

No.: 05/2025/BC-HĐQT

Thu Duc, May 08, 2025

**PROPOSAL**  
**Re: Amendment of the Company's Charter**

To: The General Meeting of Shareholders of Tan Cang Warehousing JSC

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to The Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Property, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to The Charter of Tan Cang Warehousing Joint Stock Company;

Pursuant to The actual situation of the Company.

The Board of Directors of Tan Cang Warehousing Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the amendments and supplements to the Company's Charter. Details of the proposed amendments are provided in the Draft Charter and the attached Appendix: Explanation of the Draft Amended Charter.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincerely./.

**Recipients:**

- As above;
- Board of Directors;
- Supervisory Board;
- Executive Board;
- Save: VT, KHKD. H03.

**On behalf of the Board of Directors**  
**CHAIRMAN**

**Ngo Van Ngu**

## APPENDIX: EXPLANATORY DRAFT AMENDMENTS TO THE CHARTER

No.	Clause Content	Current Charter	Proposed Amendment	Reason for Amendment
1	Point h, Clause 1, Article 1	h) The business operator includes the CEO, Deputy CEO, Chief Accountant, and other operators as per the company's Charter;	h) The business operator includes the CEO, Deputy CEO, Chief Accountant, and other operators appointed by the Board of Directors;	Adjustment for alignment.
2	Point i, Clause 1, Article 1	i) The company manager includes the Chairman of the Board, members of the Board, CEO, and other management positions as per the company's Charter.	i) The company manager includes the Chairman of the Board, members of the Board, CEO, Deputy CEO, Chief Accountant, and other management positions.	Specific adjustment per Clause 24, Article 4, LDN 2020.
3	Point j, Clause 1, Article 1	j) Related persons include individuals and organizations defined in Clause 46, Article 4 of the Securities Law.	j) Related persons include individuals and organizations defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law.	Added to ensure consistency with LDN 2020.
4	Point t, Clause 1, Article 1	A subsidiary company is a business that meets the following conditions: (a) Owns over 50% of the charter capital or common shares of the business; (b) Has control over the business through (i) the right to directly or indirectly appoint most or all members of the Board of Members, the Board of Directors, the CEO, or other top executives; or (ii) the right to decide on amendments to the company's charter; or (iii) other rights as defined by the Enterprise Law.	A subsidiary company is a business that meets the following conditions: (a) Owns over 50% of the charter capital or common shares of the business; (b) Has control over the business through (i) the right to directly or indirectly appoint most or all members of the Board of Members, the Board of Directors, the CEO, or other top executives; or (ii) the right to decide on amendments to the company's charter.	Adjusted to be consistent with Clause 1, Article 195, LDN 2020.
5	Point w, Clause 1, Article 1	w) The representative of the company's capital is the authorized representative for the capital of the company invested in other businesses.	w) The representative of the company's capital is the individual authorized in writing by the company to perform the rights and duties related to the company's	Revised for clarity and completeness.



			invested capital in other businesses.	
6	Clause 1, Article 3	The CEO is the legal representative of the company, residing in Vietnam. If absent for more than 30 days, the CEO must authorize another person in writing to perform their legal duties.	The CEO is the legal representative of the company, residing in Vietnam. If leaving Vietnam, the CEO must authorize someone residing in Vietnam to perform the legal duties. The representative remains responsible for the authorized actions.	Adjusted to align with Clause 3 and Clause 5, Article 12, LDN 2020.
7	Point b, Clause 2, Article 3	b) Promptly notify the company about the legal representative and related persons who own or control shares or capital in other companies.	b) Promptly notify the company about the legal representative and related persons who own or control shares or capital as per the law.	Adjusted to align with Point c, Clause 1, Article 13, LDN 2020.
8	Clause 1, Article 4	The company's goal is to continually develop its business activities to maximize profit for shareholders, improve company value, working conditions, employee welfare, and comply with state budget obligations.	The company's goal is to maintain and develop its business activities in areas registered by law, aiming to maximize profit, improve company value, working conditions, and employee welfare, and ensure compliance with the state budget and other economic and defense tasks.	Adjusted for greater detail.
9	Clause 2, Article 8	2. Shares represent a security confirming the legal rights and interests of the owner in the company's capital.	2. Shares are certificates issued by the company confirming ownership of one or more company shares.	Adjusted to align with Clause 1, Article 121, LDN 2020.
10	Point a, Clause 4, Article 16	a) The Board of Directors must call a meeting of the General Meeting of Shareholders within 30 days if the number of remaining Board members or the Supervisory Board members meets the requirements specified in Point b, Clause 3 of this Article.	a) The Board of Directors must call a meeting of the General Meeting of Shareholders within 30 days if the number of remaining Board members or Supervisory Board members meets the requirements specified in Point b, Clause 3 of this Article.	Adjustment due to the Company's organizational model not having any independent members of the Board of Directors.

**DRAFT**

**CHARTER**  
**TAN CANG WAREHOUSING JOINT STOCK COMPANY**

**Ho Chi Minh City, May 29, 2025**



## **PREAMBLE**

This Charter was approved by the Annual General Meeting of Shareholders of Tan Cang Warehousing Joint Stock Company on June 17, 2021, updated in accordance with the Resolution of the 2022 General Meeting of Shareholders on April 26, 2022, and updated in accordance with the Resolution of the 2025 General Meeting of Shareholders on May 29, 2025 (hereinafter referred to as the "Charter").

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Explanation of Terms**

1. In this Charter, the following terms are understood as follows:

- a) The Company refers to Tan Cang Warehousing Joint Stock Company.
- b) Charter capital refers to the total nominal value of shares sold or subscribed at the establishment of the joint-stock company and in accordance with Article 7 of this Charter.
- c) Voting capital refers to the share capital, where shareholders have the right to vote on issues under the jurisdiction of the General Meeting of Shareholders.
- d) The Law on Enterprise refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amendments or supplements.
- e) The Law on Securities refers 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 any amendments or supplements.
- f) Vietnam refers to the Socialist Republic of Vietnam.
- g) Date of establishment refers to the date the Company is granted the Business Registration Certificate (or equivalent documents).
- h) The Company operator refers to the Director, Deputy Director, Chief Accountant, and other appointed executives by the Board of Directors.
- i) The Company manager refers to individuals managing the company, including the Chairman, Board Members, Director, Deputy Director, Chief Accountant, and other managers.
- j) Related persons are individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprise.
- k) Shareholders are individuals or organizations owning at least one share of the joint-stock company.
- l) Founding shareholders are shareholders who own at least one common share and sign the list of founding shareholders at the company's establishment.
- m) Major shareholders are shareholders as defined in Clause 18, Article 4 of the Law on Securities.



- n) Operational duration refers to the Company's duration of operations as specified in Article 2 of this Charter.
- o) Stock exchange refers to the Vietnam Stock Exchange and its subsidiaries.
- p) Subsidiary units include branches, representative offices, and business locations.
- q) Branches are dependent units of the company, legally established in Vietnam, with the task of performing all or part of the company's functions, including delegated functions. The business activities of the branch are aligned with the company's business.
- r) Representative offices are dependent units of the company, with the responsibility of representing the company's interests and protecting those interests.
- s) Business locations refer to specific places where the company conducts its business activities. Business locations may be outside the registered headquarters address.
- t) Subsidiaries refer to businesses in which: (a) the company owns more than 50% (fifty percent) of the charter capital or common shares of that business; (b) the company has control over the business, either through (i) direct or indirect control over the majority or all of the members of the Board of Members, Board of Directors, General Director, or Director; or (ii) the right to amend or supplement the company's charter.
- u) "Joint venture, affiliate company" refers to a company in which the company holds non-controlling shares or investments as per legal regulations, or a joint venture agreement as per the law; having long-term economic, technological, or market relations. Joint venture or affiliate companies can be organized as limited liability companies or joint-stock companies both domestically and internationally, or other company types as per Vietnamese law and the laws of the host country.
- v) Tan Cang Sai Gon Corporation refers to the One-Member Limited Liability Company Tan Cang Sai Gon Corporation (abbreviated TCT TCSG).
- w) The Company's representative for its capital refers to an individual with full legal capacity authorized by the company to represent its capital investments in other businesses.

2. In this Charter, references to one or more regulations or documents also include amendments, supplements, or replacement documents.
3. The titles (Sections, Articles of this Charter) are for convenience in understanding the contents and do not affect the substance of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations, and operational duration of the Company**

1. Company name:

- The company's name in Vietnamese: Công ty Cổ phần Kho vận Tân Cảng



- The company's name in English: TAN CANG WAREHOUSING JOINT STOCK COMPANY
  - The company's abbreviated name: Công ty CP Kho vận Tân Cảng.
2. The company is a joint-stock company with legal status as prescribed by the current law of Vietnam.
  3. Company's registered headquarters:
    - Address: Tan Cang - Cat Lai Terminal, Cat Lai Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
    - Phone: 028.3.7423929 - Fax: 028.3 7422014
    - Email: [info.tcw@saigonnewport.com.vn](mailto:info.tcw@saigonnewport.com.vn)
    - Website: [www.tancangwarehousing.com.vn](http://www.tancangwarehousing.com.vn)
  4. The Company may establish branches and representative offices in areas where it conducts business to achieve the company's goals in accordance with the decision of the Board of Directors and within the limits allowed by law.
  5. Unless the company is dissolved prematurely in accordance with Article 66 of this Charter, the company's operational duration is indefinite.

### **Article 3. The legal representative of the company**

1. The company has one (1) legal representative.

The Director is the legal representative of the company. The legal representative resides in Vietnam; in case of leaving Vietnam, they must authorize in writing another person residing in Vietnam to perform the rights and duties of the company's legal representative. In this case, the legal representative remains responsible for the performance of the rights and duties that have been delegated.

In the case where the legal representative is absent from Vietnam for more than 30 days without authorizing another person, or in case of death, disappearance, criminal prosecution, detention, serving a prison sentence, or undergoing administrative penalties, the Board of Directors shall appoint a new legal representative.

The legal representative performs the rights and obligations arising from the company's transactions, representing the company as plaintiff, defendant, or interested party before the Arbitration, Court, and other relevant authorities, and other legal obligations.

2. The legal representative of the company is responsible for the following:
  - a) Perform the rights and duties entrusted in good faith, carefully, and with the best interests of the company;
  - b) Promptly, fully, and accurately inform the company about the legal representative and related persons who own shares or capital in accordance with the law;



c) Be loyal to the interests of the company; refrain from using the company's information, secrets, business opportunities, or exploiting their position, role, and assets for personal gain or serving the interests of other organizations or individuals.

3. The legal representative is personally responsible for any damages to the company due to violations of the duties outlined in Clause 2 of this Article.

### III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

#### Article 4. Company's Objectives, Business Sectors

1. The objective of the Company is to continuously maintain and develop its production, business, commercial, and service activities in sectors and industries that the Company has registered according to current legal regulations in order to: (i) maximize the Company's profits; (ii) improve and enhance the Company's value; (iii) improve employee income, working conditions, and quality of life; (iv) ensure the best interests of the shareholders; (v) fulfill obligations to the state budget in accordance with the law; and (vi) successfully complete the economic and national defense tasks assigned by Tan Cang Shipping Corporation (TCT TCSG) and shareholders.

2. Business sectors:

No.	Sector Name	VSIC Code
1	Inland waterway cargo transport by motorized vehicles.	5022
2	Packaging services (excluding plant protection product packaging)	8292
3	Directly supporting services for road transport	5221
4	Directly supporting services for coastal and ocean transport. Directly supporting services for inland waterway transport.	5222
5	Road freight transport: Container transport, specialized vehicle transport, other road freight transport.	4933
6	Cargo handling on land. Cargo handling at seaports. Cargo handling at river ports..	5224
7	Other transport-related support services: Ship agency services. Sea freight agency services. Customs procedure agency services. Freight forwarding services. Cargo checking services.	5229
8	Warehousing and storage of goods in refrigerated warehouses. Warehousing and storage of other goods.	5210 (chính)
9	Repair of cast metal products: Container repairs (excluding mechanical processing, waste recycling, and electroplating at headquarters).	3311
10	Real estate business, ownership or rental rights for land	6810
11	Vehicle rental services: Passenger vehicle rental (without drivers). Truck, trailer, and tractor rental.	7710
12	Rental of machinery, equipment, and other tangible items	7730



## **Article 5. Scope of Business and Operations of the Company**

The Company is permitted to conduct business activities according to the industries and sectors listed in this Charter that have been registered, with any changes notified to the business registration authority and published on the National Business Registration Portal.

## **Article 6. Political and Social Organizations in the Company**

1. The Communist Party of Vietnam organization within the company operates in accordance with the Constitution, laws, and the Charter of the Communist Party of Vietnam.
2. Other political and social organizations within the company operate in accordance with the Constitution, laws, and the Charter of the relevant political and social organizations, in compliance with legal regulations.
3. The Company respects and provides favorable conditions, such as facilities, time, and other necessary conditions, to support the activities of the Party organization and other political-social organizations in accordance with the law.

## **IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

### **Article 7. Charter Capital, Shares, and Founding Shareholders**

1. The charter capital of the Company is VND 199,910,200,000 (in words: One hundred ninety-nine billion, nine hundred ten million, two hundred thousand VND).

The total charter capital of the Company is divided into 19,991,020 shares, each with a nominal value of VND 10,000 (ten thousand VND).

The specific capital structure is as follows:

No.	Shareholders	Shares		Type of Ordinary Shares		Rate (%)
		Quantity	Value (VND)	Quantity	Value (VND)	
1	Tan Cang Saigon Corporation	11.797.050	117.970.500.000	11.797.050	117.970.500.000	59
2	Other shareholders	8.193.970	81.939.700.000	8.193.970	81.939.700.000	41
<b>Total</b>		<b>19.991.020</b>	<b>199.910.200.000</b>	<b>19.991.020</b>	<b>199.910.200.000</b>	<b>100</b>

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. The shares of the Company at the time of the approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are defined in Articles 14 and 15 of this Charter.
4. The Company may issue other types of preferential shares after obtaining approval from the General Meeting of Shareholders and in compliance with legal regulations.



5. The name, address, number of shares, and other information of the founding shareholders as required by the Law on Enterprises are provided in the attached appendix. This appendix is an integral part of this Charter.

The ordinary shares must be first offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not purchased by shareholders will be handled by the Board of Directors. The Board may allocate those shares to other shareholders or individuals, provided the terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. Foreign shareholders may own up to a maximum of 5% (five percent) of the Company's charter capital. This limit may be adjusted based on the decision of the General Meeting of Shareholders and in compliance with legal regulations.
7. The Company may repurchase shares issued by itself as specified in this Charter and in accordance with current laws.
8. The Company may issue other types of securities as regulated by law.

#### **Article 8. Share Certificates**

1. Shareholders of the Company will be issued share certificates corresponding to the number and type of shares they hold.
2. A share certificate is a document issued by the Company confirming ownership of one or more shares. The share certificate must include the required details as stipulated in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days of submitting complete documents for the transfer of share ownership in accordance with the Company's regulations, or within 90 days from the full payment for shares as per the Company's share issuance plan (or other deadlines specified by the issuance terms), the shareholder will receive a share certificate. Shareholders are not required to pay the Company for the printing of the share certificates.
4. In case the share certificate is lost, damaged, or destroyed in another way, the shareholder may request the Company to reissue the certificate. The shareholder's request must include the following details:
  - a) Information about the lost, damaged, or destroyed share certificate;
  - b) A commitment to take responsibility for any disputes arising from the reissuance of a new share certificate.

#### **Article 9. Other Securities Certificates**

Bonds or other securities certificates issued by the Company will be signed by the legal representative and sealed by the Company.

#### **Article 10. Transfer of Shares**



1. All shares are freely transferable, except where this Charter or the law specifies otherwise. Listed shares or shares registered for trading on the stock exchange will be transferred in accordance with securities and stock market regulations.
2. Shares that have not been fully paid for cannot be transferred or entitled to related benefits such as dividends, rights to purchase new shares, or other benefits as specified by law.

#### **Article 11. Share Repurchase (for cases during the establishment of the company)**

1. In cases where shareholders have not fully and timely paid for their shares, the Board of Directors will notify and have the right to demand that the shareholder pay the remaining amount and be responsible for the financial obligations of the Company arising from the non-payment.
2. The payment notice must specify the new payment deadline (at least 7 days from the notice), the payment location, and state that failure to pay according to the requirements will result in the repurchase of the unpaid shares.
3. The Board of Directors has the right to repurchase shares that have not been fully paid for within the specified timeframe if the payment requirements in the notice are not met.
4. Shares repurchased are considered shares available for sale as per Clause 3, Article 112 of the Law on Enterprises. The Board may sell or redistribute these shares, either directly or by delegation, under conditions deemed appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status for those shares but remain liable for financial obligations to the Company as of the date of repurchase until full payment is made, as determined by the Board of Directors. The Board has full authority to enforce payment of the entire value of the shares at the time of repurchase.
6. A repurchase notice will be sent to the holder of repurchased shares before the repurchase. The repurchase remains valid even if there are errors or negligence in sending the notice.

#### **Article 12. Regulations on Shareholders' Register, Share Transactions, and Dividend Payments**

The regulations on the shareholders' register, the buying, selling, transfer, inheritance, repurchase of shares, and dividend payments shall be carried out in accordance with Articles 122 to 136 of the Law on Enterprises.

### **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL**

#### **Article 13. Organizational Structure, Management, and Control**

The Company's management, governance, and control structure includes:

1. The General Meeting of Shareholders.
2. The Board of Directors.

3. The Board of Supervisors.

4. The Director (CEO).

## **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 14. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend, speak at the General Meeting of Shareholders, and exercise their voting rights directly or through a proxy or other methods as specified by the Company's Charter or the law. Each ordinary share carries one vote;
- b) To receive dividends as decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares corresponding to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, unless otherwise specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- đ) To review, search, and extract information about their name and contact address from the list of shareholders with voting rights; and request correction of any inaccurate information;
- e) To review, search, extract, or copy the Company's Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
- g) In case the Company is dissolved or bankrupt, to receive a share of the remaining assets corresponding to their shareholding in the Company;
- h) To request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type grants the shareholder equal rights, obligations, and benefits. If the Company issues preferential shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To access all periodic and exceptional information published by the Company in accordance with legal regulations;
- l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as stipulated in the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or shareholder groups holding at least 5% of the total number of ordinary shares have the following rights:



- a) To request the Board of Directors to call a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) To review, search, extract, and copy the minutes and resolutions, decisions of the Board of Directors, the semi-annual and annual financial reports, the Board of Supervisors' reports, contracts, transactions that require the Board of Directors' approval, and other documents, except those concerning the Company's trade secrets and business secrets;
  - c) To request the Board of Supervisors to examine specific matters related to the Company's management and operations when deemed necessary. The request must be in writing and include: the shareholder's name, contact address, nationality, legal document number (for individual shareholders); the organization's name, business registration code or legal document number, address (for organizational shareholders); the number of shares and the date of registration, total number of shares held by the group and the percentage of ownership in the Company; the issue to be examined and the purpose of the examination;
  - d) To propose matters to be included in the General Meeting of Shareholders' agenda. The proposal must be in writing and submitted to the Company at least 3 working days before the meeting's opening. The proposal must include the shareholder's name, the number of shares of each type, and the issue to be added to the agenda;
  - d) Other rights as prescribed by law and this Charter.
3. Shareholders or shareholder groups holding at least 10% of the total number of ordinary shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination process is as follows:
- a) Shareholders must form a group to nominate candidates for the Board of Directors and the Board of Supervisors and notify other shareholders of the group's meeting before the General Meeting of Shareholders;
  - b) Based on the number of Board of Directors and Board of Supervisors members, shareholders or shareholder groups under this clause may nominate one or more candidates, as determined by the General Meeting of Shareholders. If the number of candidates nominated is less than the number the shareholders are entitled to nominate, the remaining candidates will be nominated by the Board of Directors, Board of Supervisors, or other shareholders.
4. The appointment of authorized representatives for organizational shareholders:
- a) Organizational shareholders holding less than 10% of the total ordinary shares may appoint a maximum of 2 authorized representatives;
  - b) Organizational shareholders holding from 10% to 50% of the total ordinary shares may appoint a maximum of 3 authorized representatives;
  - c) Organizational shareholders holding more than 50% of the total ordinary shares may appoint a maximum of 5 authorized representatives.



## **Article 15. Shareholders' Obligations**

Ordinary shareholders have the following obligations:

1. To fully pay and pay on time the number of shares they have committed to purchase.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company under any circumstances, except when the Company or another party repurchases the shares. If a shareholder withdraws part or all of the contributed share capital contrary to this provision, the shareholder and any related parties within the Company must jointly bear responsibility for the Company's debts and other financial obligations up to the value of the withdrawn shares and any resulting damages.
3. To comply with the Company's Charter and the internal management regulations.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise voting rights through the following methods:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individual or organization to attend and vote at the meeting;
  - c) Attend and vote via an online meeting, electronic voting, or other electronic methods;
  - d) Send voting ballots to the meeting via mail, fax, or email;
  - d) Send voting ballots via other legally permissible means.
7. To take personal responsibility when acting on behalf of the Company in any of the following cases:
  - a) Violation of the law;
  - b) Engaging in business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by current laws.

## **Article 16. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual meeting if necessary, but not more than six (06) months after the end of the fiscal year. Besides



the annual meeting, the General Meeting of Shareholders may meet extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by the presiding officer and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders shall decide on issues as prescribed by law and the Company's Charter, especially approving the audited annual financial report. If the audit report on the Company's annual financial statements contains significant exclusions, contradictory audit opinions, or refusals, the Company must invite a representative from the approved audit organization to present the financial audit report at the General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a) When deemed necessary by the Board of Directors for the benefit of the Company;
  - b) When the number of members on the Board of Directors or the Board of Supervisors falls below the minimum required by law;
  - c) Upon request from shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the meeting must be in writing and clearly state the reasons and purpose of the meeting, with signatures of the involved shareholders or in multiple copies gathering all signatures;
  - d) At the request of the Board of Supervisors;
  - d) In other cases as prescribed by law and this Charter.
4. Procedures for convening an extraordinary General Meeting of Shareholders:
  - a) The Board of Directors must convene the extraordinary General Meeting of Shareholders within 30 days from the date the number of members on the Board of Directors or the Board of Supervisors is below the minimum number as stipulated in Clause 3, Article 140 of the Law on Enterprises, or upon receiving the request mentioned in points c and d of Clause 3;
  - b) If the Board of Directors does not convene the meeting as required in point a, Clause 4, the Board of Supervisors shall replace the Board of Directors to convene the meeting within 30 days after the above deadline;
  - c) If the Board of Supervisors fails to convene the meeting as required in point b, Clause 4, the shareholders or shareholder group as mentioned in point c of Clause 3 may request the Company's representative to convene the meeting as prescribed by the Law on Enterprises. In this case, the shareholders or group of shareholders may request the Business Registration Authority to supervise the process of convening, holding, and making decisions in the meeting.
5. Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.



6. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clauses 2, 3, and 4 shall be reimbursed by the Company (these costs exclude expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel costs).

#### **Article 17. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approve the development orientation of the Company;
- b) Decide on the types of shares and the total number of each type of shares to be offered; decide on the annual dividend rate for each type of share;
- c) Elect, dismiss, or remove members of the Board of Directors, Board of Supervisors;
- d) Decide on and bear responsibility for the following:
  - d1. Investments outside the company with a value equal to or greater than 35% (thirty-five percent) of the charter capital as stated in the Company's most recent financial report at the time of the decision;
  - d2. Investment projects, upgrades, constructions; purchasing fixed assets with a value equal to or greater than 35% of the total assets as stated in the most recent financial report of the Company;
  - d3. Decisions on loans, capital raising plans with a value equal to or greater than 35% of the charter capital as stated in the most recent financial report of the Company;
  - d4. Decisions on leasing, liquidation, or sale of fixed assets with a value equal to or greater than 35% of the total original cost of fixed assets stated in the most recent financial report of the Company;
  - d5. Decisions on leasing assets with a value equal to or greater than 35% of the total assets stated in the most recent financial report of the Company;
- đ) Amend or supplement the Company's Charter;
- e) Approve the annual financial report;
- g) Decide on the repurchase of over 10% of the total number of shares issued for each type;
- h) Review and handle violations by members of the Board of Directors or the Board of Supervisors that cause harm to the Company and its shareholders;
- i) Decide on the restructuring or dissolution of the Company;
- j) Decide on the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approve the internal governance regulations; the operational regulations of the Board of Directors, the Board of Supervisors;
- l) Approve the list of approved auditing firms; decide on the auditing firm to inspect the Company's activities, remove an auditor when necessary;



- m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
  - b) The audited annual financial report;
  - c) The Board of Directors' report on governance and the performance results of the Board and each member;
  - d) The Board of Supervisors' report on the Company's performance, and the performance of the Board of Directors and the CEO;
  - đ) The self-assessment report of the Board of Supervisors and Supervisors;
  - e) The dividend rate for each type of share;
  - g) The number of members on the Board of Directors and Board of Supervisors;
  - h) The election, dismissal, or removal of Board members and Supervisors;
  - i) The budget or total compensation, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j) Approve the list of approved auditing firms; decide on the auditing firm to inspect the Company's activities when necessary;
  - k) Amend or supplement the Company's Charter;
  - l) The types and quantity of shares to be issued, and the transfer of shares of the founding members within the first 3 years from the date of establishment;
  - m) Split, merge, consolidate, or convert the Company;
  - n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - o) Decide on and bear responsibility for the following:
    - o1. Investments outside the company with a value equal to or greater than 35% of the charter capital;
    - o2. Investment projects, upgrades, constructions; purchasing fixed assets with a value equal to or greater than 35% of total assets;
    - o3. Loans, capital raising with a value equal to or greater than 35% of the charter capital;
    - o4. Leasing, liquidation, or sale of fixed assets with a value equal to or greater than 35% of the total value of fixed assets;
    - o5. Leasing assets with a value equal to or greater than 35% of the total assets;
  - p) Repurchase more than 10% of the total shares issued for each type;
  - q) Entering contracts with related parties as stipulated in Clause 1, Article 167 of the Law on Enterprises;

- r) Approve transactions as regulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020.
  - s) Approve internal governance regulations, the operational regulations of the Board of Directors and Board of Supervisors;
  - t) Other issues as prescribed by law and this Charter.
3. Shareholders are not allowed to vote in the following cases:
- a) Transactions where the shareholder or related parties are a party to the contract;
  - b) Repurchasing shares of the shareholder or related parties, unless the repurchase is conducted in proportion to all shareholders or via a public offering on the stock exchange.
4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 18. Proxy Authorization for Attending the General Meeting of Shareholders**

1. Shareholders or representatives by proxy of a shareholder organization may attend the meeting directly or authorize one or more individuals or organizations to attend on their behalf, or participate in the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.
2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be in writing. The authorization document must comply with civil law regulations and clearly state the name of the shareholder, the name of the individual or organization authorized, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of the authorizing and authorized parties.  
The authorized representative must submit the authorization document when registering to attend the meeting. In case of further delegation of authority, the attending representative must also present the original authorization document from the shareholder or the shareholder's organizational representative (if not previously registered with the Company).
3. The proxy voting card of the authorized representative remains valid within the scope of the authorization unless one of the following occurs:
  - a) The authorizing shareholder dies, is restricted in their civil capacity, or loses their civil capacity;
  - b) The authorization has been revoked by the shareholder;
  - c) The authority of the person performing the proxy authorization has been revoked.This provision does not apply if the Company receives notice of any of the aforementioned events before the meeting starts or before the meeting is reconvened.

#### **Article 19. Changes to Rights**



1. Changes or revocations of special rights associated with a type of preferential share are effective when approved by shareholder representatives holding at least 65% of the total voting shares of all shareholders present at the meeting. A resolution on changing the rights and obligations of holders of preferential shares will only be approved if at least 75% of the preferential shareholders of the same type present at the meeting agree, or if at least 75% of the preferential shareholders of the same type agree via written consent.
2. The meeting of preferential shareholders to approve changes to their rights will only be valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the nominal value of the issued shares of that type. If the number of representatives is insufficient, the meeting will be reconvened within 30 days, and all shareholders of that type (regardless of the number of people or shares) who are present either in person or through a representative will be considered sufficient for the required quorum. At such meetings, shareholders may request a secret ballot. Each share of the same type has equal voting rights at these meetings.
3. The procedure for conducting such separate meetings is similar to the provisions in Articles 20, 21, and 22 of the Charter.
4. Unless otherwise stipulated in the share issuance terms, the special rights associated with preferential shares concerning some or all matters related to profit distribution or the Company's assets will not be altered when the Company issues additional shares of the same type.

#### **Article 20. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 16 of the Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to participate and vote at the meeting. The list of shareholders eligible to attend the General Meeting must be prepared no later than 10 days before the notice of the meeting is sent. The Company must announce the preparation of the shareholder list at least 20 days before the final registration date.
  - b) Prepare the agenda and meeting content.
  - c) Prepare the materials for the meeting.
  - d) Draft the resolution of the General Meeting based on the proposed agenda.
  - d) Determine the time and place of the meeting.
  - e) Notify and send invitations to the General Meeting to all eligible shareholders.
  - g) Perform other tasks to serve the meeting.
3. The notice of the General Meeting is sent to all shareholders in a manner that ensures it reaches their contact addresses, and it must also be published on the Company's



website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered. The person convening the meeting must send the notice at least 21 days before the meeting (calculated from the date the notice is properly sent or delivered). The agenda and related documents must be sent to shareholders or published on the Company's website. If the documents are not sent with the notice, the notice must include a link to all meeting materials.

4. Shareholders or shareholder groups, as specified in Clause 2, Article 14 of the Charter, have the right to propose matters to be included in the agenda. Proposals must be submitted in writing no later than three working days before the meeting starts. Proposals must include the shareholder's name, the number of shares held, and the issue to be included in the agenda.
5. The person convening the meeting has the right to reject proposals in the following cases:
  - a) The proposal is submitted improperly, as per Clause 4 of this Article;
  - b) The shareholder or group does not hold at least 5% of ordinary shares as required;
  - c) The proposal does not fall within the scope of the General Meeting's authority;
  - d) Other cases as stipulated by law and the Charter.
6. The person convening the meeting must accept and include proposals in the planned agenda and meeting content unless the proposal is rejected under Clause 5. A proposal will be officially added to the agenda if approved by the General Meeting.

#### **Article 21. Conditions for Holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders can be held if more than 50% of the total voting shares are represented by shareholders attending the meeting.
2. If the first meeting does not meet the requirements stated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the planned date of the first meeting. The second meeting can be held if shareholders representing at least 33% of the total voting shares attend.
3. If the second meeting does not meet the requirements stated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the planned date of the second meeting. The third meeting can be held regardless of the total voting shares of the shareholders attending.

#### **Article 22. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Before the meeting begins, the Company must carry out shareholder registration and continue registration until all shareholders eligible to attend the meeting have registered, according to the following procedure:
  - a) When registering, the Company issues a voting card for each shareholder or their authorized representative with voting rights. The card includes the registration number, shareholder's name, representative's name (if applicable), and the number of



votes. The General Meeting discusses and votes on each issue on the agenda. Voting is done by "agree," "disagree," or "no opinion." The voting cards for those agreeing with the resolution are collected first, followed by those disagreeing, and finally, the total number of votes for or against is counted to decide. The vote results are announced by the Chairman or the Vote Counting Committee before the meeting ends. The General Meeting elects members responsible for vote counting or overseeing the vote counting, based on the Chairman's proposal. The number of members of the Vote Counting Committee is decided by the General Meeting, based on the Chairman's proposal.

b) Shareholders or authorized representatives arriving after the meeting has started may register and participate in the meeting and vote immediately after registration. The Chairman is not required to stop the meeting to allow late arrivals to register, and the validity of issues voted on earlier will not be affected.

2. The election of the Chairman, Secretary, and Vote Counting Committee is as follows:

a) The Chairman of the Board of Directors presides over the meeting or may delegate another member of the Board to do so. If the Chairman is absent or temporarily unable to function, the remaining members of the Board of Directors elect one of them to preside over the meeting by majority vote. If no one is elected as Chairman, the Head of the Supervisory Board presides over the meeting and the highest vote-getting participant is elected Chairman.

b) Except as stated in Point a of this Clause, the person who signed the notice for the General Meeting of Shareholders shall lead the meeting until the Chairman is elected by the General Meeting.

c) The Chairman appoints one or more persons to act as the meeting's Secretary.

d) The General Meeting elects one or more members to serve on the Vote Counting Committee based on the Chairman's proposal.

3. The agenda and contents of the meeting must be approved by the General Meeting at the opening session. The agenda must clearly allocate time for each issue to be discussed.

4. The Chairman has the authority to take necessary and reasonable measures to ensure that the meeting is conducted in an orderly fashion, following the approved agenda, and reflecting the will of the majority of attendees:

a) Arranging seating at the meeting venue;

b) Ensuring the safety of all attendees;

c) Enabling shareholders to attend (or continue attending) the meeting. The convener has the full authority to change the aforementioned measures and implement any necessary actions. These measures may include issuing entry passes or using other methods.



5. The General Meeting discusses and votes on each issue of the agenda. Voting is done by "agree," "disagree," or "no opinion." The vote results are announced by the Chairman immediately before the meeting is adjourned.
6. Shareholders or their authorized representatives who arrive after the meeting has started may still register and vote immediately after registration. The validity of decisions made prior to their arrival will remain unchanged.
7. The convener or the Chairman of the General Meeting has the following rights:
  - a) To require all attendees to undergo checks or other reasonable security measures;
  - b) To request the relevant authorities to maintain order during the meeting and expel those who violate the Chairman's authority, deliberately disrupt the meeting, obstruct the normal progress of the meeting, or refuse to comply with security check requirements.
8. The Chairman has the right to postpone the meeting that has met the required number of registered attendees for no more than three working days from the planned date of the meeting. A meeting can only be postponed or moved to a new location under the following circumstances:
  - a) The venue does not have enough seating for all attendees;
  - b) The communication facilities at the meeting venue are inadequate to enable shareholders to participate, discuss, and vote;
  - c) Attendees are obstructing the meeting or causing disorder, which threatens the fairness and legality of the meeting.
9. If the Chairman postpones or interrupts the meeting in violation of the provisions in Clause 8 of this Article, the General Meeting will elect another participant to replace the Chairman to conduct the meeting until it concludes. All resolutions passed at that meeting will still be valid.
10. If the Company uses modern technology to hold the General Meeting online, the Company must ensure that shareholders can attend and vote via electronic ballots or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government, detailing the implementation of some provisions of the Securities Law. The General Meeting held online is organized based on the Company's capabilities and specific regulations in the internal corporate governance rules.

### **Article 23. Conditions for Resolutions to Be Approved by the General Meeting of Shareholders**

1. Resolutions on the following issues are approved if at least 65% of the total voting shares represented by attending shareholders vote in favor, except as provided in Clauses 3, 4, and 5 of this Article and Clause 8, Article 24 of this Charter:
  - a) The types of shares and the total number of shares of each type;
  - b) Changes in the business sectors and activities;



- c) Changes in the organizational structure of the Company;
  - d) Investment projects or sale of assets valued at 35% or more of the Company's total assets as shown in the latest financial report;
  - d) Reorganization or dissolution of the Company.
2. Resolutions are approved if more than 50% of the total voting shares represented by attending shareholders vote in favor, except as provided in Clauses 1, 3, 4, and 5 of this Article and Clause 8, Article 24 of this Charter.
  3. Resolutions passed by the General Meeting of Shareholders with 100% of the total shares with voting rights are legal and effective, even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Charter.
  4. The election of members of the Board of Directors and the Supervisory Board must be conducted through a cumulative voting method, where each shareholder has a total number of votes corresponding to the number of shares owned, multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. Shareholders can allocate all or part of their votes to one or several candidates. The candidates elected to the Board of Directors or Supervisory Board are determined by the highest vote count, starting from the candidate with the most votes until the required number of members is reached. If two or more candidates receive the same number of votes for the last position, a re-election will be held among those candidates, or selection will be made according to the criteria specified in the election regulations or this Charter.
  5. A resolution on matters that negatively affect the rights and obligations of preferred shareholders can only be passed if shareholders owning at least 75% of the total preferred shares of that type attending the meeting vote in favor, or if at least 75% of preferred shareholders of that type vote in favor through a written resolution.

#### **Article 24. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to obtain shareholders' opinions in writing on all matters within the authority of the General Meeting of Shareholders to approve a resolution when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare an opinion form, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for submitting the completed opinion forms. The request and method for sending the opinion form and accompanying documents must comply with the provisions of Clause 3, Article 20 of this Charter.
3. The opinion form must include the following essential contents:



- a) Company name, registered address, and enterprise registration code;
  - b) Purpose of obtaining shareholders' opinions;
  - c) Full name, contact address, nationality, and legal document number of an individual shareholder; company name, business registration number, or legal document number of an institutional shareholder; or full name, contact address, nationality, and legal document number of the representative of an institutional shareholder; number of shares of each type and the corresponding number of votes of the shareholder;
  - d) The issue to be decided;
  - đ) Voting options, including approval, disapproval, and abstention for each issue;
  - e) Deadline for submitting the completed opinion form to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can submit the completed opinion forms to the Company via mail, fax, or email as follows:
- a) In the case of submitting by mail, the completed opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form must be placed in a sealed envelope, and no one is allowed to open it before the vote counting;
  - b) In the case of fax or email submission, the opinion form must remain confidential until the vote counting;
  - c) Opinion forms submitted after the deadline specified in the opinion form, or those opened in the case of postal submissions, or disclosed in the case of fax or email submissions, are invalid. Unsubmitted opinion forms are considered as not participating in the vote.
5. The Board of Directors will count the votes and prepare a vote counting report under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting report must include the following essential contents:
- a) Company name, registered address, and enterprise registration code;
  - b) Purpose and issues for which shareholders' opinions are sought to approve resolutions;
  - c) Number of shareholders and total voting shares participating in the vote, distinguishing between valid and invalid votes, as well as the method of submitting the voting forms, along with an appendix listing the shareholders who participated in the vote;
  - d) Total votes for approval, disapproval, and abstention for each issue;
  - đ) Issues that have been approved and the corresponding approval rate;
  - e) Full name and signature of the Chairman of the Board of Directors, vote counters, and supervisors.



Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting report and resolutions must be sent to shareholders within 15 days from the date the vote counting is completed. The report and resolutions may be published on the Company's website within 24 hours from the time the vote counting is completed.
7. The completed opinion forms, vote counting reports, approved resolutions, and relevant documents must be stored at the Company's headquarters.
8. A resolution obtained through shareholders' written opinions will be valid if it receives the approval of shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote (except in cases stipulated in Clause 5, Article 23 of this Charter), and it is considered as a resolution passed at a General Meeting of Shareholders.

#### **Article 25. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must have minutes recorded, and these can be recorded or saved in other electronic formats. The minutes must be written in Vietnamese, with an additional foreign language version if necessary, and must include the following essential contents:
  - a) Company name, registered address, and enterprise registration code;
  - b) Date, time, and location of the General Meeting of Shareholders;
  - c) Meeting agenda and contents;
  - d) Names of the chairperson and the secretary;
  - e) A summary of the meeting's proceedings and discussions on each agenda item;
  - f) The number of shareholders and the total number of voting shares of shareholders attending the meeting, along with an appendix listing the registered shareholders and their corresponding shares and voting rights;
  - g) Total votes for each agenda item, including a breakdown of valid and invalid votes, with details on the approval, disapproval, and abstentions, as well as the corresponding percentage of the total voting shares;
  - h) Issues approved and their corresponding approval rates;
  - i) The full names and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes will still be valid if signed by all other attending Board members, and this refusal must be noted in the minutes.
2. The meeting minutes must be completed and approved before the meeting is adjourned. The chairperson, secretary, or any other signatory to the minutes will be jointly responsible for the authenticity and accuracy of the contents.



3. Minutes written in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version will prevail.
4. The minutes, resolutions, and appendices, including the shareholder attendance list with signatures, proxies for attending the meeting, and any related documents, must be publicly disclosed as required by securities market regulations and kept at the Company's headquarters.

#### **Article 26. Request to Revoke a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders, or the vote counting results, shareholders or a group of shareholders defined in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and revoke the resolution or part of the resolution in the following cases:

1. The procedure for calling the meeting and making decisions at the General Meeting of Shareholders violates the provisions of the Enterprise Law and the Company's Charter, except as provided in Clause 3, Article 23 of this Charter.
2. The content of the resolution violates the law or the Charter.
3. A resolution that is being challenged remains effective until a decision to revoke the resolution by the Court or Arbitration comes into force, except for cases where interim emergency measures are applied by the competent authorities.

### **VII. BOARD OF DIRECTORS**

#### **Article 27. Nomination of Board of Directors Members**

1. In cases where the nominees for the Board of Directors are identified, the company must publish relevant information about the candidates at least 10 days before the opening of the Annual General Meeting of Shareholders on the company's website, so shareholders can review the candidates before voting. Nominees for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and commit to performing their duties with integrity, diligence, and in the best interests of the company if elected to the Board of Directors. The information published about the nominee must include:
  - a) Full name, date, month, year of birth;
  - b) Educational background;
  - c) Work history;
  - d) Other management positions (including board positions at other companies);
  - d) Interests related to the company and its related parties;
  - e) Other information (if any) as stipulated by the company's charter;



g) The listed company must disclose information about the companies where the nominee holds a board member position, other management roles, and any interests related to the nominee's company (if any).

2. Shareholders or groups of shareholders owning at least 10% of the total common shares have the right to nominate candidates for the Board of Directors according to the provisions of the Enterprise Law and the company's charter. Shareholders holding common shares may combine voting rights to nominate board candidates.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (1) candidate; from 20% to less than 30%, they may nominate up to two (2) candidates; from 30% to less than 40%, they may nominate up to three (3) candidates; from 40% to less than 50%, they may nominate up to four (4) candidates; from 50% to less than 65%, they may nominate up to five (5) candidates; from 65% or more, they may nominate up to seven (7) candidates.

3. In case the number of nominees for the Board of Directors does not meet the required number as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as per the company's charter, internal governance regulations, and Board of Directors operating regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect the Board members, in accordance with the law.
4. Board members must meet the standards and conditions specified in Clause 1, Article 155 of the Enterprise Law and the company's charter.

#### **Article 28. Composition and Term of Office of Board Members**

1. The Board of Directors shall consist of 05 (five) members.
2. The term of office of a Board member shall not exceed 05 years and may be re-elected with no limit on the number of terms. If all Board members reach the end of their term, they shall continue to serve until new members are elected to replace them and take over their duties.
3. The composition of the Board of Directors must ensure that at least 1/3 of the total number of members are non-executive members.
4. A member of the Board of Directors loses their position in case they are removed by the General Assembly of Shareholders, dismissed, or replaced as per the provisions of Article 160 of the Enterprise Law.
5. The appointment of Board members must be disclosed in accordance with securities market disclosure regulations.
6. Board members do not necessarily need to be shareholders of the company.

#### **Article 29. Rights and Duties of the Board of Directors**



1. The Board of Directors is the governing body of the company, with full authority to act in the company's name to decide on and execute the company's rights and obligations, except for those that belong to the General Assembly of Shareholders.
2. The rights and obligations of the Board of Directors are defined by law, the company's charter, and the General Assembly of Shareholders. Specifically, the Board of Directors has the following rights and duties:
  - a) Decide on the company's strategy, medium-term development plans, business plans, investment plans, and annual budgets;
  - b) Propose the type of shares and the total number of shares that can be offered for sale for each type;
  - c) Decide on the sale of unsold shares within the total number of shares available for sale for each type; decide on raising additional capital by other means;
  - d) Decide on the sale price of the company's shares and bonds;
  - đ) Decide on the repurchase of shares according to the provisions of Clause 1 and Clause 2, Article 133 of the Enterprise Law;
  - e) Decide on market development, marketing, and technology solutions;
  - g) Approve and be responsible for:
    - g1. Investments outside the company worth less than 35% (thirty-five percent) of the company's charter capital as stated in the most recent financial report;
    - g2. Investment, upgrading, construction projects; purchasing fixed assets worth between 01 (one) billion and under 35% (thirty-five percent) of the company's total assets as stated in the most recent financial report;
    - g3. Contracts for goods and services essential for business operations worth over 02 (two) billion VND;
    - g4. Individual loan contracts worth under 35% (thirty-five percent) of the company's charter capital as stated in the most recent financial report;
    - g5. Capital raising plans worth over 02 (two) billion VND but under 35% (thirty-five percent) of the company's charter capital as stated in the most recent financial report;
    - g6. Fixed asset lease contracts lasting over 12 months or worth between 04 (four) billion VND and under 35% (thirty-five percent) of the company's total fixed asset value as stated in the most recent financial report;
    - g7. Asset lease contracts worth over 04 (four) billion VND but under 35% (thirty-five percent) of the company's total asset value as stated in the most recent financial report;
    - g8. Fixed asset liquidation or sale plans worth under 35% (thirty-five percent) of the company's total fixed asset value as stated in the most recent financial report.
  - h) Approve contracts related to the purchase, sale, loans, lending, and other contracts or transactions within the decision-making authority of the General Assembly of



Shareholders according to the provisions of Clause 1 and Clause 3, Article 167 of the Enterprise Law;

- i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director and key managers, including Deputy General Directors and the Chief Accountant; decide on their salaries, remuneration, bonuses, and other benefits; appoint representatives to participate in the Board of Members or General Assembly of Shareholders in other companies and decide their remuneration and benefits;
- j) Supervise and direct the General Director and other managers in daily business operations;
- k) Decide on the company's organizational structure, internal management regulations, and decisions related to subsidiaries, branches, representative offices, and investments in other enterprises;
- l) Approve the program, agenda, and documents for the General Assembly of Shareholders; convene meetings of the General Assembly of Shareholders or collect shareholder opinions for resolutions;
- m) Submit audited annual financial reports to the General Assembly of Shareholders;
- n) Propose dividend levels, decide on dividend payment dates and procedures, or handle business losses;
- o) Propose restructuring or dissolution of the company; request the company's bankruptcy;
- p) Issue operational regulations for the Board of Directors, internal governance regulations, and company information disclosure rules;
- q) Suspend decisions made by the General Director if they are found to violate the law, the company's charter, or resolutions by the General Assembly of Shareholders or the Board of Directors;
- s) Use the company's assets and seal to carry out their assigned tasks according to the law and the company's charter;
- t) Appoint and remove individuals assigned as the company's commercial representatives or legal advisors;
- t) Borrow funds and execute guarantees, collateral, warranties, and compensation by the company within the limits specified in the company's charter and financial management regulations;
- u) Approve service pricing and cost norms related to business operations if they change by 10% or more compared to the approved pricing and norms;
- v) Buy or sell shares, equity stakes in other businesses.
- w) Other rights and duties as stipulated by the Law on Enterprise, the Law on Securities, and other legal provisions.



3. If a resolution or decision passed by the Board of Directors violates the law, the General Assembly of Shareholders' resolution, the company's charter, and causes damage to the company, the members who approved the resolution or decision shall be jointly and personally liable for the damage and must compensate the company. Members who opposed the resolution or decision will be exempt from liability. In such cases, the company's shareholders may request the court to suspend or cancel the resolution or decision.
4. The Board of Directors must report to the General Assembly of Shareholders on its activities as required by Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of some provisions of the Securities Law.

### **Article 30. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and relieved from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors is not allowed to concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and responsibilities:
  - a) Develop the program and action plan for the Board of Directors;
  - b) Prepare the agenda, content, and materials for meetings; convene, preside over, and act as the chairperson of the Board meetings;
  - c) Organize the approval process for the resolutions and decisions of the Board;
  - d) Oversee the implementation of the resolutions and decisions of the Board;
  - d) Chair the General Shareholders' Meeting; on behalf of the Board or by its authorization, sign resolutions/decisions and documents under the Board's authority;
  - e) Sign decisions on the appointment of key personnel assisting the Board, define their functions, responsibilities, powers, and propose salary, allowances, and other benefits to the General Director;
  - g) Supervise and monitor the implementation of the Board's resolutions and decisions;
  - h) Represent the Board in supervising and directing the General Director and other managers in the daily operations and business activities of the company, as well as other tasks authorized by the Board;
  - i) Have the right to attend meetings chaired by the Executive Board. The Chairman can express opinions but does not have the authority to conclude the meeting;
  - j) If necessary, the Chairman can decide to temporarily suspend decisions made by the General Director if they are deemed unlawful, violate the Charter, or to limit damage and protect the company's interests. A report must be submitted to the Board for an official decision on whether to suspend or annul the decision within 15 days from the date of the temporary suspension. The Chairman is responsible for their decision;



k) Other rights and responsibilities as stipulated by law, the General Shareholders' Meeting's resolutions, the Board's resolutions, the company's Charter, and internal regulations (if any).

4. In the event the Chairman of the Board of Directors resigns or is dismissed, the Board must elect a replacement within 10 days from receiving the resignation or dismissal notice.
5. If the Chairman is absent or unable to perform their duties, they must authorize another member in writing to carry out the Chairman's duties and responsibilities. If there is no one authorized or if the Chairman is deceased, missing, detained, imprisoned, undergoing compulsory rehabilitation, or otherwise unable to perform their duties, the remaining members of the Board will elect a new Chairman by majority vote until the Board makes a new decision.
6. The Chairman manages the Board of Directors according to the law, the company's Charter, internal regulations, and the resolutions of the General Shareholders' Meeting and the Board. If the Chairman mismanages the Board in violation of these regulations and causes harm to the company, they must be legally responsible and compensate the company.
7. The Chairman ensures that the Board of Directors sends the annual financial report, company activity report, audit report, and the Board's inspection report to shareholders at the General Shareholders' Meeting.

### **Article 31. Board of Directors Meetings**

1. The Chairman of the Board is elected during the first meeting of the Board within 7 working days from the election of the Board. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there are multiple members with the same number or percentage of votes, the Board members will vote by majority to select one of them to convene the meeting.
2. The Board of Directors must meet at least once every quarter and may convene extraordinary meetings. These meetings may be held at the company's headquarters or other locations in Vietnam or abroad, as decided by the Chairman with the consent of the Board.
3. The Chairman must convene a Board meeting if:
  - a) Requested by the Supervisory Board;
  - b) Requested by the General Director or at least five other managers;
  - c) Requested by at least two members of the Board.
4. The request mentioned in paragraph 3 must be made in writing and specify the purpose, issues to be discussed, and decisions within the Board's authority.
5. The Chairman must convene the Board meeting within 7 working days from receiving the request. If the Chairman fails to do so, they are responsible for any resulting

damages to the company. The person making the request has the right to replace the Chairman in convening the meeting.

6. The Chairman or the person convening the meeting must send an invitation no later than 3 working days before the meeting. The invitation must specify the time, location, agenda, and the issues to be discussed and decided. It must also include the materials for the meeting and voting ballots for members.
7. The invitation and materials must be sent to the Supervisors in the same manner as to the Board members. Supervisors have the right to attend the meetings, participate in discussions, but not to vote.
8. A Board meeting is valid when at least 3/4 of its members attend. If a quorum is not met in the first meeting, a second meeting may be convened within 7 days. The second meeting can proceed with more than half of the members present.
9. A Board member is considered present and voting at a meeting if:
  - a) They attend and vote directly at the meeting;
  - b) They authorize someone else to attend and vote as per paragraph 12;
  - c) They attend and vote through a virtual meeting, electronic voting, or other electronic means;
  - d) They send their voting ballot via mail, fax, or email.
10. If sending a voting ballot by mail, the ballot must be in a sealed envelope and delivered to the Chairman no later than 1 hour before the meeting starts. The voting ballots will only be opened in the presence of all attendees.
11. Voting:
  - a) Except for the cases mentioned in item b, each Board member or their authorized representative has one voting ballot;
  - b) Board members are not allowed to vote on contracts or proposals where they or their relatives have a conflicting interest. Such members are excluded from the minimum quorum for a valid meeting on decisions they cannot vote on;
  - c) In case of a conflict of interest or voting rights, the Chairman's decision will be final unless the nature or scope of the Board member's interest is not fully disclosed.
  - d) Supervisors may attend Board meetings and discuss, but they cannot vote.
12. Members must attend all Board meetings. Members may delegate someone else to attend and vote if approved by the majority of the Board members.
13. Board meetings can be held via virtual conferencing if members are in different locations, as long as each member can:
  - a) Hear others speak;
  - b) Speak to all participants simultaneously;



c) Engage in discussions through phone or other communication tools or a combination of these methods. In this case, members participating virtually are considered to be "present" at the meeting. The meeting location is where the majority of members or the Chairman is present.

Decisions made at such a meeting are effective immediately but must be confirmed by meeting minutes as per paragraph 16.

14. Written consent: Resolutions and decisions made through written consent are considered valid if the majority of Board members with voting rights approve them. These resolutions have the same legal effect as those passed at a regular meeting.
15. Minutes of Board meetings must be taken and may be recorded, saved, or stored electronically. The minutes must include:
  - a) Minutes of the Board of Directors' meetings must be prepared in Vietnamese and may be prepared in a foreign language (if necessary), including the following main contents:
    - (i) Name, head office address, enterprise code;
    - (ii) Time and location of the meeting;
    - (iii) Purpose, agenda and content of the meeting;
    - (iv) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
    - (v) Issues discussed and voted on at the meeting;
    - (vi) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
    - (vii) Voting results, clearly stating members who approve, members who disapprove and have no opinion;
    - (viii) Issues approved and corresponding percentage of votes approved;
    - (ix) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Point b of this Clause.
  - b) In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Sections i to viii of Point a of this Clause, the minutes shall be valid; The meeting minutes shall clearly state that the chairperson or the person recording the minutes refused to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally responsible for any damage caused to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, the Company's Charter and relevant laws.



- c) The chairperson, the person recording the minutes and the signatories in the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes;
  - d) Minutes of the Board of Directors' meetings and documents used in such meetings must be kept at the Company's head office;
  - đ) Minutes prepared in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the Vietnamese minutes shall prevail.
16. The Board makes resolutions through voting at a meeting, written consent, or other legal methods. Each member has one voting ballot.
17. Resolutions are passed if the majority of attending members vote in favor. In case of a tie, the Chairman's vote decides the outcome.

### **Article 32. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policies, human resources, salaries and benefits, internal auditing, and risk management. The number of members of each subcommittee will be decided by the Board of Directors, with a minimum of three members, including members of the Board and external members. Board members who do not serve in management roles must constitute the majority of the subcommittee, and one of them will be appointed as the Head of the subcommittee by the Board of Directors. The subcommittee's activities must comply with the Board's regulations. A subcommittee's resolution will only be valid if a majority of members participate and vote in favor during the subcommittee's meeting.
2. The implementation of decisions made by the Board of Directors or its subcommittees must be in accordance with current legal regulations and the company's charter, as well as the internal governance regulations of the company.

### **Article 33. Corporate Governance Officer**

1. The Board of Directors of the Company must appoint at least one corporate governance officer to assist in the governance functions of the company. The corporate governance officer may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.
2. The corporate governance officer must not simultaneously work for an approved auditing organization that is auditing the company's financial reports.
3. The corporate governance officer has the following rights and duties:
  - a) Advising the Board of Directors on organizing the General Shareholders' Meeting and related matters between the Company and its shareholders;
  - b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Shareholders' Meeting, as requested by the Board of Directors or the Supervisory Board;



- c) Advising on the procedures for the meetings;
- d) Attending meetings;
- e) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f) Providing financial information, minutes of Board meetings, and other relevant information to Board members and Supervisory Board members;
- g) Monitoring and reporting to the Board of Directors on the Company's public information activities;
- h) Serving as the main point of contact with relevant stakeholders;
- i) Ensuring confidentiality of information as required by law and the company charter;
- j) Performing other rights and duties as prescribed by law and the company charter.

#### **Article 34. Working Group of the Board of Directors**

Repealed.

### **VIII. CEO AND OTHER EXECUTIVES**

#### **Article 35. Organizational Structure**

The management system of the Company must ensure that the management team is accountable to the Board of Directors and is subject to its supervision and guidance in the daily operations of the Company. The Company shall have a CEO, Deputy CEOs, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be approved by a resolution or decision of the Board of Directors.

#### **Article 36. Company Executives**

1. Company executives include the CEO, Deputy CEOs, Chief Accountant, and other executives as defined in the company charter.
2. Upon the proposal of the CEO and with the approval of the Board of Directors, the Company may hire other executives in appropriate numbers and standards, in line with the company's organizational structure and management regulations defined by the Board of Directors. Executives must be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The CEO will receive salary and bonuses. The CEO's salary and bonus will be determined by the Board of Directors.
4. The salary of the executives will be included in the Company's business expenses in accordance with the corporate income tax law, reflected as a separate item in the Company's annual financial reports, and will be reported to the General Shareholders' Meeting at the annual meeting.

#### **Article 37. Appointment, Dismissal, Duties, and Powers of the CEO**

1. The Board of Directors appoints one (1) member of the Board of Directors or another person as the CEO and signs a contract specifying the remuneration, salary, and other benefits.
2. The CEO is responsible for the daily business operations of the Company; is under the supervision of the Board of Directors; is accountable to the Board of Directors and the General Shareholders' Meeting for fulfilling the assigned rights and duties and must report to these bodies upon request.
3. The CEO must manage the company in accordance with the law, the company charter, and internal management regulations; operate the company based on approved production and business plans, investment plans, financial plans, and resolutions or decisions approved by the Board of Directors and the General Shareholders' Meeting.
4. The standards and conditions for the CEO's appointment apply according to Clause 5, Article 162 of the Law on Enterprise.
5. The term of office of the CEO is five (5) years, which may be renewed according to relevant legal regulations. The appointment may become invalid based on the provisions in the employment contract.
6. The CEO has the following rights and duties:
  - a) Decide on matters related to the daily business operations of the company that do not fall within the authority of the Board of Directors, including negotiating, deciding on, and signing transactions and contracts that ensure the company's effectiveness based on the approved business plan; organizing and managing operations according to best practices; issuing internal regulations and norms to manage the company's operations or as assigned by the Board of Directors.
  - b) Decide on and be responsible for implementing the following contracts and transactions:
    - b1. Contracts for purchasing goods and services necessary for daily business operations up to VND 2 billion; if the purchase complies with the price list approved by the Board of Directors, the CEO may exceed this limit.
    - b2. Each capital mobilization plan up to VND 2 billion. For capital mobilization contracts with entities or individuals not governed by the Credit Institutions Law, approval from the Board of Directors is required.
    - b3. Lease or rent fixed assets for a period not exceeding 12 months and a value of up to VND 4 billion (excluding leases for land use rights, land-attached assets, and infrastructure).
    - b4. Sign or extend contracts for leasing warehouses, yards, infrastructure, and related services with a term not exceeding 12 months and a value of up to VND 4 billion and in accordance with the price list approved by the Board of Directors.
    - b5. Investment projects, upgrades, constructions; purchase of fixed assets with a value of under VND 1 billion.



c) Investment projects, fixed asset purchases, plans, schemes with total investment or already included in the annual plan, quarterly plan, approved/approved by the General Meeting of Shareholders or the Board of Directors, the Director shall organize the implementation, sign contracts in accordance with the provisions of law, this Charter and the internal management regulations of the company without having to submit them to the Board of Directors for approval. In case of arising exceeding or outside the list of investment projects, construction, plans for purchase and sale of fixed assets approved/approved by the Resolution of the General Meeting of Shareholders, the Board of Directors annually or quarterly, the Director shall decide according to the authority specified in Point b of this Clause. In case the level exceeds the authority, the Director shall report to the Board of Directors for decision. The Director shall report the implementation results at the nearest meeting of the Board of Directors or upon request of the Board of Directors.

c) Organize the implementation of the production and business development plan and business plan approved by the Board of Directors;

d) Submit to the Board of Directors for decision the production and business plan and investment plan; adjust the service price list and cost norms related to production and business activities according to the provisions of Point v, Clause 2, Article 29 or at the request of the Board of Directors of the Company annually.

đ) The Company Director may authorize in writing the Deputy Directors or other managers to perform certain rights and obligations within the scope of the Director;

When exercising the authorization, the Company Director must report and send the authorization document to the Board of Directors and the Chairman of the Board of Directors for inspection, supervision and monitoring. The content and scope of authorization are in accordance with the provisions of law and this Charter;

e) Propose to the Board of Directors the plan for the company's organizational structure, promulgate or amend and supplement the internal management regulations of the company;

g) Appoint, dismiss, remove executive positions in the company; except for positions under the authority of the Board of Directors and TCSG Corporation;

h) Decide on salaries, bonuses, and other benefits for employees in the company, those specified in Point g of this Clause, and those under the management authority of the Director after consulting the Board of Directors;

i) Consult the Board of Directors to decide on the number of employees, salary levels, allowances, benefits, appointment, dismissal, and other terms related to their labor contracts; recruit employees, sign labor contracts, terminate labor contracts, and reward and discipline employees in accordance with the provisions of law, company regulations, and Tan Cang Sai Gon Corporation;

j) Propose to the Board of Directors a plan to pay dividends or handle business losses;

k) Inspect and supervise the performance of assigned tasks by officers, employees and workers under the management of the company;



- l) The Director is responsible for promptly reporting and consulting the Board of Directors on issues arising under the authority of the Board of Directors;
  - m) Direct the company's professional agencies and units to inspect and supervise the production and business plans and financial plans of subsidiaries, joint-stock companies and capital contributions of the company, consolidate financial reports according to regulations and report to the Board of Directors.
  - n) Have the right to decide on handling measures beyond the authority in emergency cases: natural disasters, war, fire and other incidents and be responsible for this decision and report to the Board of Directors;
  - o) Other rights and obligations as prescribed by law, the Company's Charter, resolutions of the Board of Directors and internal management regulations of the company (if any).
7. If the CEO or other managers believe that the Board's resolutions or decisions are not appropriate, the CEO must immediately report this to the Board and may submit a written dissent, though they remain responsible for executing the decisions. Any dissent will be considered a valid excuse for liability in case of damage.
  8. In the absence of the CEO, the Board of Directors may appoint a Deputy CEO or another manager to temporarily handle specific tasks within the CEO's authority. This must be done through a Board resolution.
  9. The CEO must manage the company in compliance with the law, the company charter, internal regulations, their employment contract, and the resolutions and decisions of the Board of Directors and General Shareholders' Meeting. If the CEO operates contrary to these regulations and causes damage to the company, they will be held legally responsible and must compensate the company for the losses.
  10. The Board of Directors may dismiss or remove the CEO with the approval of at least two-thirds of the Board members (the CEO, if also a Board member, cannot vote) and appoint a new CEO.
  11. The CEO may be dismissed for the following reasons:
    - a) Company needs for personnel transfers or restructuring within Tan Cang Shipping Corporation.
    - b) Health issues preventing the CEO from working.
    - c) Retirement, or the expiration of the employment contract without renewal.
  12. The CEO may be removed by the Board of Directors for the following reasons:
    - a) Failure to fulfill assigned duties or violation of company rules and regulations or those of Tan Cang Shipping Corporation.
    - b) Legal violations that lead to criminal liability or the termination of the CEO's contract.

#### **Article 38. Deputy Director, Chief Accountant, and Supporting Staff**



1. The Deputy Director assists the Director in managing the company according to the assignment or authorization from the Director; and is responsible to the Director and the law for the tasks assigned or authorized.
2. The Deputy Director and Chief Accountant are appointed or enter into contracts for a term of five (5) years and may be reappointed or have their contracts extended.
3. The office, departments, divisions, or specialized units of the company provide advice and assistance to the Board of Directors and the Director in managing and operating the company.
4. The specific duties of the specialized departments, divisions, and equivalent units are defined in the company's organization and operation regulations, which are unified and approved by the Board of Directors.
5. During operations, the Director may propose to the Board of Directors any changes in the organizational structure, staffing, number, and functions of the specialized departments, divisions, and equivalent units to align with the company's business needs.

#### **Article 38A. Company Secretary**

When necessary, the Board of Directors may appoint one (1) or more Company Secretaries for a term as determined by the Board. The Board of Directors may also remove the Company Secretary as needed, in accordance with applicable labor laws. The Company Secretary has the following rights and duties:

1. Assisting in organizing the meetings of the General Meeting of Shareholders and the Board of Directors; recording the minutes of the meetings.
2. Supporting members of the Board of Directors in exercising their rights and duties.
3. Assisting the Board of Directors in implementing corporate governance principles.
4. Assisting the company in building relationships with shareholders and protecting their legitimate rights and interests; ensuring compliance with information disclosure obligations and administrative procedures.
5. Other rights and duties as defined in the Company's Charter and internal regulations.

#### **Article 39. Remuneration, Salaries, Bonuses, and Other Benefits for Board Members, Chairman of the Board, and Director**

1. The company has the right to pay remuneration and bonuses to the members of the Board of Directors, salary and bonuses to the Chairman of the Board, Director, and other managers based on business results, performance, and in compliance with legal regulations.
2. The salary, remuneration, bonuses, and other benefits of the Board members, Chairman of the Board, and Director are paid according to the following provisions:
  - a) Board members (excluding those who are representatives) are entitled to remuneration and bonuses. Remuneration is calculated based on the number of days required to complete the Board member's duties and the daily remuneration rate. The



Board of Directors agrees on the remuneration for each member. Total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

b) Board members are reimbursed for reasonable travel, accommodation, and other related expenses incurred while carrying out their duties.

c) Board members holding executive positions or working on committees or undertaking tasks outside the usual scope of a Board member may receive additional remuneration in the form of a lump sum payment, salary, commission, profit-sharing, or other forms of compensation according to the company's Board remuneration policy.

d) The Director of the company is paid a salary and bonus. The salary and bonus of the Director are determined by the Board of Directors in accordance with legal regulations.

3. The remuneration of each Board member, salary of the Chairman of the Board, Director, and other managers is included in the company's business expenses as per corporate income tax law and must be reported as a separate item in the company's annual financial statements, which must be presented to the General Meeting of Shareholders at the annual meeting.

#### **Article 40. Disclosure of Related Party Interests**

1. The company must compile and update the list of related persons of the company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their corresponding transactions with the company.

2. Members of the Board of Directors, Supervisors, Directors and other managers of the company must declare their related interests with the company, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly own or separately own capital contributions or shares of more than 10% of the charter capital.

3. The declaration prescribed in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; The amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendments and supplements.

4. The public retention, review, excerpts and copies of the List of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The Company must notify the List of related persons and related interests to the General Meeting of Shareholders at the annual meeting;



b) The List of related persons and related interests shall be kept at the head office of the enterprise; if necessary, part or all of the above List may be kept at the Company's Branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the Director and other managers shall have the right to request excerpts and copies of part or all of the List of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article;

d) The Company must create conditions for the persons specified in Point c, Clause 4 of this Article to access and copy the list of related persons of the Company and other contents in the fastest and most convenient way; they must not be prevented or made difficult in exercising this right;

d) The order and procedures for extracting and copying the contents of the declaration of related persons and related interests shall be implemented as follows:

d1. The persons specified in Point c, Clause 4 of this Article shall, in writing, send to the Chairman of the Board of Directors or the Authorized Person, a request to extract and copy part or all of the List of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article;

d2. At the head office, during working hours, the Chairman of the Board of Directors or the Authorized Person shall be responsible for approving or not approving the request in writing and forwarding it to the Secretary of the Board of Directors, who is responsible for providing the approved extract.

5. Members of the Board of Directors, Supervisors, Directors and other managers of the company are obliged to notify in writing the Board of Directors and Supervisors of transactions between the Company, subsidiaries, other companies in which the Company controls more than fifty percent (50%) of the charter capital with members of the Board of Directors, Supervisors, Directors or with their related persons in accordance with the provisions of law.

6. Members of the Board of Directors and Directors who, on their own behalf or on behalf of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform such work with the approval of the majority of the remaining members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **IX. SUPERVISORY BOARD**

### **Article 41. Nomination and Election of Supervisors**

1. The nomination and election of Supervisors shall be conducted in the same manner as prescribed in Clause 1, Article 27 of this Charter. Shareholders holding voting shares have the right to combine the voting rights of each individual to nominate Supervisors. Shareholders or shareholder groups holding from 10% to less than 30% of the voting shares may nominate one (1) Supervisor; from 30% to less than 40% may nominate a



maximum of two (2) Supervisors; from 40% to less than 50% may nominate a maximum of three (3) Supervisors; from 50% to less than 60% may nominate a maximum of four (4) Supervisors; and from 60% or more may nominate a maximum of five (5) candidates.

2. In the event that the number of candidates for the Supervisory Board nominated or elected is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of this Charter, the company's internal governance regulations, and the Supervisory Board's operational rules. The incumbent Supervisory Board must clearly announce any additional nominations before the General Meeting of Shareholders votes on the election of Supervisors, in compliance with the law.

#### **Article 42. Composition of the Supervisory Board**

1. The Supervisory Board consists of 03 members. The term of office for Supervisors is no more than five (5) years, and they may be re-elected for an unlimited number of terms.
2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Enterprise Law and must not be in any of the following situations:
  - a) Working in the company's accounting or finance department;
  - b) Being a member or employee of an independent audit firm that has audited the company's financial statements for the last three years.
3. Supervisors may be removed in the following cases:
  - a) They no longer meet the required standards and conditions for being a Supervisor as prescribed in Clause 2 of this Article;
  - b) They submit a resignation letter, and it is approved;
  - c) Other cases as prescribed by law and this Charter.
4. Supervisors may be dismissed in the following cases:
  - a) Failure to fulfill assigned tasks or duties;
  - b) Failure to perform their rights and obligations for six (6) consecutive months, except in cases of force majeure;
  - c) Repeatedly violating, or committing serious violations of the duties of a member of the Supervisory Board as prescribed by the Enterprise Law and this Charter;
  - d) Other cases as resolved by the General Meeting of Shareholders.

#### **Article 43. Chairman of the Supervisory Board**

1. The Chairman of the Supervisory Board is elected by the members of the Supervisory Board from among themselves, and the election, dismissal, and removal are based on a majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Chairman of the Supervisory Board must hold at least a



bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

2. Rights and duties of the Chairman of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;
- b) Assign tasks to the Supervisors;
- c) Request the Board of Directors, the Director, and other managers to provide information related to reports to the Supervisory Board;
- d) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors to present to the General Meeting of Shareholders. On behalf of the Supervisory Board, sign documents within its authority;
- đ) Exercise other rights and duties as prescribed by law and this Charter.

**Article 44. Rights and Duties of the Supervisory Board**

The Supervisory Board has the following rights and duties in accordance with Article 170 of the Law on Enterprise and additional rights and duties as follows:

1. Propose and recommend the General Meeting of Shareholders to approve a list of audit firms authorized to audit the company's financial statements; decide on the approved audit firm to inspect the company's activities, and dismiss the authorized auditor if necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the company's financial situation and ensure compliance with the law in the operations of the Board of Directors, the Director, and other managers.
4. Ensure coordination between the Supervisory Board, the Board of Directors, the Director, and shareholders.
5. Collaborate closely with the Internal Audit Department and Tan Cang Group in exercising its rights, duties, and responsibilities.
6. In case of discovering any legal violations or breaches of the company's Charter by members of the Board of Directors, the Director, or other managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, demand the violator to cease the violation, and implement corrective measures.
7. Draft the Supervisory Board's operational regulations and present them for approval at the General Meeting of Shareholders.
8. Report to the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Securities Law.
9. Have the right to access the company's records and documents stored at the headquarters, branches, and other locations; have the right to visit the workplace of the company's managers and employees during working hours.



10. Have the right to request the Board of Directors, Board members, the Director, and other managers to provide complete, accurate, and timely information and documents related to the company's management, operations, and business activities.
11. Exercise other rights and duties as prescribed by law and this Charter.

#### **Article 45. Meetings of the Supervisory Board**

1. The Supervisory Board must hold at least two (2) meetings per year, with at least two-thirds (2/3) of the Supervisors attending. The meeting minutes must be detailed and clear. The person taking the minutes and the Supervisory Board members attending the meeting must sign the minutes. The meeting minutes must be kept to determine the responsibility of each Supervisor.
2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the approved audit firm to attend and answer any questions that need clarification.

#### **Article 46. Salary, Remuneration, Bonuses, and Other Benefits for Supervisors**

The salary, remuneration, bonuses, and other benefits for Supervisors shall be implemented according to the following provisions:

1. Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders will decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Supervisors will be reimbursed for reasonable costs such as meals, accommodation, travel, and the use of independent consulting services. The total remuneration and costs shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operational costs of the Supervisory Board are considered as business expenses of the Company under the corporate income tax laws, other relevant regulations, and must be recorded separately in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR, AND OTHER MANAGERS**

#### **Article 47. Duty of Care**

Members of the Board of Directors, Supervisors, the Director, and other managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty, care, and in the best interests of the Company.

#### **Article 48. Duty of Loyalty and Avoiding Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the Director, and other managers must disclose any related interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.



2. Members of the Board of Directors, Supervisors, the Director, other managers, and their related parties may only use information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, Supervisors, the Director, and other managers must notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or any other companies controlled by the Company (holding 50% or more of the capital) with themselves or their related parties, as required by law. If such transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the resolutions in accordance with securities law on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that provide benefits to themselves or their related parties, as prescribed by the Enterprise Law and the Company's Charter.
5. Members of the Board of Directors, Supervisors, the Director, other managers, and their related parties are prohibited from using or disclosing internal information to others for conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Supervisors, the Director, other managers, or individuals or organizations related to these parties will not be invalid in the following cases:
  - a) For transactions with a value less than or equal to 35% of the total assets reported in the most recent financial statements, where the essential terms of the contract or transaction, as well as the relationships and interests of the Board members, Supervisors, the Director, and other managers, have been reported to the Board of Directors and approved by a majority vote of those Board members with no related interest;
  - b) For transactions with a value greater than 35% or transactions that result in cumulative transactions over 12 months reaching 35% or more of the total assets reported in the most recent financial statements, where the essential terms of the transaction, as well as the relationships and interests of the Board members, Supervisors, the Director, and other managers, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from shareholders with no related interest;
  - c) For contracts, loans, sales of assets exceeding 10% of the total assets of the company as reported in the most recent financial statements between the company and shareholders who own 51% or more of the voting shares, or related parties of these shareholders, which have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from shareholders with no related interest.

#### **Article 49. Responsibility for Damage and Compensation**

1. Members of the Board of Directors, Supervisors, the CEO, and other executives who violate the duty of honesty and care, or fail to fulfill their responsibilities, shall be liable for any damages caused by their violations.



2. The company will compensate individuals who have been, are, or may become parties in lawsuits (including civil, administrative cases, and lawsuits in which the company is not the plaintiff) if those individuals were or are members of the Board of Directors, Supervisors, the CEO, executives, employees, or authorized representatives of the company, and have acted in good faith and with care for the company's benefit, in compliance with the law, and with no evidence of violations of their duties.
3. Compensation costs include judgment fees, fines, and actual expenses (including attorney's fees) incurred in resolving such cases within the legal framework. The company may purchase insurance to cover these compensation liabilities.

#### **Article 50. Right to Access Books and Company Records**

1. Ordinary shareholders have the right to inspect the books and records, specifically:
  - a) Ordinary shareholders may review, inspect, and extract information about names and contact details in the list of voting shareholders; request corrections for any inaccurate information; inspect, extract, or copy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders holding at least 5% of the total common shares have the right to inspect, extract, or copy the minutes and resolutions of the Board of Directors, semi-annual and annual financial reports, reports from the Supervisory Board, contracts and transactions requiring the Board of Directors' approval, and other documents, except for those related to trade secrets and business secrets of the company.
2. If an authorized representative of shareholders or a group of shareholders requests access to the books and records, they must provide a power of attorney or a notarized copy of the power of attorney from the shareholders they represent.
3. Members of the Board of Directors, Supervisors, the CEO, and other executives have the right to access the company's shareholder registry, shareholder list, and other books and records for purposes related to their positions, provided that the information is kept confidential.
4. The company must retain its Charter and any amendments, its business registration certificate, rules, proof of asset ownership, resolutions from the General Meeting of Shareholders and the Board of Directors, minutes of meetings, reports from the Board of Directors, reports from the Supervisory Board, annual financial reports, accounting books, and other required documents, either at its headquarters or another location, as long as shareholders and the business registration authority are notified of where these documents are kept.
5. The company's Charter must be published on its website.

#### **Article 51. Labor and Employment**

1. Employment, labor contracts, and the termination of labor contracts for employees shall be carried out in accordance with the Labor Code, the company's collective labor



agreement, and the individual labor contracts signed by the company's CEO (or an authorized representative) with the employee, and the company's internal management regulations.

2. The legal representative of the company has the right to recruit, sign labor contracts, or terminate labor contracts with employees based on the company's needs or business plan, in accordance with the Labor Code and the company's internal regulations.
3. In the course of its operations, if additional labor is needed, the company will recruit individuals with suitable qualifications and skills to complete the required tasks according to the company's recruitment regulations and its valid collective labor agreement.

#### **Article 52. Salary**

Salaries, bonuses, and allowances for employees are paid based on productivity, work quality, and performance, in accordance with the Labor Code, company regulations, relevant laws, and the company's business performance.

#### **Article 53. Employee Rights and Responsibilities**

1. Rights: Employees are entitled to benefits as per this Charter, the company's internal regulations, and the company's valid collective labor agreement. Employees are also entitled to social insurance, health insurance, unemployment insurance, and other benefits as prescribed by current laws.
2. Responsibilities: Employees are required to perform their duties well, comply with the company's Charter, legal labor discipline rules, and other internal regulations as per the Labor Code and relevant legal regulations. Violations of labor discipline and material responsibilities will result in disciplinary action, in accordance with the company's internal regulations and the Labor Code.

#### **Article 54. Workers and Trade Unions**

1. The CEO must prepare a plan for the Board of Directors to approve issues related to recruitment, employee layoffs, salaries, social insurance, welfare, rewards, and discipline according to the Charter and company regulations.
2. The CEO must prepare a plan for the Board of Directors to approve issues related to the company's relationship with trade union organizations based on norms, best practices, policies outlined in the Charter, company regulations, and current laws.

#### **Article 55. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payout rate and method of annual dividend distribution from the company's retained earnings.
2. The company does not pay interest on the money paid as dividends or any related payments for a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the distribution of all or part of the dividends in the form of shares, and the Board of Directors will execute this decision.



4. When dividends or other payments related to a class of shares are paid in cash, the company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the company has transferred money correctly according to the bank details provided by a shareholder and the shareholder does not receive the funds, the company is not responsible for the payment. Dividends for shares listed or registered for trading on the stock exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Enterprise Law and the Securities Law, the Board of Directors shall decide on a specific date to close the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares and receive notices or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with the law.

#### **Article 56. Bank Accounts**

1. The company shall open bank accounts in Vietnamese banks or branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authorities, the company may open bank accounts abroad in accordance with legal provisions.
3. The company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the company holds accounts.

#### **Article 57. Financial Year**

The company's financial year begins on January 1st each year and ends on December 31st each year. The first financial year begins on the date of issuance of the business registration certificate and ends on December 31st of the year following the issuance of the business registration certificate.

#### **Article 58. Accounting System**

1. The company applies the corporate accounting system or a special accounting system approved by the competent authorities.
2. The company keeps accounting books in Vietnamese and retains accounting records as required by accounting laws and other relevant laws. These records must be accurate, updated, systematic, and sufficient to verify and explain the company's transactions.
3. The company uses the Vietnamese Dong as the currency unit in accounting. If the company conducts transactions primarily in another foreign currency, it may choose that foreign currency for accounting purposes, but must assume responsibility for this choice and notify the tax authorities.

#### **Article 59. Annual, Semi-annual, and Quarterly Financial Reports**



1. The company must prepare an annual financial report, which must be audited according to the law. The company shall disclose the audited financial report as required by the securities law and submit it to the competent state agency.
2. The annual financial report must include all necessary reports, appendices, and explanatory notes as required by the corporate accounting law. It must reflect the company's operations honestly and objectively.
3. The company must prepare and disclose semi-annual financial reports and quarterly financial reports as required by the securities law and submit them to the competent state agency.

#### **Article 60. Annual Report**

The company must prepare and disclose an Annual Report according to the requirements of securities laws and the stock market.

### **XVI. AUDIT OF THE COMPANY**

#### **Article 61. Audit**

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to select one of these entities to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statement.
3. The independent auditor conducting the audit of the Company's financial statements has the right to attend the General Meeting of Shareholders and receive notifications and other relevant information about the meeting. They are also entitled to express opinions at the meeting regarding matters related to the audit of the Company's financial statements.
4. Complying with the inspection and audit plans of competent state authorities and the oversight and inspection of TCT TCSG's agencies and units.

### **XVII. COMPANY SEAL**

#### **Article 62. Company Seal**

1. The seal consists of the seal made at a seal engraving facility or in the form of a digital signature according to the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current laws.

### **XVIII. DEPENDENT UNITS, SUBSIDIARIES, JOINT VENTURES, AND AFFILIATES OF THE COMPANY**

#### **Article 63. Dependent Units, Subsidiaries, Joint Ventures, and Affiliates of the Company**



1. The Company has dependent units, subsidiaries, joint ventures, and affiliates.
2. The Company may establish subsidiaries and dependent units both domestically and internationally to support its business operations in accordance with resolutions approved by the General Meeting of Shareholders or the Board of Directors and in compliance with legal regulations.

#### **Article 64. Relationship Between the Company and Dependent Units**

1. The Company has dependent units whose establishment, restructuring, dissolution, or termination is decided by the Board of Directors. These include representative offices, branches, and business locations, which are organized and managed in accordance with the Company's regulations and the law. They operate based on the organizational and operational regulations approved by the Board of Directors upon the General Director's proposal.
2. Dependent units do not have their own capital or assets; all their capital and assets belong to the Company. They conduct business, financial activities, and other operations according to the Company's delegation or authorization, as defined in this Charter, the Company's regulations, or the specific regulations for each dependent unit. The Company is responsible for financial obligations arising from the commitments of the dependent units.
3. The Company may establish representative offices either domestically or internationally to carry out trade promotion activities within the scope of the law. These offices represent the interests of the Company and may have a headquarters, open accounts, and use a seal in the name of the representative office according to the law. They must follow the Company's organizational and operational regulations.
4. Branches of the Company may be established domestically or internationally to carry out business activities, performing all or part of the Company's functions, including representation by authorization. They must follow the Company's business lines, maintain accounting according to the Company's regulations and legal requirements, and follow the Company's organizational and operational regulations.
5. Business locations of the Company are places where specific business activities are conducted according to the Company's delegation. These locations may be outside the registered headquarters but within the province or city where the Company's headquarters is located. The organization, naming, functions, and tasks of the business locations are decided by the Board of Directors based on legal regulations.

#### **Article 65. Relationship Between the Company and Subsidiaries or Invested Enterprises**

1. Relationship with Subsidiaries (100% ownership)

The Company is the owner of its subsidiary, where it holds 100% of the charter capital. The Board of Directors represents the Company to exercise the rights and obligations of the owner concerning the subsidiary as per the law or by authorization from the General Meeting of Shareholders.



The General Meeting of Shareholders and/or the Board of Directors of the Company will exercise the following rights with respect to the subsidiary:

- a) Decide on the establishment, charter capital upon establishment, objectives, tasks and business lines; decide on adjusting charter capital during operation, reorganization, ownership conversion, dissolution and bankruptcy of the subsidiary;
- b) Approve the Charter of the subsidiary upon establishment; decide on amending and supplementing the Charter; issue financial management regulations of the subsidiary upon the proposal of the Chairman of the Board of Members or Chairman of the Board of Directors of the subsidiary;
- c) Approve the annual business strategy of the subsidiary. Decide on solutions for market development, marketing and technology;
- d) Decide on the organizational management structure; appoint, dismiss, remove, reward, discipline, decide on salary, bonus and other benefits of the Chairman, members of the Board of Members or Chairman of the Board of Directors of the company, Director, Controller of the subsidiary;
- d) Decide or approve through:
  - Capital mobilization plan for each project with a mobilization level of 50% or more of the owner's equity recorded in the quarterly financial report or annual financial report of the subsidiary at the time closest to the time of capital mobilization or another smaller ratio specified in the subsidiary's charter;
  - Each project of investment outside the enterprise, construction investment, purchase of fixed assets, lease or rental contracts with a value of 50% or more of the owner's equity recorded in the quarterly financial report or annual financial report of the subsidiary at the time of deciding on project investment or contract decision or another smaller ratio specified in the subsidiary's charter;
  - Plan to liquidate or sell fixed assets with a remaining value of 50% of the equity recorded in the quarterly financial statements or annual financial statements of the subsidiary at the time closest to the time of implementing the plan or another smaller ratio specified in the subsidiary's charter;
- e) Decision to transfer part or all of the subsidiary's charter capital to another organization or individual. The transfer of part or all of the charter capital shall be carried out in accordance with current laws and the subsidiary's charter;
- g) Delegation to the Board of Members or the Chairman of the subsidiary to decide on the appointment, dismissal, reward, discipline, salary, bonus and other benefits for the Deputy Director, Chief Accountant and other executive managers of the subsidiary after approval by the company;
- h) Approval of financial statements, profit distribution, and annual fund allocation of the subsidiary;
- i) Request the legal representative of the subsidiary to provide quarterly and annual financial reports, detailed financial plans for the following year, and provide necessary



information to prepare consolidated financial reports and summary reports of the group of companies in accordance with the provisions of law and this Charter;

j) Monitor, inspect, audit and evaluate production, management and operation activities, and law compliance in accordance with current laws, this Charter and the Charter of the subsidiary;

k) Recover the entire value of the subsidiary's assets after the subsidiary completes dissolution or bankruptcy in accordance with current laws;

l) Approve annual financial reports and decide on the use of profits after fulfilling tax obligations and other financial obligations of the subsidiary;

m) Responsibilities:

- Invest capital as committed; be responsible for debts and other financial obligations of the subsidiary within the scope of the charter capital of the subsidiary; In case of failure to invest the full amount of committed capital, the Company shall be jointly responsible for the debts and other financial obligations of the subsidiary;

- Comply with the charter of the subsidiary;

- Comply with the provisions of the law on contracts and relevant laws in the purchase, sale, borrowing, lending, leasing, renting and other transactions between the subsidiary and the Company;

- Identify and separate the assets of the Company and the assets of the subsidiary;

n) Exercise other rights, responsibilities and obligations prescribed by current laws, this Charter and the Charter of the subsidiary.

2. Relations with a company in which the company holds more than 50% of the charter capital or total issued shares of that company (hereinafter referred to as the enterprise):

a) Exercise the rights and obligations of shareholders or capital contributors in accordance with the provisions of current law, this Charter and the Charter of that enterprise;

b) Directly manage shares and capital contributions through one (or more) representatives of the company's capital at that enterprise;

c) The General Meeting of Shareholders and/or the Board of Directors of the company shall exercise the following rights depending on the authority of the General Meeting of Shareholders and the Board of Directors over that enterprise:

- Appoint, dismiss, reward, discipline, evaluate the level of task completion, decide on allowances and benefits of the capital representative;

- Inspect and supervise the activities of the Capital Representative to promptly prevent and handle shortcomings and weaknesses of the Representative;

- Assign tasks to the Capital Representative to protect the company's legitimate rights and interests at that enterprise;



- Request the Capital Representative to periodically or suddenly report on the financial situation, business results and other contents of that enterprise according to the regulations on management of the authorized Representative for the company's capital invested in other enterprises of the company;
  - Assign tasks and request the Capital Representative to consult the company on important issues before voting at that enterprise, including: Management, administration and control structure; management personnel, executives of the company; amendments and supplements to the Company Charter; issues leading to changes in the company's capital contribution ratio at that enterprise; development orientation, long-term plans, and annual plans; capital mobilization, financial handling, dividend distribution; use of shares and capital contributions to serve the development orientation and goals of the company; other issues under the authority of the General Meeting of Shareholders and other issues according to the regulations on management of the authorized representative for the capital portion of the company invested in other enterprises of the company;
  - Collect dividends and bear risks from the company's capital contribution in that enterprise;
  - Inspect and supervise the use of the capital portion of the Company contributed to that enterprise according to the authority prescribed by law;
  - Be responsible for the effectiveness of the use, preservation and development of the capital portion contributed to that enterprise;
  - Through the representative of the capital portion, request that enterprise to provide full reports, documents and information as prescribed to prepare the consolidated financial statements and the summary report of the Company;
- d) Exercise other rights, responsibilities and obligations prescribed by current laws, the Charter and regulations of the company.

### 3. Relationship between the Company and other enterprises with shares and capital contributions (joint ventures, associates):

An enterprise with shares and capital contributions is a joint stock company, a limited liability company with two or more members whose shares and capital contributions are equal to or less than 50% of the charter capital of that enterprise, established, organized and operated in accordance with the provisions of law corresponding to the legal form of each type of enterprise.

The Company is the owner of the capital portion of the Company in those enterprises. The Board of Directors of the Company exercises the rights and obligations of the owner regarding the capital portion that the Company invests in these enterprises; exercises the rights, responsibilities and obligations corresponding to the contents specified in Clause 2 of this Article.

4. The relationship between the Company and its subsidiaries and other enterprises with shares and capital contributions is based on the principle of equality and independence between legal entities. All transactions, contracts: purchase, sale, lease, rental,



borrowing and transfer of assets between the Company and its subsidiaries and other capital-contributing enterprises shall be conducted on the same basis as other legal entities in accordance with the provisions of current law, this Charter and the Company's internal management regulations. 5. The Board of Directors shall appoint one or more representatives of the Company to exercise the Company's rights as the owner of the subsidiary in which the Company invests 100% of the capital and the rights of the owner of the capital contributed by the Company in other capital-contributing enterprises in accordance with relevant legal provisions, this Charter and the Company's internal management regulations, the Charters of the subsidiaries and capital-contributing enterprises.

## **XIX. DISSOLUTION OF THE COMPANY**

### **Article 66. Dissolution of the Company**

1. The company may be dissolved in the following cases:
  - a) Dissolution by the resolution or decision of the General Meeting of Shareholders;
  - b) The revocation of the Business Registration Certificate, except in cases where the Tax Management Law provides otherwise;
  - c) Other cases as stipulated by law.
2. The dissolution of the company prior to its term is decided by the General Meeting of Shareholders, and the Board of Directors will carry it out. This dissolution decision must be notified or approved by the competent authority (if required) as per regulations.

### **Article 67. Liquidation**

1. At least 06 months before the expiration of the company's operation term or after receiving the dissolution decision, the Board of Directors must establish a Liquidation Committee comprising 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the company's employees or independent experts. All costs related to the liquidation shall be paid by the company before other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the establishment date and the date the liquidation process begins. From this point, the Liquidation Committee represents the company in all liquidation-related matters before the Court and administrative bodies.
3. The proceeds from the liquidation will be paid in the following order:
  - a) Liquidation expenses;
  - b) Outstanding wages, severance allowances, social insurance, and other benefits for employees as per the collective labor agreement and employment contracts;
  - c) Tax liabilities;



d) Other debts of the company;

đ) The remaining funds, after settling the debts from (a) to (d), will be distributed to shareholders. Preferential shares will be paid first.

### **Article 68. Bankruptcy**

The company's bankruptcy will be conducted according to the provisions of the law on business bankruptcy.

## **XX. RESOLVING INTERNAL DISPUTES**

### **Article 69. Resolving Internal Disputes**

1. In the event of disputes or complaints related to the company's activities, the rights and obligations of shareholders as stipulated in the Enterprise Law, the company's Charter, other legal provisions, or agreements between:

a) Shareholders and the company;

b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other managers;

The involved parties will attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board will preside over the dispute resolution and request each party to present relevant information within 30 working days from the dispute's initiation. In disputes involving the Board of Directors or the Chairman, either party can request the appointment of an independent expert as a mediator for dispute resolution.

2. If no resolution is reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, one party may bring the dispute to Arbitration or the Court.

3. Each party shall bear the costs related to negotiation and mediation procedures. Court costs shall be paid according to the court's decision.

## **XXI. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 70. Supplementing and Amending this Charter**

1. Amendments or additions to this Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In cases where the law stipulates provisions related to the company's activities that are not mentioned in this Charter or where there are new legal regulations that conflict with the provisions of this Charter, those provisions will apply to regulate the company's activities.

## **XXII. EFFECTIVE DATE**

### **Article 71. Effective Date**

1. This Charter, consisting of 22 sections and 71 articles, was approved by the General Meeting of Shareholders of Tan Cang Warehousing Joint Stock Company on June 17,



2021, during the 2021 Annual General Meeting, updated as per the resolutions of the General Meetings in 2022 and 2025, and the full text of this Charter has been approved as effective.

2. The Charter has been made in 10 copies, all of equal value, and must be kept at the company's headquarters.
3. This Charter is the official and sole governing document of the company.
4. Any copies or excerpts of this Charter are valid when signed by the Chairman of the Board of Directors or at least half of the Board's members.

**LEGAL REPRESENTATIVE  
DIRECTOR**

**Do Thanh Truong**

