

Draft



**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**

NGUYỄN XUÂN DŨNG