

CAI LAN PORT INVESTMENT JOINT
STOCK COMPANY

Số: 08/TTr – HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ha Long, day 9 month 4 year 2025

PROPOSAL

Regarding the Amendment of the Company Charter

**To: The Shareholders' General Meeting
of Cai Lan Port Investment Joint Stock Company**

- Pursuant to *Enterprise Law No. 59/2020/QH14* enacted by the National Assembly on June 17, 2020, effective as of January 1, 2021;
- Pursuant to the current Charter of Cai Lan Port Investment Joint Stock Company;

The Board of Directors of Cai Lan Port Investment Joint Stock Company (CPI) respectfully submits to the 2025 Annual Shareholders' General Meeting for approval the following amendments to the Company Charter:

1. Amendment of Section 3, Article 2 of the Charter of Cai Lan Port Investment Joint Stock Company:

No	Previous Content	Amended Content
1	Article 2. Name, legal form, headquarters, branches, representative offices, and operational duration of the Company 3. The headquarters of the Company: Lot No. 34, Plot LK2, Logistics Service Area, Cai Lan Port, Bai Chay Ward, Ha Long City, Quang Ninh Province. -Telephone: 0203.3512.866 and 0203.3512.868 - Fax: 0203.3512.899 - Email: info@cailanportinvest.vn - Website: www.cailanportinvest.vn	Article 2. Name, legal form, headquarters, branches, representative offices, and operational duration of the Company 3. The headquarters of the Company: No. 01, Cai Lan Street, Bai Chay Ward, Ha Long City, Quang Ninh Province. -Telephone: 0203.3512.866 and 0203.3512.868 - Fax: 0203.3512.899 - Email: info@cailanportinvest.vn - Website: www.cailanportinvest.vn

2. Amendments to Sections 2, 4, 5, and Article 3 of the Charter of Cai Lan Port Investment Joint Stock Company.:

No	Previous Content	Amended Content
2	Article 3. Legal Representative of the Company 2. The Company shall have one (01) legal representative, who is the General Director. 3. In the event that the General Director departs from Vietnam, he/she must authorize another individual residing in Vietnam, in writing, to exercise the rights and obligations of the legal representative. In such cases, the General Director remains responsible for the execution of the delegated rights and obligations.	Article 3. Legal Representatives of the Company 2. The Company shall have two (02) legal representatives: the Chairman of the Board of Directors and the General Director. The division of rights and obligations between the two legal representatives is specified as follows: a) The first legal representative—the General Director of the Company—shall have the rights and obligations of the Company's legal representative, except in cases stipulated in Point b) Clause 2 of this Article. The second legal representative—the Chairman of the Board of Directors of the Company—shall exercise the

4. If the authorization period prescribed in Clause 3 of this Article expires and the General Director has not returned to Vietnam and has not provided any further authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative until the General Director resumes work at the Company or until the Board of Directors appoints another individual as the legal representative of the Company.
5. In cases where the General Director is absent from Vietnam for more than 30 days without authorizing another individual to exercise the rights and obligations of the legal representative, or in the event of death, disappearance, criminal prosecution, temporary detention, imprisonment, enforcement of administrative measures at a compulsory rehabilitation center or compulsory education facility, restriction or loss of legal capacity, difficulty in cognition or behavior control, prohibition from holding certain positions, practicing specific professions or performing certain work by court order, or termination of employment with the Company, the Board of Directors shall appoint another individual as the legal representative of the Company.

rights and obligations of the legal representative in the event that the General Director is absent from Vietnam for more than 30 days without delegating another person to act as the legal representative or in cases where the General Director is deceased, missing, under criminal investigation, in temporary detention, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center or a compulsory education facility, absconding from residence, legally incapacitated or with restricted legal capacity, experiencing cognitive or behavioral difficulties, prohibited by court from holding certain positions, engaging in specific professions or activities, or has been dismissed or removed from office by the Company's Board of Directors.

- c) The division of representative rights and obligations aims to clearly define the responsibilities, authority, and duties of each legal representative, enhance proactiveness, and emphasize accountability in executing rights and obligations arising from the Company's transactions. It also seeks to prevent overlapping authority within the Company's representation without altering the powers of the Board of Directors or the General Director as stipulated by law and the Company's Charter.
- d) Each legal representative shall bear individual responsibility for any damage caused to the Company in accordance with civil law and other applicable legal provisions within the scope of rights and obligations assigned under this Charter. Any legal representative who enters into transactions with third parties beyond their designated authority shall bear personal liability to CPI and the competent authorities for any damages arising from such transactions. The resolution of consequences arising from transactions entered into by an unauthorized representative shall be handled in accordance with legal regulations.
- e) During the execution of their duties, if any issues arise concerning the scope of responsibilities assigned to each legal representative under this Charter and CPI's internal regulations, the two legal representatives shall cooperate to resolve them and are required to regularly report to and be accountable before the Board of Directors of CPI.
- f) If, for any reason, one legal representative no longer meets the qualifications required to serve as a legal representative of CPI, the remaining legal representative shall automatically assume

		<p>the rights and obligations of the disqualified representative and bear full responsibility for any transactions conducted in that capacity.</p> <p>3. In the event that the General Director departs from Vietnam, he/she must authorize another individual residing in Vietnam, in writing, to exercise the rights and obligations of the legal representative. In such cases, the General Director remains responsible for the execution of the delegated rights and obligations.</p> <p>4. If the authorization period prescribed in Clause 3 of this Article expires and the General Director has not returned to Vietnam and has not provided any further authorization, the Chairman of the Board of Directors shall assume the rights and obligations of the legal representative until the General Director resumes work at the Company.</p> <p>5. If the Company has only one remaining legal representative residing in Vietnam, that individual must delegate, in writing, another person residing in Vietnam to exercise the rights and obligations of the legal representative before leaving the country.</p> <p>6. In the event that both legal representatives simultaneously fail to meet the qualifications or standards required by law and this Charter to serve as legal representatives, the Board of Directors shall appoint another individual as the legal representative of the Company.</p>
3	<p>Article 29. Conditions for the resolutions of the General Meeting of Shareholders to be passed</p> <p>2. Resolutions shall be passed when shareholders holding more than 50% of the total voting shares of all attending shareholders approve them, except as otherwise provided in Clauses 1, 3, 5 of this Article and Clause 8, Article 30 of this Charter.</p>	<p>Article 29. Conditions for the resolutions of the General Meeting of Shareholders to be passed</p> <p>2. Resolutions shall be passed when shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting approve them, except as otherwise provided in Clauses 1, 3, 5 of this Article and Clause 8, Article 30 of this Charter.</p>
4	<p>Article 41. Minutes of the Board of Directors' meeting</p> <p>2. In case the chairperson or the minute taker refuses to sign the meeting minutes, but all other attending members of the Board of Directors sign it and the contents are fully in accordance with the provisions at points a, b, c, d, e, f, g, h Clause 1 of</p>	<p>Article 41. Minutes of the Board of Directors' meeting</p> <p>2. In case the chairperson or the minute taker refuses to sign the meeting minutes, but all other attending members of the Board of Directors sign it and the contents are fully in accordance with the provisions at points a, b, c, d, e, f, g, h Clause 1 of this Article, the minutes shall be valid. The meeting minutes must clearly state the refusal of the chairperson or</p>

570
CC
CC
Đ/
C
CÁI
ONG

this Article, the minutes shall be valid.	the minute taker to sign. The person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or minute taker shall be personally liable for any damages caused to the company due to the refusal to sign the minutes in accordance with the Law on Enterprises, the CPI Charter, and other relevant laws.
---	---

The Board of Directors and Executive Board of CPI are required to carry out the procedures for changing the Business Registration Certificate within 10 days from the date of change.

The amendments to the Company's Charter as stated above shall take effect from the date of approval by the 2025 Annual General Meeting of Shareholders.

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

Recipients:

- General Meeting of Shareholders;
- To be archived by the Board of Directors and Administration.

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



Đo Duc An

