



SOCIALIST REPUBLIC OF VIETNAM

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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 EXTRAORDINARY 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**

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 |



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| | 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. |



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Article 14. Meetings of the Board of Supervisors

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| 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. |
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| | | | 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. | | | | |