of the Chairman and perform his/her rights and obligations. The Vice Chairman or members of the Board of Directors receiving authorization shall be responsible to the Chairman for the delegated tasks.

6. Where necessary, the Board of Directors may appoint a Corporate Secretary. The Corporate Secretary shall have the following rights and obligations:

- a) Assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and duties;
- c) Support the Board of Directors in implementing corporate governance principles;
- d) Assist the Company in building shareholder relations, protecting shareholders' lawful rights and interests, ensuring compliance with information disclosure and administrative procedures;
- đ) Other rights and obligations as prescribed in the Company's Charter.

Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors

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

- a) Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter which is accepted by the General Meeting of Shareholders;
- c) Other cases as prescribed in the Company's Charter.

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

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

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.

4. A member of the Board of Directors shall cease to be a member if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises. In case a member submits a resignation letter, such member shall continue performing their duties until the resignation is approved by the General Meeting of Shareholders.

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

- a) The number of members of the Board of Directors decreases by more than one-third (1/3) of the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members decreased by more than one-third (1/3);

- b) The number of independent members of the Board of Directors decreases and no longer meets the prescribed ratio;
- c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

Article 9. Method of election, dismissal, and removal of members of the Board of Directors

1. A shareholder or group of shareholders holding at least 5% of the total common shares shall have the right to nominate candidates for election to the Board of Directors. Unless otherwise provided by the Company's Charter, the nomination shall be carried out as follows:

- a) Common shareholders forming a group to nominate candidates for the Board of Directors must notify the group meeting to the other shareholders attending the General Meeting of Shareholders before the opening of the meeting;
- b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or several candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. Where the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations as prescribed in the Company's Charter, internal corporate governance regulations, and these Regulations on the Operation of the Board of Directors. Such introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders elects members of the Board of Directors in accordance with the law.

3. The election of members of the Board of Directors must be conducted by the method of cumulative voting, under which each shareholder shall have a total number of votes equal to the total number of shares held or represented by proxy multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or more candidates. The elected members shall be determined based on the highest number of votes in descending order until the required number of members is filled. In the event that two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made according to the criteria set forth in the election regulations or the Company's Charter.

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

Article 10. Notification on election, dismissal, and removal of members of the Board of Directors

1. The Company shall be responsible for notifying shareholders of the election, dismissal, and removal of members of the Board of Directors in accordance with the law and the Company's Charter, ensuring that shareholders have access to information relating to such matters.

2. Where candidates for the Board of Directors have been identified, the Company must disclose information about such candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review before voting. Candidates must provide a written commitment on the truthfulness and accuracy of their disclosed personal information,

and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information on candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;
 - b) Educational background and professional qualifications;
 - c) Employment history;
 - d) Other managerial positions (including positions on the Board of Directors of other companies);
 - đ) Benefits related to the Company and its related parties (if any);
 - e) Other information (if any) as prescribed in the Company's Charter;
 - g) The Company shall also disclose information on other companies where the candidate is serving as a member of the Board of Directors, holding managerial positions, and related interests of the candidate (if any),
3. Notification of election, dismissal, and removal results of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure..

CHAPTER III. THE BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, authorized to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those within the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are provided by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a) Decide on strategies, medium-term development plans, and annual business plans of the Company;
 - b) Recommend the types of shares and the total number of shares to be offered of each type;
 - c) Decide on the sale of unsold shares within the authorized quantity of each type; decide on raising additional capital by other means;
 - d) Decide on the offering price of shares and bonds of the Company;;
 - đ) Decide on the repurchase of shares as prescribed by law;
 - e) Decide on investment plans and projects within the scope and limits prescribed by law
 - g) Decide on solutions for market development, marketing, and technology;
 - h) Approve contracts for purchase, sale, loan, lending, and other contracts valued at 35% or more of the Company's total assets recorded in the latest financial statements, except for cases specified in Point d, Clause 2, Article 138, Clause 3, Article 167 of the Law on Enterprises, and Clause 4, Article 293 of Decree 155/2020/ND-CP;
 - i) Approve loans or guarantees valued at less than 35% of the total assets recorded in the Company's latest financial statements for its subsidiaries;;

- j) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign, or terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other functional directors of the Company; decide on their salaries, remunerations, bonuses, and other benefits;
- k) Supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company, formulate internal corporate governance regulations for submission to the General Meeting of Shareholders for approval;
- m) Decide on the establishment of subsidiaries, branches, and representative offices; contribution of capital and purchase of shares in other enterprises; appointment/termination of authorized representatives of the Company's capital contribution in other enterprises, and decide on their salaries and other benefits;
- n) Approve agendas, contents, and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect shareholders' opinions in writing for the adoption of resolutions;
- o) Submit annual financial statements to the General Meeting of Shareholders;
- p) Recommend dividend rates, decide on the timeframe and procedures for dividend payment, or handle losses arising during business operations;
- q) Recommend reorganization, dissolution, or request bankruptcy of the Company;
- r) Request the General Director to provide necessary information for the Board of Directors' decision-making;;
- s) Decide on nominating candidates for the Board of Directors and the Inspection Committee of other enterprises;
- t) Decide on promulgating the Company's Information Disclosure Regulations;
- u) Other rights and obligations as prescribed by the Company's Charter, the Law on Enterprises, the Law on Securities, and other relevant laws.

3. The Board of Directors shall pass resolutions and decisions through voting at meetings, collecting written opinions, or other methods as prescribed in the Company's Charter. Each member of the Board of Directors or their authorized representative shall have one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to law, the resolution of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members voting in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate for the Company's losses. Members who voted against such resolution or decision shall be exempted from liability. In this case, shareholders shall have the right to request a court to suspend or annul the implementation of such resolution or decision.

Article 12. Duties and powers of the Board of Directors regarding approval and execution of contracts and transactions

1. The Board of Directors shall approve contracts and transactions valued at less than 35% of the Company's total assets stated in the latest financial statements, or transactions that result in an aggregate

value within twelve (12) months from the first transaction of less than 35% of the Company's total assets, or another smaller percentage or value as prescribed by the Company's Charter, between the Company and the following related parties::

- Members of the Board of Directors, members of the Inspection Committee, the General Director, other managers, and their related persons;;
- Shareholders, authorized representatives of shareholders holding more than 10% of the Company's total common shares, and their related persons;
- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises..

2. The Company's representative signing a contract or transaction must notify the members of the Board of Directors and the Inspection Committee of the related parties involved and attach the draft contract or key contents of the transaction. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from receipt of the notice, unless otherwise provided by the Company's Charter. Members of the Board of Directors with related interests shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

1. 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) The number of members of the Board of Directors or the Inspection Committee falls below the minimum required by law;
- c) At the request of shareholders or groups of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises. Such requests must be made in writing, clearly stating the reasons and purposes of the meeting, bearing the signatures of the relevant shareholders, or compiled from multiple written requests with sufficient signatures;
- d) At the request of the Inspection Committee;
- đ) Other cases as prescribed by law and the Company's Charter (if any).

2. Authority to convene an Extraordinary General Meeting of Shareholders:

- a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors or the Inspection Committee falls below the minimum required by law, or from the date of receiving requests specified in Points c and d, Clause 1 of this Article. In case the number of members of the Board of Directors decreases by more than one-third (1/3) of the number specified in the Company's Charter, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days to elect additional members in accordance with Clause 4, Article 160 of the Law on Enterprises;
- b) If the Board of Directors fails to convene the meeting as prescribed in Point a, Clause 2 of this Article, the Inspection Committee must convene it within the next thirty (30) days, in accordance with Clause 3, Article 140 of the Law on Enterprises;

- c) If the Inspection Committee also fails to convene the meeting as prescribed in Point b, Clause 2 of this Article, the shareholders or groups of shareholders specified in Point c, Clause 1 of this Article shall be entitled to convene the General Meeting of Shareholders on behalf of the Company in accordance with the Law on Enterprises;
- d) In this case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the procedures for convening, conducting, and making decisions of the General Meeting of Shareholders if deemed necessary;
- e) All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company, except for expenses incurred by shareholders when attending the meeting, including travel and accommodation costs;
- f) The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

3. The convener of the General Meeting of Shareholders must perform the following duties::

- a) Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list shall be made not later than ten (10) days before the date of sending the meeting invitation. Information on the preparation of such list must be disclosed at least twenty (20) days prior to the record date;
- b) Provide information and resolve complaints relating to the list of shareholders;
- c) Prepare agendas and documents of the General Meeting of Shareholders in accordance with the law and the Company's regulations;
- d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting; prepare the list and detailed information of candidates in the case of election of members of the Board of Directors or the Inspection Committee;
- e) Determine the time and venue of the meeting;
- f) Notify and send invitations to all shareholders entitled to attend;
- g) Perform other tasks serving the General Meeting of Shareholders.

Article 14. Committees of the Board of Directors

1. Where deemed necessary, the Board of Directors may establish committees in charge of development policies, human resources, remuneration, internal audit, risk management, and other areas as required by the Board of Directors from time to time. Each committee shall have at least one (01) member, comprising members of the Board of Directors and external members (if any). The specific number of committee members shall be decided by the Board of Directors. The operation of committees must comply with the regulations of the Board of Directors. A committee's resolution shall be valid only when approved by the majority of attending members voting at the meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter, and internal corporate governance regulations.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. In the case where the Board of Directors elects its Chairman, the first meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member receiving the highest number of votes. If more than one member receives the same highest number of votes, those members shall vote by majority to select one (01) person among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors must convene extraordinary meetings when deemed necessary for the Company's interests. In addition, the Chairman must convene meetings of the Board of Directors without undue delay upon receiving a written request specifying the purpose of the meeting and matters to be discussed and decided within the authority of the Board of Directors from any of the following:
 - a) The Inspection Committee or an independent member of the Board of Directors;
 - b) The General Director or at least five (05) other executive officers;
 - c) At least two (02) members of the Board of Directors.
4. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the requests stipulated in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company, and the requestors specified in Clause 3 of this Article may convene the meeting themselves.
5. Notices of meetings of the Board of Directors must be sent to members of the Board of Directors and members of the Inspection Committee at least three (03) days prior to the meeting. In urgent cases and/or for the interests of the Company, the Chairman may convene an emergency meeting with shorter notice than prescribed in this Clause. The notice must be made in Vietnamese in writing, specifying the agenda, time, and venue of the meeting, accompanied by necessary documents relating to matters to be discussed and voted on at the meeting, and voting ballots for members.
6. Notices of meetings of the Board of Directors may be sent by post, fax, email, or other means as prescribed in the Company's Charter and must ensure delivery to the registered address of each member of the Board of Directors.
7. The Chairman or convener shall send the notice of the meeting and enclosed documents to members of the Inspection Committee in the same manner as for members of the Board of Directors. Members of the Inspection Committee shall have the right to attend meetings of the Board of Directors, participate in discussions, but not vote.
8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. If the meeting convened under this provision does not reach the quorum, it shall be reconvened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than one-half (1/2) of the members attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;

- b) Authorizing another person to attend the meeting with the consent of the majority of the Board of Directors;
- c) Attending and voting via online conference;
- d) Sending voting ballots to the meeting by mail, fax, or email. In case voting ballots are sent by mail, they must be enclosed in a sealed envelope and delivered to the Chairman at least one (01) hour before the meeting commences. The ballots shall be opened only in the presence of all attendees;
- đ) Sending voting ballots by other means (if any).

10. The Board of Directors shall adopt decisions in accordance with the majority of attending members voting in favor (more than 50%). In case of a tie, the decision of the Chairman shall be final.

Article 16. Minutes of meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be responsible for delivering the minutes of meetings of the Board of Directors to all members, and such minutes shall be considered conclusive evidence of the matters discussed therein unless objections to the contents are raised within ten (10) days from the date of distribution. Minutes of meetings of the Board of Directors shall be prepared in accordance with Clause 1, Article 158 of the Law on Enterprises and must contain the following principal details:

- a) Name, address of the head office, and enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of attendees or authorized representatives, method of participation, names of absentees, and reasons for absence;
- đ) Matters discussed and voted on at the meeting;
- e) Summary of opinions expressed by members in the order of the meeting's progress;
- g) Voting results, specifying members who agreed, disagreed, and abstained;
- h) Resolutions adopted and corresponding voting ratios;
- i) Full names and signatures of the Chairman and the recorder.

The Chairman, the recorder, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes. If the Chairman or recorder refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors.

2. The minutes of meetings of the Board of Directors and documents used in the meetings must be kept at the Company's head office.

3. Notices of meetings, documents used in meetings, minutes of meetings, vote-counting records, and resolutions of the Board of Directors shall be prepared in Vietnamese and may be translated into foreign languages. Both Vietnamese and foreign language versions shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.

CHAPTER V. REPORTS AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of each fiscal year, during the Annual General Meeting of Shareholders, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements and relevant explanatory reports;
- c) Report on the management and administration of the Company;
- d) Report on the appropriation and use of funds and the proposed dividend rate.

2. The reports specified in Clause 1 of this Article must be submitted to the Inspection Committee for appraisal at least thirty (30) days prior to the opening of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their service as members of the Board of Directors. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be allocated among the members as agreed within the Board of Directors.

2. Members of the Board of Directors must promptly and fully report to the Board of Directors the remuneration they receive from subsidiaries, affiliates, and other organizations where they act as the Company's capital representatives.

3. 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, and must be separately stated 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, or members working in committees of the Board of Directors, or performing other duties considered beyond the normal responsibilities of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment, 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 for all travel, accommodation, and other reasonable expenses incurred in the discharge of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, and/or committees of the Board of Directors (if any).

Article 19. Disclosure of related interests

Unless otherwise provided by the Company's Charter with stricter requirements, disclosure of related interests of the Company shall be made as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:

- a) Name, enterprise code, head office address, and business lines of enterprises in which they own contributed capital or shares; the percentage and timing of such ownership;
- b) Name, enterprise code, head office address, and business lines of enterprises in which their related persons jointly or individually own over 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date of arising of the related interests. Any amendments or supplements must be notified to the Company within seven (07) working days from the date of change.

3. A member of the Board of Directors who, in his/her own name or in the name of another, conducts any business within the Company's line of business must explain the nature and contents of such business to the Board of Directors, and may only proceed upon approval by the majority of the remaining members of the Board of Directors. If such business is conducted without disclosure or approval, all income generated therefrom shall belong to the Company.

4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already executed or proposed with the Company, and is aware of his/her interest therein, must disclose the nature and extent of such interest at the meeting of the Board of Directors when it first considers such contract or transaction. If the member was unaware at the time the contract or transaction was executed, he/she must disclose the related interest at the first subsequent meeting of the Board of Directors after becoming aware of such interest.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors shall be one of coordination. Members of the Board of Directors are responsible for informing one another of relevant matters during the performance of their assigned duties.

2. During the performance of assigned duties, the member of the Board of Directors in charge must proactively coordinate with others if the matter relates to the field of responsibility of another member. In the event of differing opinions among members, the member in charge shall report the matter to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for organizing a meeting or collecting opinions of the members of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.

3. In cases of reassignment among members of the Board of Directors, members must hand over tasks, files, and related documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Executive Management

In its governance role, the Board of Directors shall issue resolutions for the General Director and the executive management apparatus to implement. At the same time, the Board of Directors shall supervise and monitor the implementation of such resolutions.

Article 22. Relationship with the Inspection Committee

1 The relationship between the Board of Directors and the Inspection Committee shall be one of coordination. Their working relationship shall be based on equality and independence, while ensuring close cooperation and mutual support in the course of duty performance..

2. Upon receipt of inspection reports or consolidated reports from the Inspection Committee, the Board of Directors is responsible for reviewing and directing relevant departments to promptly formulate and implement corrective measures.

CHAPTER VII. IMPLEMENTING PROVISIONS

Article 23. Effectiveness of implementation

These Regulations on the Operation of the Board of Directors of Vietnam Container Shipping Joint Stock Corporation comprise seven (VII) Chapters and twenty-three (23) Articles, and shall take effect from ..., 2025.

In the event any provision of these Regulations is inconsistent with the Company's Charter, the Law on Enterprises, the Law on Securities, or their implementing regulations, such provision shall automatically cease to be effective and shall be replaced by the corresponding provision of the Company's Charter, the Law on Enterprises, the Law on Securities, and their implementing regulations.

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

(Signed)

NGUYỄN XUÂN DŨNG



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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Hai Phong, August 29th, 2025

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

No: 03/2025/VSC/TT-BKS

(Re: Approval of Amendments, Supplements to Regulation on the Operation of the Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation)

TO: THE EXTRAODINARY GENERAL MEETING OF SHAREHOLDERS 2025

- *Pursuant to Law on Enterprise No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on certain corporate governance regulations applicable to public companies;*
- *Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;*
- *Pursuant to the corporate governance and operational management of Vietnam Container Shipping Joint Stock Corporation;*

At the Annual General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation (“Company”/ “VSC”) held on 25 April 2025, the Company’s Charter and Internal Corporate Governance Regulations were approved with amendments and supplements. Accordingly, the review and update of the Regulations on the Operation of the Board of Supervisors of VSC is necessary to ensure consistency with the Company’s internal documents and business practices. The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the full text of the Regulations on the Operation of the Board of Supervisors of the Company.

An appendix summarizing the amendments and a draft of the Regulations on the Operation of the Board of Supervisors are attached to this Proposal.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- *General Meeting of Shareholders;*
- *Archived: VT, BOS.*

**ON BEHALF OF THE
HEAD OF THE BOS**

(Signed)

ĐOÀN THỊ LAN ANH

**APPENDIX SUMMARIZING THE AMENDMENTS AND SUPPLEMENTS
REGULATIONS ON THE OPERATION OF THE BOARD OF SUPERVISORS**

(Attached: Proposal No. 03/2025/VSC-TT-HĐQT dated 29/08/2025 regarding the approval of amendments and supplements to the Regulations on the Operation of the Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation)

| No. | Article, Clause, Point | Amendments and Supplements Content | | Reason |
|-----------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Current Regulations on the Operation of the Board of Supervisors | Proposed Amendments and Supplements to the Regulations on the Operation of the Board of Supervisors | |
| Legal Basis | | | | |
| | Legal Basis | Ban kiểm soát ban hành Quy chế hoạt động của Ban kiểm soát Công ty cổ phần Container Việt Nam. The Board of Supervisors issues the Regulation on the Operation of the Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation. | Remove this provision. | Quy chế này do ĐHĐCĐ thông qua việc ban hành theo Nghị quyết ĐHĐCĐ. This Regulation is adopted by the General Meeting of Shareholders pursuant to a Resolution of the General Meeting of Shareholders. |
| Article 4. Term of Office and Number of Members of the Board of Supervisors | | | | |
| | Clause 1 Article 4 | The Board of Supervisors shall consist of between 3 and 5 members. The term of office for each member shall not exceed 5 years and may be re-elected for an unlimited number of terms. | The Board of Supervisors shall consist of between 03 (three) and 05 (five) members. The specific number shall be decided by the General Meeting of Shareholders. | Add the detail: ‘The specific number shall be decided by the General Meeting of Shareholders.’” |
| Article 5. Standards and Conditions for Members of the Board of Supervisors | | | | |
| | Point a Clause 1 Article 5 | Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises. | Possess full civil act capacity and not fall under the categories prohibited from establishing and managing enterprises as prescribed by the Law on Enterprises. | Clarify the detail “Possess full civil act capacity” |
| | Point d | Not be a family member of Board of Directors member, | Not be a family member of managers of the | Add the detail not be a “representative of the |



VIETNAM CONTAINER SHIPPING JOINT STOCK CORPORATION

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Website: <http://www.viconship.com>

| | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | Clause 1 Article 5 | General Director and other managers. | Company and its parent company; not be a representative of the capital contribution of enterprises at the parent company or the Company. | capital contribution of enterprises at the parent company or the Company.” |
| Article 10. Notification on the Election, Dismissal, and Removal of Members of the Board of Supervisors | | | | |
| | Supplement to Clause 1 Article 10 | Not yet regulated. | The Company is responsible for notifying shareholders of the election, dismissal, and removal of members of the Board of Supervisors in accordance with the law and the Company’s Charter, ensuring that shareholders have the right to access relevant information concerning the election, dismissal, and removal of members of the Board of Supervisors. | Add content to ensure compliance with the provisions of the Company’s Charter and Circular 96/2020/TT-BTC on information disclosure in the securities market. |
| | Supplement to Point d Clause 2 Article 10 | Other managerial positions; | Other managerial positions (including positions in the Board of Supervisors of other companies); | Add details on the information that a candidate for the Board of Supervisors must disclose when being nominated for Board of Supervisors members. |
| CHAPTER III. BOARD OF SUPERVISORS (Change the chapter title to “CHAPTER III. Rights, Duties, and Responsibilities of the Board of Supervisors”) | | | | |
| Article 11. Rights, Duties, and Responsibilities of the Board of Supervisors | | | | |
| | Supplement to Clause 1 Article 11 | Leading sentence not yet regulated. | Add leading sentence “The Board of Supervisors shall have the rights and responsibilities prescribed in Article 170 of the Law on Enterprises and the | Add the basis for duties and responsibilities of the Board of Supervisors under the Enterprise Law. |



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| | | | | |
|--|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | following rights and duties:" | |
| | Clause 21, Article 11 of the previous Regulation | In the event of detecting any violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executive officers, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial measures. | Proposed reorganization of this provision. | Provision reorganized as it has been moved to Point c, Clause 1, Article 11 of this Regulation. |
| | Supplement to Clause 2 Article 11 | Not yet regulated. | Members of the Board of Directors, the General Director, and other managers must provide all information and documents relating to the Company's operations as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that copies of all financial information, other information provided to members of the Board of Directors, and copies of the minutes of meetings of the Board of Directors are provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors. | Add details on the obligation of providing information and documents related to the Company's activities, as requested by the Board of Supervisors, applicable to members of the Board of Directors, the General Director, and other executives. |

Article 14. Meetings of the Board of Supervisors

| | | | | |
|--|-----------------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| | Supplement to Clause 2 Article 14 | Not yet regulated. | <p>2. Meetings of the Board of Supervisors may be held in the form of an online conference among its members when all or some members are at different locations, provided that each participating member can:</p> <p>a. Hear every other participating member of the Board of Supervisors during the meeting;</p> <p>b. Speak to all other attending members simultaneously.</p> <p>Discussions among members may be conducted directly by telephone, via other communication means, or by a combination of such methods. Members of the Board of Supervisors participating in such meetings shall be considered as “present” at the meeting. The venue of the meeting shall be deemed to be the location where the largest number of members of the Board of Supervisors are present, or where the chairperson of the meeting is located. Decisions adopted at meetings conducted via telephone shall be valid and effective immediately upon the conclusion of the</p> | Add provision regarding the forms of organizing meetings of the Board of Supervisors. |
|--|-----------------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|

| | | | | |
|----------------------------------------------------|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| | | | meeting, but must be confirmed by the signatures of all members of the Board of Supervisors participating in the meeting in the minutes. | |
| | Supplement to Clause 3 Article 14 | Not yet regulated. | Meetings of the Board of Supervisors may also be conducted in the form of written consultation and/or email voting, provided that the majority of members of the Board of Supervisors entitled to vote give their written consent or confirmation via email. The minutes of such meetings shall have the same validity and effect as the minutes adopted at duly convened meetings. | Add provision regarding the forms of organizing meetings of the Board of Supervisors. |
| Article 16. Annual Reports | | | | |
| | Clause 8 Article 16 | Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations authorized to audit the Company's Financial Statements; the approved auditing organizations may conduct reviews of the Company's activities when deemed necessary. | Propose to reorganize the content of Clause 8, Article 16. | Reorganized because it has been moved to Point k, Clause 1, Article 11 of this Regulation. |
| Article 18. Disclosure of Related Interests | | | | |
| | Supplement to Clause 1 Article 18 | Not yet regulated. | Unless otherwise provided with stricter requirements in the Company's Charter, the disclosure of interests and related persons of | Add content to ensure consistency with the Company's Charter, and additionally include provisions in case the Company's |



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| | | | the Company shall be carried out as follows: | Charter has not addressed the matter. |
| Article 22. Effectiveness | | | | |
| | Supplement to Article 22 | The Regulation on the Operatin of Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation consists of VII Chapters and 22 Articles, and shall take effect from 27 March 3, 2021. | The Regulation on the Operatin of Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation consists of VII Chapters and 22 Articles, and shall take effect from ... [day] ... [month], 2025. In case any provision of this Regulation is inconsistent with the Company's Charter, the Law on Enterprises, the Law on Securities, or the guiding legal documents, such provision shall automatically become invalid and be replaced by the corresponding provision of the Company's Charter, the Law on Enterprises, the Law on Securities, and the guiding legal documents. | Add the details “In case any provision of this Regulation is inconsistent with the Company’s Charter, the Law on Enterprises, the Law on Securities, or the guiding legal documents, such provision shall automatically become invalid and be replaced by the corresponding provision of the Company’s Charter, the Law on Enterprises, the Law on Securities, and the guiding legal documents.” to ensure that the Regulation is always in compliance with the law and the Company’s Charter, avoiding risks in case of any conflicts. |
| Some of the detailed amendments and additions are presented in the draft Regulation on the Operation of the Board of Supervisors attached to this Proposal. | | | | |



REGULATION ON THE OPERATION OF THE BOARD OF SUPERVISORS

*(Amended and supplemented pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ of the General Meeting
of Shareholders of Vietnam Container Shipping JSC dated...../2025)*

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**VIETNAM CONTAINER
SHIPPING JSC**

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

Haiphong, dated...../2025

REGULATION ON THE OPERATION OF THE BOARD OF SUPERVISORS

- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding regulations;
- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and related legal documents
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;
- Pursuant to 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;
- Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to 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 of Regulation and Subjects of Application

1. Scope of regulation: This Regulation on the Operation of the Board of Supervisors provides for the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors its members in accordance with the Law on Enterprises, the Company’s Charter, and other relevant regulations.
2. Subjects of application: This Regulation on the Operation of the Board of Supervisors shall apply to the Board of Supervisors and its members.

Article 2. Principles of Operation of the Board of Supervisors

The Board of Supervisors shall operate on the principle of collectivity. Each member of the Board of Supervisors shall take personal responsibility for his/her assigned duties, and shall jointly bear responsibility before the General Meeting of Shareholders and before the law for the activities and decisions of the Board of Supervisors.

CHAPTER II. MEMBERS OF THE BOARD OF SUPERVISORS

Article 3. Rights, Obligations and Responsibilities of Members of the Board of Supervisors

1. Comply with the law, the Company’s Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.
2. Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company.

3. Remain loyal to the interests of the Company and its shareholders; not abuse position or authority, nor use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. Fulfill other obligations as prescribed by the Law on Enterprises and the Company's Charter.
5. In case of violation of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Board of Supervisors shall bear personal or joint liability for compensation of such damage. Any income or other benefits gained by the member from such violation must be returned to the Company.
6. In case a member of the Board of Supervisors detects a violation in the performance of rights and obligations by another member, he/she must notify the Board of Supervisors in writing, request the violator to cease the violation, and remedy the consequences.

Article 4. Term of Office and Number of Members of the Board of Supervisors

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

In case a member of the Board of Supervisors submits a resignation letter, such member shall continue to perform his/her duties until the resignation is approved by the General Meeting of Shareholders.

2. The Board of Supervisors shall have at least one member who is an accountant or auditor. Members of the Board of Supervisors shall not be employees of the Company's accounting or finance department, nor members or employees of the independent auditing firm currently auditing the Company's financial statements. Members of the Board of Supervisors shall not be persons related to members of the Board of Directors, the General Director, or other executives of the Company.

Article 5. Standards and Conditions for Members of the Board of Supervisors

Members of the Board of Supervisors must meet the following standards and conditions:

- a. Possess full civil act capacity and not fall under the categories prohibited from establishing and managing enterprises as prescribed by the Law on Enterprises;
- b. Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business activities;
- c. Not hold managerial positions in the Company; not necessarily be a shareholder or an employee of the Company, unless otherwise provided in the Company's Charter;
- d. Not be a family member of managers of the Company and its parent company; not be a representative of the capital contribution of enterprises at the parent company or the Company;
- e. Not work in the Company's accounting or finance department;
- f. Not be a member or employee of an independent auditing firm auditing the Company's financial statements within the preceding 03 (three) consecutive years;

- g. Meet other standards and conditions as prescribed by relevant laws and by the Company's Charter.

Article 6. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, dismissal, or removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another field related to the Company's business activities, unless the Company's Charter provides for higher standards.
2. The rights and obligations of the Head of the Board of Supervisors shall be provided in the Company's Charter.

Article 7. Nomination and Candidacy of Members of the Board of Supervisors

1. A shareholder or group of shareholders holding at least 10% of the total number of voting shares may pool their votes to nominate candidates to the Board of Supervisors. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Supervisors shall be carried out as follows:
 - a. Shareholders holding common shares who form a group to nominate candidates to the Board of Supervisors must notify the meeting attendees of such grouping before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Supervisors, such shareholder or group of shareholders shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. In case the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.
2. In case the number of nominated and self-nominated candidates to the Board of Supervisors is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Company's Charter, the Company's internal governance regulations, and this Regulation on the Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 8. Election, Dismissal, and Removal of Members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.
2. The election of members of the Board of Supervisors shall be conducted by the method of cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares owned or represented by proxy multiplied by the number of members to be elected to the Board

of Supervisors. Shareholders may allocate all or part of their votes to one or more candidates. The elected members of the Board of Supervisors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members has been elected. In the case where two (2) or more candidates receive the same number of votes for the last seat of the Board of Supervisors, a re-election shall be held among those candidates or the selection shall be made based on the criteria set forth in the election regulations or the Company's Charter.

Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a. The member no longer meets the standards and conditions required for members of the Board of Supervisors as provided in Article 5 of this Regulation;
 - b. The member resigns and such resignation is approved;
 - c. Other cases as provided in the Company's Charter.
2. General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned duties or tasks;
 - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Repeated or serious violations of the obligations of members of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as decided by the General Meeting of Shareholders.

Article 10. Notification on the Election, Dismissal, and Removal of Members of the Board of Supervisors

1. The Company is responsible for notifying shareholders of the election, dismissal, and removal of members of the Board of Supervisors in accordance with the law and the Company's Charter, ensuring that shareholders have the right to access relevant information concerning the election, dismissal, and removal of members of the Board of Supervisors.
2. In cases where candidates for the Board of Supervisors have been identified, the Company must disclose information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors.

The disclosed information on candidates for the Board of Supervisors includes:

- a. Full name, date of birth;

- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including positions in the Board of Supervisors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as provided in the Company's Charter.

The Company is responsible for disclosing information regarding companies where the candidates currently hold positions as members of the Board of Supervisors, other managerial positions, and any related interests in the Company (if any).

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

CHAPTER III. RIGHTS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF SUPERVISORS

Article 11. Rights, Duties, and Responsibilities of the Board of Supervisors

- 1. The Board of Supervisors shall have the rights and responsibilities prescribed in Article 170 of the Law on Enterprises and the following rights and duties:
 - a. To supervise the Board of Directors and the General Director in the management and administration of the Company;
 - b. To examine the reasonableness, legality, truthfulness, and prudence in the management and administration of business operations; and the systematic, consistent, and appropriate application of accounting, statistics, and preparation of financial statements;
 - c. Upon detecting any violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other managers, to notify the Board of Directors in writing, request the violator to cease such violations, and propose remedial measures;
 - d. To appraise the adequacy, legality, and truthfulness of the Company's annual and semi-annual financial statements, reports on business performance, and reports evaluating the management of the Board of Directors; and to present its appraisal report at the Annual General Meeting of Shareholders. To review contracts and transactions with related persons falling within the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations thereon;
 - e. To review, examine, and assess the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;
 - f. To review accounting books, accounting records, and other documents of the Company, as well as the management and administration of business operations, when deemed necessary, or as requested by the General Meeting of Shareholders or by shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
 - g. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, to conduct inspections within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must report on the matters inspected to the Board of Directors and the requesting

- shareholder(s). Such inspections shall not obstruct the normal operations of the Board of Directors or interrupt the administration of the Company's business;
- h. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the organizational structure, management, supervision, and administration of business operations of the Company;
 - i. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;
 - j. To engage independent consultants;
 - k. To examine specific matters relating to the management and administration of the Company at the request of shareholders;
 - l. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders;
 - m. To replace the Board of Directors in convening the General Meeting of Shareholders within thirty (30) days if the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - n. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors;
 - o. To review, extract, and copy part or all of the declarations of the list of related persons and relevant interests declared in accordance with Clause 1 and Clause 2, Article 164 of the Law on Enterprises;
 - p. To propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations eligible to audit the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations; and to dismiss auditors if deemed necessary;
 - q. To be accountable to shareholders for its supervisory activities;
 - r. To monitor the Company's financial situation and the compliance with law by members of the Board of Directors, the General Director, and other managers in their activities;
 - s. To ensure coordination with the Board of Directors, the General Director, and shareholders;
 - t. To develop the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
 - u. To witness the vote counting and preparation of vote-counting minutes by the Board of Directors, if requested, in cases where shareholder opinions are collected in writing for the purpose of adopting resolutions of the General Meeting of Shareholders;
 - v. The Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect the meeting chairperson in cases where the Chairman of the Board of Directors is absent or temporarily incapacitated, and the remaining members of the Board of Directors cannot elect a chairperson. In such case, the person receiving the highest number of votes shall preside over the meeting;
 - w. To present reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - x. To exercise other rights and perform other obligations in accordance with applicable laws, the Company's Charter, and resolutions of the General Meeting of Shareholders.
2. Members of the Board of Directors, the General Director, and other managers must provide all information and documents relating to the Company's operations as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that copies of all financial

information, other information provided to members of the Board of Directors, and copies of the minutes of meetings of the Board of Directors are provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.

Article 12. Right to Access Information of the Board of Supervisors

1. Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
 - a. Notices of meeting invitations, written ballots of the Board of Directors, and accompanying documents;
 - b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Supervisors shall have the right to access the Company's records and documents kept at the head office, branches, and other locations; and shall have the right to visit the workplace of managers and employees of the Company during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of the Company as requested by members of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Supervisors shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within thirty (30) days in the following cases where the Board of Directors fails to convene the General Meeting of Shareholders:
 - a. The number of remaining members of the Board of Directors or the Board of Supervisors is fewer than the number prescribed by law;
 - b. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;
 - c. Upon request of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders, but the Board of Directors fails to do so.
2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated, the Board of Supervisors shall compensate the Company for any resulting damages.
3. The expenses for convening and holding the General Meeting of Shareholders under Clause 1 of this Article shall be reimbursed by the Company.

CHAPTER IV. MEETINGS OF THE BOARD OF SUPERVISORS

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice (02) a year, with the minimum number of attendees being two-thirds (2/3) of the members of the Board of Supervisors.
2. Meetings of the Board of Supervisors may be held in the form of an online conference among its members when all or some members are at different locations, provided that each participating member can:
 - a. Hear every other participating member of the Board of Supervisors during the meeting;
 - b. Speak to all other attending members simultaneously. Discussions among members may be conducted directly by telephone, via other communication means, or by a combination of such methods. Members of the Board of Supervisors participating in such meetings shall be considered as “present” at the meeting. The venue of the meeting shall be deemed to be the location where the largest number of members of the Board of Supervisors are present, or where the chairperson of the meeting is located.

Decisions adopted at meetings conducted via telephone shall be valid and effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all members of the Board of Supervisors participating in the meeting in the minutes.

3. Meetings of the Board of Supervisors may also be conducted in the form of written consultation and/or email voting, provided that the majority of members of the Board of Supervisors entitled to vote give their written consent or confirmation via email. The minutes of such meetings shall have the same validity and effect as the minutes adopted at duly convened meetings.
4. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues requiring clarification.

Article 15. Minutes of Meetings of the Board of Supervisors

The minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The recorder of the minutes and all members of the Board of Supervisors attending the meeting must sign the minutes. The minutes of meetings of the Board of Supervisors shall be retained to determine the responsibility of each member of the Board of Supervisors.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Annual Reports

Reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following:

1. Report on the Company’s business performance, the performance of the Board of Directors, and the General Director, to be submitted to the Annual General Meeting of Shareholders for approval.
2. Self-assessment of the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member thereof in accordance with Article 172 of the Law on Enterprises and the Company’s Charter.

4. Summary of meetings of the Board of Supervisors, its conclusions and recommendations; results of supervision over the Company's operations and finances.
5. Evaluation of transactions between the Company, its subsidiaries, or other companies controlled by the Company holding fifty percent (50%) or more of charter capital, and members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which members of the Board of Directors are founding shareholders or managers within the last three (03) years prior to the transaction.
6. Results of supervision over the Board of Directors, the General Director, and other managers of the Company.
7. Evaluation of the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders.

Article 17. Salaries and Other Benefits

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

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses of meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

Article 18. Disclosure of Related Interests

Unless otherwise provided with stricter requirements in the Company's Charter, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Board of Supervisors of the Company must declare to the Company their related interests, including:
 - a. The name, enterprise code, head office address, business lines of the enterprise in which they are the owner or hold contributed capital or shares; the ratio and time of ownership of such contributed capital or shares;
 - b. The name, enterprise code, head office address, business lines of the enterprise in which their related persons are the owner, joint owner, or sole owner of contributed capital or shares representing more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Supervisors and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.
4. Members of the Board of Supervisors are obliged to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies controlled by the Company holding fifty percent (50%) or more of charter capital, and the members of the Board of Supervisors or their related persons as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities law on information disclosure.
5. Members of the Board of Supervisors and their related persons must not use or disclose internal information to others for conducting related transactions.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 19. Relationship among Members of the Board of Supervisors

Members of the Board of Supervisors shall maintain independence and shall not depend on each other, but shall cooperate and collaborate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company's Charter. The Head of the Board of Supervisors shall coordinate the common work of the Board of Supervisors but shall not have the right to dominate other members of the Board of Supervisors.

Article 20. Relationship with the Executive Board

The Board of Supervisors shall have an independent relationship with the Company's Executive Board and shall perform the function of supervising the activities of the Executive Board.

Article 21. Relationship with the Board of Directors

1. The Board of Supervisors shall have an independent relationship with the Company's Board of Directors and shall perform the function of supervising the activities of the Board of Directors.
2. In accordance with Articles 140 and 157 of the Law on Enterprises, the Board of Supervisors has the right to request the Board of Directors to convene a General Meeting of Shareholders or request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

CHAPTER VII. ENFORCEMENT PROVISIONS

Article 22. Effectiveness

The Operational Regulation on the Operation of Board of Supervisors of Vietnam Container Shipping Joint Stock Corporation consists of VII Chapters and 22 Articles, and shall take effect from ... [day] ... [month], 2025.

In case any provision of this Regulation is inconsistent with the Company's Charter, the Law on Enterprises, the Law on Securities, or the guiding legal documents, such provision shall automatically become invalid and be replaced by the corresponding provision of the Company's Charter, the Law on Enterprises, the Law on Securities, and the guiding legal documents.

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

(Sign with full name and stamp)

(Signed)

NGUYỄN XUÂN DŨNG