

No.: 377/TTr-HĐQT

Thu Duc, May 26, 2025

PROPOSAL

**Re: Amend of the Internal Regulation on Corporate Governance,
and the Regulation on the operation of the Board of Directors**

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 several provisions of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Public Asset Management, Law on Tax Management, Law on Personal Income Tax, Law on National Reserve, Administrative Violations Handling;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of some provisions of the Law on Securities;

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

Pursuant to the Internal Regulation on Corporate Governance of Tan Cang Warehousing Joint Stock Company;

Pursuant to the Regulation on the Operation of the Board of Directors 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 the amendments and additions to the Internal Regulation on Corporate Governance and the Regulation on the operation of the Board of Directors. The details of the amendments and additions are attached in the draft of the amended Internal Regulation on Corporate Governance and the amended Regulation on the operation of the Board of Directors.

We kindly request the General Meeting of Shareholders to approve.

Sincerely,

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Board of Management;
- Save: VT, KHKD. H03.

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



Ngo Van Ngu

No.: /QC-HĐQT

Thu Duc,, 2025

**INTERNAL REGULATION ON CORPORATE GOVERNANCE
TAN CANG WAREHOUSING JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding several provisions on corporate governance applicable to public companies as specified in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;

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

Pursuant to Resolution No. 01/2025/NQ-DHDCD dated May 29, 2025 of the annual General Meeting of Shareholders 2025;

The Board of Directors hereby issues the Internal Regulation on Corporate Governance of Tan Cang Warehousing Joint Stock Company with the following contents:

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: This internal regulation stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Director; the procedures for holding the General Meeting of Shareholders; the nomination, election, dismissal, and removal of members of the Board of Directors, Board of Supervisors, and the Director, as well as other activities as provided by the Company's Charter and applicable laws.
2. Applicable subjects: This regulation apply to members of the Board of Directors, the Board of Supervisors, the Director, and related persons.

Article 2. General Meeting of Shareholders

1. Roles, rights and obligations of the General Meeting of Shareholders:
 - a) The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
 - b) The rights and obligations of the General Meeting of Shareholders are implemented according to the provisions of Article 17 of the Company's Charter.
2. The order and procedures for the General Meeting of Shareholders to pass resolutions by voting at the General Meeting of Shareholders include the following main contents:
 - a) Authority to convene the General Meeting of Shareholders:

- The Board of Directors convenes the annual General Meeting of Shareholders within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year.
- The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - + The Board of Directors deems it necessary for the benefit of the Company;
 - + The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
 - + At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
 - + At the request of the Board of Supervisors;
 - + Other cases as prescribed by law and the Company's Charter.

b) Prepare the list of shareholders entitled to attend the meeting: The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders.

c) Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders:

The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

d) Notice of convening the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the contact address of the shareholders, and shall be published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or transferred in a valid manner).

đ) Agenda and content of the General Meeting of Shareholders.

- The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the

General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- + Meeting agenda, documents used in the meeting;
 - + List and detailed information of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;
 - + Voting ballots;
 - + Draft resolutions for each issue in the meeting agenda.
 - Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the proposed issue to be included in the meeting agenda.
 - The person convening the General Meeting of Shareholders has the right to reject the proposal if one of the following cases occurs:
 - + The proposal is not sent in accordance with regulations;
 - + At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 14 of the Company Charter;
 - + The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
 - + Other cases as prescribed by law and the Company Charter.
 - The person convening the General Meeting of Shareholders must accept and include the proposal in the proposed agenda and content of the meeting, except for the case specified in Clause 5, Article 20 of the Company Charter; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
- e) Authorization for a representative to attend the General Meeting of Shareholders:
- Authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The authorization document must be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the authorization period, and the signatures of the authorizing party and the authorized party.
 - The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).



- The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - + The authorized person has died, has limited civil act capacity or has lost civil act capacity;
 - + The authorized person has revoked the authorization appointment;
 - + The authorized person has revoked the authority of the person performing the authorization.

This provision does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

g) How to register to attend the General Meeting of Shareholders:

- Shareholders, authorized representatives of shareholders who are organizations can directly attend the meeting or authorize one or more individuals or organizations to attend the meeting or attend the meeting through one of the following forms:
 - + Attend and vote through online conference, electronic voting or other electronic forms (in case the company applies these forms);
 - + Send voting ballots to the meeting by mail, fax, email;
 - + Send voting ballots by other means according to the company's regulations.
- Shareholders, authorized representatives must present the following documents:
 - + Individual shareholders: Meeting invitation, Identity card/Citizen identification card or Passport and Power of Attorney (in case of authorization).
 - + Legal entity shareholders: Meeting invitation letter, Copy of business registration certificate, Power of attorney and ID card/Citizen identification card or Passport of the authorized person.

h) Conditions for holding:

- The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes;
- In case the first meeting is not eligible to be held, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes;
- In case the second meeting is not eligible to be held, the notice of invitation to the third meeting shall be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

i) Form of passing resolutions of the General Meeting of Shareholders: passing at the meeting, online conference or collecting shareholders' opinions in writing.


k) Voting and voting methods:

Voting and voting methods at the meeting shall be implemented according to the Regulations on the organization of the General Meeting of Shareholders approved at each meeting.

l) Vote counting method:

- When voting at the meeting, the number of cards approving the resolution shall be collected first, the number of cards opposing the resolution shall be collected later, and finally the total number of votes approving or opposing shall be counted to decide.
- The meeting shall elect a Ballot Counting Committee at the request of the Chairman. The number of members of the Ballot Counting Committee shall not exceed 03 (three) people.
- For sensitive issues and if requested by shareholders, the Company shall appoint a neutral organization to collect and count the votes.
- The Ballot Counting Committee shall be responsible for compiling statistics of the number of votes of Approval or Disagreement or No Opinion of the General Meeting of Shareholders for each voting issue to report to the Chairman and announce before the General Meeting.
- In case of collecting shareholders' opinions in writing, the Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the company.

m) Conditions for the resolution to be passed:

- The resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - + Type of shares and total number of shares of each type;
 - + Change of industry, profession and business field;
 - + Change of the Company's management structure;
 - + Investment project or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial report;
 - + Reorganization, dissolution of the Company;
 - + Other issues as prescribed in the Company's Charter (if any).
 - Resolutions are approved when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
 - Resolutions of the General Meeting of Shareholders approved by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.
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- Voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting, according to which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the Company Charter.
- The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

n) Announcement of vote counting results:

- The total number of votes/cards in favor, against, or without opinion for each issue will be announced by the Vote Counting Committee or the Chairman after the voting or immediately before the closing of the meeting.
- In case of collecting shareholders' opinions in writing, the Minutes of the vote counting results must be published on the Company's website.

o) How to object to the resolution of the General Meeting of Shareholders:


- Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:
- The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 23 of the Company Charter.
- The content of the resolution violates the law or the Company Charter.

p) Minutes of the General Meeting of Shareholders:

- The General Meeting of Shareholders must be recorded in minutes and can be recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and can be in a foreign language and include the following main contents:

- + Name, head office address, enterprise code;
 - + Time and location of the General Meeting of Shareholders;
 - + Agenda and content of the meeting;
 - + Full name of the chair and secretary;
 - + Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - + Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders registered, shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - + Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of total votes of shareholders attending the meeting;
 - + Issues approved and corresponding percentage of approved votes;
 - + Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.
- The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 - Minutes made 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 minutes in Vietnamese shall apply.
- q) Announcement of resolutions of the General Meeting of Shareholders: Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholder signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be announced in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.
3. Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions.
- a) Cases where written opinions may and may not be collected:
- The Board of Directors has the right to collect written opinions from shareholders on all matters within the authority of the General Meeting of Shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company (including: Amending and supplementing the contents of the Company Charter; Company development orientation; Types of shares and

total number of shares of each type; Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors; Deciding to invest or sell assets; Approving annual financial reports; Reorganizing and dissolving the company...).

- The annual General Meeting of Shareholders shall not be held by collecting written opinions.
- b) Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions.
- The Board of Directors must prepare the opinion ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballot. The requirements and method of sending the opinion ballot and accompanying documents are implemented according to the provisions of Clause 3, Article 20 of the Company Charter.
 - The opinion ballot must have the following main contents:
 - + Name, head office address, enterprise code;
 - + Purpose of collecting opinions;
 - + Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for representatives of organizational shareholders; number of shares of each type and number of votes of shareholders;
 - + Issues requiring opinions to pass decisions;
 - + Voting options include approval, disapproval and no opinion on each issue for opinions;
 - + Deadline for sending the completed opinion form to the Company;
 - + Full name and signature of the Chairman of the Board of Directors.
 - Shareholders may send the completed opinion form to the Company by mail, fax or email according to the following regulations:
 - + In case of sending mail, the completed opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - + In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;
 - + Opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion forms that are not sent back are considered as non-voting forms.
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- The Board of Directors shall count the votes and make a record of the vote count under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The record of the vote count must contain the following main contents:
 - + Name, head office address, enterprise code;
 - + Purpose and issues requiring opinions to pass the resolution;
 - + Number of shareholders with total number of votes participated in the vote, in which distinguishing between valid and invalid votes and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;
 - + Total number of votes in favor, against and no opinion on each issue;
 - + Issues passed and corresponding percentage of votes passed;
 - + Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, the vote counter and the vote counting supervisor must 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.

- The vote counting minutes and resolutions must be posted on the Company's electronic information page within 24 hours from the time the vote counting ends.
 - The completed ballots, the vote counting minutes, the passed resolutions and the relevant documents attached to the ballots must all be kept at the Company's head office.
 - The resolution is passed by way of collecting shareholders' opinions in writing if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and has the same value as the resolution passed at the General Meeting of Shareholders.
4. Procedures for the General Meeting of Shareholders to pass resolutions in the form of an online conference:

The participation in online voting by shareholders is carried out on the software system selected and applied by TCW.

a) Notice of convening the online General Meeting of Shareholders:

- The notice of invitation to the online General Meeting of Shareholders is carried out in the same way as the notice of invitation to the General Meeting of Shareholders in the form of a direct meeting in accordance with the provisions of law and the Company's Charter. In addition to the contents prescribed in the Charter, the content of the notice of invitation to the meeting may include additional contents as prescribed in this Regulation.
- The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting are notified to shareholders and posted on the Company's website and the Online System. The person convening the

General Meeting of Shareholders is obliged to prepare additional guidance documents for shareholders to register and attend the online General Meeting.

b) How to register to attend the online General Meeting of Shareholders:

The method of registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly stated in the Notice of the General Meeting of Shareholders, including:

*Conditions for participation:

- Be on the list of shareholders entitled to attend the General Meeting of Shareholders established according to the notice of exercising the Company's rights.
- Authorized representatives are eligible to attend according to the provisions of law and the Company's charter.

*Technical requirements: Delegates need to have an electronic device connected to the internet (for example: computer, tablet, mobile phone, other electronic device with internet connection...).

*How to record delegates attending the online shareholders' meeting: Delegates are recorded by the electronic voting system as attending the online shareholders' meeting when they access the system using the provided access information and have voted electronically on any issue of the online shareholders' meeting agenda.

c) Providing login information and performing electronic voting

* Information on the access path to the electronic voting system, login name, access password and other identification factors (if any) to attend the online shareholders' meeting will be provided in the meeting invitation (or the form of login information notification prescribed by the Board of Directors). Delegates must be responsible for keeping the login name, password and other identification factors provided confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for this registered information.

* When a delegate requests to re-provide login information, the Organizing Committee of the General Meeting may notify via the following methods: in person or by email/phone. The form of providing login information via email or phone is only implemented based on shareholder information from the list of shareholders with voting rights established by the Vietnam Securities Depository Center according to the notice of exercising the Company's rights.

* Delegates use their login name, access password or other identification factors (if any) to access the electronic voting system and perform electronic voting according to the content of the online General Meeting of Shareholders.

d) Authorization for representatives to attend the online General Meeting of Shareholders

* Shareholders shall exercise their authorization according to the provisions of Clause 2, Article 8 of this Regulation.

* Some regulations to note when performing online authorization:

- Shareholders need to comply with providing full information to perform online authorization, especially providing information of the authorized party: phone



number, contact address and email address. This is the basis for providing login name, access password and other identification factors (if any) for the authorized party.

- Validity of online authorization: authorization is only legally valid when the following conditions are satisfied:
 - + When shareholders fully fill in the information according to the online authorization form and complete the online authorization.
 - + The authorization paper is printed according to the online authorization form with full signature, full name, and seal (if an organization) of the authorizing party and the authorized party.
 - + The company receives the original authorization paper sent before the official opening of the meeting.
- Cancellation of authorization for shareholders who have authorized online: Shareholders send an official document requesting to cancel the online authorization to the company before the official opening of the meeting. Note that the effective time for recording the cancellation of authorization is calculated from the time the Company receives the official document requesting to cancel the online authorization.
- The cancellation of authorization will be invalid if the authorized representative has voted/elected on any issue of the content of the online shareholders' meeting agenda.

đ) Discussion at the online General Meeting of Shareholders.

* Principles:

- Discussions are only carried out within the prescribed time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Only Delegates are allowed to participate in the discussion;
- Delegates have to register their opinions on the discussion content in the form specified in the working regulations of the General Meeting;
- The Secretariat will arrange the discussion content of the Delegates in the order of registration and forward it to the Chairman.

* Answering the opinions of the Delegates:

- Based on the discussion content of the Delegates, the Chairman or a member designated by the Chairman will answer the opinions of the Delegates;
- In case of time constraints, questions that have not been answered directly at the General Meeting of Shareholders will be answered by the Company later.

e) Online voting method

* Voting method:

- Delegates choose one of three voting options: Approve, Disapprove or No opinion for each issue put to vote at the General Meeting that has been installed in the electronic voting system.



- Then, Delegates confirm the vote so that the electronic voting system can record the results.

* Voting method:

- Voting by cumulative voting method: If the Company's charter does not have other regulations, voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting method (even cumulative voting or numbered voting). Accordingly, Delegates carry out the election by checking the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box of the corresponding candidates on the Ballot Paper installed in the electronic voting system. Then, Delegates confirm the election so that the electronic voting system can record the results.
- Voting by voting method (if any): Follow the voting regulations stated in Clause a of this Article.

*Some other regulations when conducting electronic voting:

- In case the Delegate does not carry out all voting and election issues according to the Congress agenda, the issues that have not been voted and elected will be considered as the Delegate not voting and electing that issue.
- In case of issues arising outside the submitted Congress agenda, the Delegate can vote and elect additionally. If the Delegate does not vote and elect on the arising issues, it will be considered as the Delegate not voting and electing on the arising issues.
- The Delegate can change the voting and election results (but cannot cancel the voting and election results); including the voting and election results of issues arising outside the Congress agenda. The online system only records the vote count for the final voting and election results at the end of each electronic voting round as specified in the working regulations of the congress.
- In case the Delegate conducts a vote by recording the number: An invalid ballot is a ballot with a total number of votes for candidates different from (greater or less than) the total number of votes of the representative Delegate calculated at the time of counting the election votes.
- The time for electronic voting is specifically specified in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except in case of system maintenance or other reasons beyond the control of the Company. At the end of the voting period, the system will not record any more electronic voting results from Delegates.

f) Online voting method:

When Delegates vote/elect, the number of votes and ballots are recorded on the system according to the principle of the number of votes in favor, votes against and votes without opinion.

g) Announcement of vote counting results:

- The vote counting will be calculated based on the number of votes that Shareholders or authorized representatives cast electronically and/or other valid voting methods.

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- The vote counting results during the electronic voting period are counted and calculated by the software system of TCW or the unit providing the Electronic Voting service to TCW.
- The vote counting results will be announced immediately at the online General Meeting of Shareholders after the vote counting is completed and before the meeting closes. The Vote Counting Committee is the person who receives the information on the results of the Electronic Voting to summarize the voting results. The Vote Counting Committee is responsible for the accuracy of this vote counting

h) Making minutes of the online General Meeting of Shareholders

The making of minutes of the General Meeting of Shareholders shall be carried out in accordance with the regulations as for the in-person General Meeting. The minutes of the General Meeting of Shareholders shall be made and approved before the end of the meeting.

i) Announcement of Resolutions of the online General Meeting of Shareholders

- Resolutions of the online General Meeting of Shareholders shall be announced on the company's website in accordance with the law. The date on which the document is announced on the company's website shall be considered the date on which the shareholder receives the document.
- The company shall carry out procedures to announce information about the resolutions of the online General Meeting of Shareholders in accordance with the law and shall be kept at the company's head office.

Article 3: Board of Directors

1. Role, rights, and obligations of the Board of Directors, and responsibilities of its Members:


a) The Board of Directors is the governing body of the Company, with full authority to act on behalf of the Company to make decisions and fulfill the Company's rights and obligations, except for those reserved for the General Meeting of Shareholders. The rights and obligations of the Board of Directors are defined by law, the Company's Charter, and the General Meeting of Shareholders.

b) Rights and obligations of the Board of Directors:

The rights and obligations of the Board of Directors are detailed in Article 29 of the Charter of Tan Cang Warehousing Joint Stock Company.

c) Responsibilities of Board of Directors Members:

- Board members are entitled to all rights under the Law on Securities, relevant laws, and the Company's Charter, including the right to access information about the Company's financial status, business operations, and the activities of its subsidiaries and affiliates. Board of Directors members also have the following obligations:
 - + Perform their duties with honesty and caution, prioritizing the best interests of the shareholders and the Company.
 - + Attend all Board of Directors meetings and contribute opinions on the matters discussed.

- + Promptly and fully report to the Board any remuneration received from subsidiaries, affiliates, or other organizations.
 - + Disclose related-party transactions between the Company, its subsidiaries, or companies under the Company's control, and Board members or their related parties.
 - + Ensure timely disclosure when trading the Company's shares as per legal requirements.
2. Nomination, election, removal, and dismissal of Board of Directors Members:
- a) Term and number of Board of Directors Members:
- The Board of Directors consists of 5 members.
 - The term of a Board of Directors member shall not exceed 5 years, with the possibility of re-election for an unlimited number of terms. If all Board members' terms expire simultaneously, they continue to serve until new members are elected and take over their duties.
- b) Structure, standards, and conditions for Board of Directors Members:
- The Board of Directors must ensure that at least one-third of its members are non-executive.
 - Board of Directors members must meet the following standards and conditions:
 - + They must not fall under the restrictions set out in Clause 2, Article 17 of the Law on Enterprises.
 - + They must possess professional qualifications and experience in business management or in the sector of the Company's operations, and they do not need to be shareholders.
 - + A Board of Directors member may serve as a member of up to three other boards or management bodies.
 - + Board of Directors members must not be family members of the Director or other Company executives.
 - + Additional conditions as outlined in the Company's Charter.
- c) Nomination and election of Board of Directors members:
- Once a candidate for the Board of Directors is identified, the Company must publish information about the candidates at least 10 days before the General Shareholders' Meeting via its website, so shareholders can review the candidates before voting. Each nominee must provide a written commitment to the accuracy and truthfulness of the personal information disclosed, and a commitment to fulfill the role with honesty, caution, and in the best interests of the Company, if elected. The information to be disclosed includes:
 - + Full name, date of birth, and professional qualifications.
 - + Work history.
 - + Other managerial positions held (including Board positions in other companies).
 - + Interests related to the Company or its affiliates.
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- + Any other information required by the Company's Charter.
- Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; from 65% or more may nominate up to seven (07) candidates.

d) Voting method for Board of Directors members:

The election of Board of Directors members will use a cumulative voting method. Shareholders have votes corresponding to the total number of shares they hold, multiplied by the number of Board of Directors members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. The candidates with the highest vote counts will be elected, starting with the candidate receiving the most votes.

đ) Dismissal, removal, and replacement of Board of Directors Members:

- The General Meeting of Shareholders may dismiss a Board of Directors member if:
 - + They do not meet the standards and conditions as per Article 155 of the Law on Enterprises.
 - + They submit a resignation and it is accepted.
 - + They suffer from a mental disorder and other Board of Directors members provide evidence that they no longer have the capacity to act.
 - + They pass away, lose citizenship, are prosecuted, or sentenced to imprisonment.
 - + They provide false personal information when applying for the Board of Directors position.
 - + The Company is liquidated or declared bankrupt.
 - + The shareholder organization that nominated them ends its operations or changes its representative.
 - + Other circumstances outlined in the Company's Charter.
- The General Meeting of Shareholders may remove a Board of Directors member if:
 - + They do not participate in Board of Directors activities for 6 consecutive months, unless due to force majeure.
 - + Other circumstances outlined in the Company's Charter.

- If necessary, the General Meeting of Shareholders may decide to replace a Board of Directors member or dismiss a Board of Directors member outside the situations listed above.
- The Board of Directors must convene a General Meeting of Shareholders to elect additional members if the number of Board of Directors members falls below one-third of the required number according to the Company's Charter. In this case, the meeting must be convened within 60 days from the reduction of Board of Directors members.
- e) Notification of election, removal, and dismissal of Board of Directors members:
The election, removal, and dismissal of Board of Directors members must be publicly disclosed in accordance with the legal requirements for information disclosure on the securities market.
- g) Procedure for nominating Board of Directors member candidates:
- The procedure for nominating Board member candidates is specified in Article 27 of the Company's Charter.
- h) Election, removal, and dismissal of the Chairman of the Board of Directors:
- The Chairman of the Board of Directors is elected, removed, and dismissed by the Board of Directors from among its members.
- If a replacement Chairman needs to be elected before the end of the current term in accordance with legal regulations, the Board of Directors must elect a new Chairman within 10 days of receiving the resignation or dismissal notice.
- If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another Board of Directors member, via written authorization, to carry out their rights and obligations. If there is no authorized person, or in other cases specified in Clause 4, Article 156 of the Law on Enterprises, the remaining members of the Board of Directors must elect a new Chairman from among themselves, based on the majority approval of the remaining members until a new decision is made by the Board of Directors.
- 3. Salary, remuneration, and other benefits of Board of Directors members:
- The Company has the right to pay remuneration and bonuses to Board of Directors members based on business performance and results.
- Board of Directors members receive work remuneration and bonuses. Work remuneration is calculated based on the number of days required to complete the Board of Directors member's duties and the daily rate of remuneration. The Board of Directors determines the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
- The remuneration of each Board of Directors member is accounted for as a business expense for the Company, in accordance with corporate income tax laws, and must be reported separately in the Company's annual financial statements, which must also be reported to the General Meeting of Shareholders at the annual meeting.

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- Board of Directors members holding executive positions or working on committees, or performing duties outside the regular scope of a Board of Directors member's responsibilities, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.
- Board of Directors members have the right to reimbursement for all reasonable travel, accommodation, and other expenses incurred while fulfilling their duties as Board members, including costs associated with attending the General Meeting of Shareholders, Board of Directors meetings, or committee meetings.
- Board of Directors members may have liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter.

4. Procedure and formalities for organizing Board of Directors meetings:

a) Minimum number of meetings: The Board of Directors must meet at least once every quarter.

b) Circumstances requiring extraordinary Board of Directors meetings:

- A request from the Board of Supervisors.
- A request from the Director or at least five other managers.
- A request from at least two members of the Board of Directors.
- Other cases as specified in the Company's Charter.

The request must be in writing, specifying the purpose, issues to be discussed, and decisions within the Board of Directors's authority.

c) Board of Directors meeting notices:

- The Chairman of the Board of Directors or the person convening the meeting must send out a notice of the meeting at least 3 working days before the meeting, unless the Company's Charter specifies otherwise. The notice must specify the meeting's time, location, agenda, and the issues to be discussed and decided.
- The notice must include the meeting materials and voting forms for Board of Directors members.
- The notice can be sent via letter, phone, fax, electronic means, or any other method as specified in the Company's Charter and must ensure delivery to the registered contact address of each Board of Directors member.
- The Chairman or convener must also send the meeting notice and materials to the Board of Supervisors members in the same manner as to the Board of Directors members.

d) Board of Supervisors members' right to attend Board of Directors meetings:

Board of Supervisors members have the right to attend Board of Directors meetings; they may discuss matters but do not have voting rights.

đ) Conditions for holding Board of Directors meetings:

A Board of Directors meeting is valid when at least 3/4 of the total Board of Directors members attend. If the meeting does not meet the quorum in the first call, it can be reconvened within 7 days from the original scheduled date. The second meeting is valid if more than half of the remaining Board of Directors members attend.

e) Voting procedure:

Board of Directors members are considered to have attended and voted if they:

- Attend and vote directly at the meeting.
- Authorize someone else to attend and vote according to regulations.
- Attend and vote through an online meeting, electronic voting, or other electronic methods.
- Submit their voting forms to the meeting via mail, fax, or email. If sending by mail, the voting form must be sealed in an envelope and submitted to the Chairman at least 1 hour before the meeting starts. The voting forms will only be opened in front of all attendees.

Voting: Except for the provisions in Point b of this Clause, each member of the Board of Directors or authorized person as prescribed in Clause 1 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

g) Method of passing resolutions of the Board of Directors:

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

h) Authorization of other people to attend meetings of Board of Directors members.

Board of Directors members may authorize other people to attend meetings and vote if approved by the majority of Board of Directors members.

i) Making minutes of Board of Directors meetings:

Board of Directors meetings must be recorded in minutes and can be recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and can be made in foreign languages with equal validity.

k) In case the chairperson or the minute taker refuses to sign the meeting minutes:

In case the chairperson or the minute taker refuses to sign the meeting minutes but if all other members of the Board of Directors attending the meeting sign them and have all the contents as prescribed in sections i to viii of point a of this clause, the minutes shall be valid.

l) Notification of resolutions and decisions of the Board of Directors.

The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors meeting/resolutions of the Board of Directors to the members and such minutes/resolutions shall be valid evidence of the work carried out during the meeting unless there are objections to the content of the minutes/resolutions within ten (10) days from the date of sending.



The Company shall be responsible for disclosing information in accordance with the current procedures and regulations.

5. Subcommittees of the Board of Directors:

- The Board of Directors may establish subcommittees responsible for policies on development, human resources, salaries and bonuses, internal audits, and risk management. The number of members in each subcommittee is determined by the Board of Directors, with a minimum of three members, including both Board members and external members. Non-executive Board members must make up the majority in the subcommittee, and one of them will be appointed as the Subcommittee Chairperson by the Board of Directors. The subcommittee's activities must comply with the regulations set by the Board of Directors. The subcommittee's resolutions are only valid if approved by the majority of attending members at the subcommittee meeting.
- The implementation of decisions made by the Board of Directors or its subcommittees must comply with current legal regulations and the Company's Charter, as well as the internal governance regulations.

6. Selection, appointment, and removal of the Company Governance Officer:

a) Qualifications and conditions for the Company Governance Officer:

- Must have knowledge of the law.
- Must not simultaneously work for the independent auditing firm conducting the audits of the Company's financial statements.
- Other qualifications as required by law, the Company's Charter, and the Board of Directors' decisions.

b) Appointment of the Company Governance Officer:

The Company Governance Officer is appointed by the Board of Directors.


c) Grounds for removal of the Company Governance Officer:

The Board of Directors may remove the Company Governance Officer if they fail to perform their duties, provided this does not contradict the current labor laws.

d) Notification of appointment, removal, or dismissal of the Company Governance Officer:

The notification of the appointment or dismissal of the Company Governance Officer will follow the current legal requirements.

đ) Rights and duties of the Company Governance Officer:

- Advise the Board of Directors on organizing General Meeting of Shareholders and other matters relating to the Company and its shareholders.
 - Prepare meetings for the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors.
 - Provide advice on meeting procedures.
 - Attend meetings.
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- Advise on the procedures for adopting Board of Directors resolutions in compliance with legal requirements.
- Provide financial information, copies of the Board of Directors meeting minutes, and other relevant documents to the Board of Directors members and Board of Supervisors members.
- Monitor and report to the Board of Directors on the Company's information disclosure activities.
- Serve as the point of contact for parties with vested interests.
- Maintain confidentiality according to legal requirements and the Company's Charter.
- Fulfill other rights and duties as stipulated by law and the Company's Charter.

Article 4. Board of Supervisors:

1. Role, rights, duties, and responsibilities of the Board of Supervisors:

- The Board of Supervisors supervises the Board of Directors and the Director in the management and operation of the Company.
- Checks the reasonableness, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.
- Appraises the completeness, legality and honesty of the Company's business situation report, annual and 6-month financial reports, the Board of Directors' management assessment report and submits the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and makes recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.
- Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.
- Review the Company's accounting books, accounting records and other documents, the Company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
- Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause must not hinder the normal operation of the Board of Directors and must not disrupt the Company's business operations.

- Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business operations.
- When discovering that a member of the Board of Directors or the Director violates the provisions of Article 165 of the Law on Enterprises, it must immediately notify the Board of Directors in writing, requesting the violator to stop the violation and find solutions to remedy the consequences.
- Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.
- Use independent consultants and the Company's internal audit department to perform assigned tasks.
- The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
- Examine each specific issue related to the management and operation of the Company as requested by shareholders.
- Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.
- Replace the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.
- Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
- Review, extract, copy part or all of the declared contents of the List of related persons and related interests declared as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.
- Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements; the approved auditing organization shall conduct inspections of the Company's activities when deemed necessary.
- Be responsible to shareholders for its supervision activities.
- Monitor the Company's financial situation, compliance with the law by members of the Board of Directors, Directors, and other managers in their activities.
- Ensure coordination of activities with the Board of Directors, Directors, and shareholders.
- In case of detecting violations of the law or violations of the Company's Charter by members of the Board of Directors, Directors, and other business executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.

- Develop the Board of Directors' operating regulations and submit them to the General Meeting of Shareholders for approval.
- Witness the Board of Directors organizing the vote counting and make a vote counting record if requested by the Board of Directors in case of obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders.
- The Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chairman in the event that the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.
- Exercise other rights and obligations as prescribed by the Law on Enterprises, the Company Charter and the Resolution of the General Meeting of Shareholders.

2. Tenure, Number, and Structure of Members of the Board of Supervisors:

a) Tenure, Number, Composition, and Structure of Board of Supervisors members:

- The Board of Supervisors consists of 3 members, with a tenure of no more than 5 years for each member, and they may be re-elected for an unlimited number of terms.
- Members of the Board of Supervisors are not required to be shareholders of the Company.
- More than half of the members of the Board of Supervisors must reside in Vietnam.
- If the term of a Board of Supervisors member expires and no new member has been elected, the current member will continue to perform their rights and duties until the new member is elected and takes office.

b) Standards and conditions for Board of Supervisors members:

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

- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- Being trained in one of the majors of economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
- Not being a relative of a member of the Board of Directors, Director and other managers;
- Not being a manager of the Company, not necessarily a shareholder or employee of the Company;
- Not working in the accounting or finance department of the Company;
- Not being a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 3 consecutive years;
- Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

In addition to the standards and conditions specified above, members of the Board of Supervisors must not be family members of the Company's and parent company's managers; representatives of the enterprise's capital, representatives of state capital at the parent company and at the Company.

c) Nomination and election of Board of Supervisors members:


- The nomination and election of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Clause 2, Article 27 of the Company Charter. Shareholders holding voting shares shall have the right to aggregate the voting rights of each person to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares shall be entitled to nominate one (01) Supervisor; from 30% to less than 40% shall be entitled to nominate up to two (02) Supervisors; from 40% to less than 50% shall be entitled to nominate up to three (03) Supervisors; from 50% to less than 60% shall be entitled to nominate up to four (04) Supervisors; from 60% or more shall be entitled to nominate up to five (05) candidates.
- In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the provisions of the Company Charter, Internal Regulations on Corporate Governance and the Regulations on the operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors according to the provisions of law.

d) Election method for Board of Supervisors members:

- Voting to elect members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the Company Charter.

d) Cases of dismissal and removal of members of the Board of Supervisors.

The General Meeting of Shareholders shall dismiss members of the Board of Supervisors in the following cases:

- No longer meeting the standards and conditions to be members of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
 - Submitting a resignation letter and being approved;
 - Other cases as prescribed by the Company Charter.
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The General Meeting of Shareholders shall dismiss members of the Board of Supervisors in the following cases:

- Failure to complete assigned tasks and work;
- Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- Repeatedly violating or seriously violating the obligations of members of the Board of Supervisors as prescribed in the Law on Enterprises and the Company Charter;
- Other cases as prescribed by the General Meeting of Shareholders' resolution.

d) Notice of election, dismissal, removal of members of the Board of Supervisors:

Notification of election, dismissal, removal of members of the Board of Supervisors shall be made in accordance with the regulations guiding information disclosure.

g) Salaries and other benefits of members of the Board of Supervisors:

Unless otherwise provided in the Company Charter, salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be made in accordance with the following provisions:

- Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.
- Members of the Board of Supervisors shall be paid for meals, accommodation, travel, and the use of independent consulting services at a reasonable level. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

Article 5. Director

1. Role, responsibilities, rights and obligations of the Director:

a) The Director is the person who runs the daily business of the company; is supervised by the Board of Directors; is responsible to the Board of Directors and the General Meeting of Shareholders for the implementation of assigned rights and obligations and must report to these agencies when requested.

b) Manage the company in accordance with the provisions of law, the Charter and the internal management regulations of the company; operate the company on the basis of the production and business plan, investment plan, financial plan, resolutions and decisions approved and passed by the Board of Directors and the General Meeting of Shareholders.

2. Appointment, dismissal, removal, signing of contracts with the Director:

a) Term of office, standards and conditions of the Director:

- The term of office of the Director is five (05) years and can be re-appointed in accordance with relevant legal provisions. The appointment may expire based on the provisions of the labor contract. The Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.
- Standards and conditions of the Director: Not being a subject specified in Clause 2, Article 17 of the Enterprise Law; Not being a person with a family relationship of the enterprise manager, the Controller of the company and the parent company; the representative of the State capital, the representative of the enterprise's capital at the company and the parent company; Having professional qualifications and experience in business administration of the company.

b) Appointing, dismissing, removing, signing contracts, terminating contracts with the Director.

- The Board of Directors appoints a member of the Board of Directors or hires another person to be the Director.
- The Director is dismissed or removed according to the provisions of Article 37 of the Company Charter.

c) Notice of appointment, dismissal, signing of contract, termination of contract with the Director.

The appointment, dismissal, signing of contract, termination of contract with the Director must be announced in accordance with the provisions of the Law on Information Disclosure on the Stock Market.


d) Salary and other benefits of the Director.

- The Board of Directors decides on the salary, bonus and other benefits of the Director based on the business results and efficiency of the Company.
- The salary and operating expenses of the Director are included in the business expenses of the Company in accordance with the provisions of the Law.

Article 6. Other activities:

1. Coordination of activities between the Board of Directors, the Supervisory Board and the Director.

a) Procedures and order of convening, notice of meetings, recording of minutes, notification of meeting results between the Board of Directors, the Board of Supervisors and the Director.

- At all meetings of the Board of Directors, the Chairman of the Board of Directors invites members of the Board of Supervisors (Head of the Board of Supervisors and/or Supervisor) to attend and may invite members of the Board of Management to attend.
 - At meetings of the Board of Supervisors, the Head of the Board of Supervisors may invite a number of members of the Board of Directors and members of the Board of Management to attend.
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- At important meetings of the Board of Management, the Director may invite a number of members of the Board of Directors and members of the Board of Supervisors to attend.
- The notice of meeting of the Board of Directors, the Board of Supervisors and the Board of Management must include the time, location, content of the meeting and be sent with meeting documents at least three (03) days before the meeting date.
- The minutes and resolutions of the meeting shall be sent to all attending members within five (05) working days from the end of the meeting.

b) Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the Director:

All resolutions and decisions of the Board of Directors shall be sent to the Board of Supervisors and the Director within five (05) working days from the date of issuance of the resolutions and decisions.

c) Cases in which the Director and the Board of Supervisors propose to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion;

- Cases in which a meeting of the Board of Directors is requested to be convened:
 - + When incidents arise that affect the Company's operations or are deemed to be in the Company's interests and are within the Board of Directors' decision-making authority, the Director and the Board of Supervisors propose to convene a meeting of the Board of Directors;
 - + The request must be in writing, clearly stating the purpose, issues to be discussed and decided within the Board of Directors' authority.
- Other issues that the Director deems necessary to consult with the Board of Directors or that the Board of Directors deems necessary to participate in.
- Other matters requiring the Board of Directors' opinion.

The Board of Directors is responsible for responding within seven (05) working days from the date of receipt of the request.

d) Report of the Director to the Board of Directors on the implementation of assigned tasks and powers.


- The Director is responsible for directing the preparation of periodic quarterly and annual reports to the Board of Directors on the Company's operations and implementation directions for the next period.
- Every month, the Director is responsible for promptly reporting to the Board of Directors on the Company's operations to provide a basis for Board members to inspect and supervise the Company's operations.

d) Issues that the Director must report, provide information and methods of notification to the Board of Directors and the Supervisory Board.

- The Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors. Specifically:
 - + In case when implementing the resolutions and decisions of the Board of Directors, if an issue is discovered that is not beneficial to the Company, the

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Director must immediately report to the Board of Directors for consideration and adjustment of the resolution or decision. If the Board of Directors does not adjust the resolution or decision, the Director must still implement it, but has the right to reserve opinions and recommendations to the Board of Supervisors;

- + In addition to the work that must be submitted to the Board of Directors according to the provisions of law, the Company's Charter and this Regulation, the Director has the right to proactively manage the Company's operations according to the decentralization regulations and in accordance with the working procedures issued by the Board of Directors; decide on measures beyond his/her authority in emergency cases (natural disasters, war, fire, incidents, etc.);
 - + The Director is obliged to notify the Board of Directors/ Board of Supervisors of transactions between the Company and those related to the Director in accordance with the provisions of law.
 - The Director's report to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.
- e) Coordinating control, management and supervision activities between members of the Board of Directors, members of the Board of Supervisors and the Board of Directors according to the specific tasks of the above members.
- Members of the Board of Directors, the Board of Supervisors and the Board of Directors shall coordinate closely, regularly exchange work and provide information in the spirit of cooperation, support and create favorable conditions for the implementation of the rights and duties of the members in accordance with the provisions of the Company's Charter and current laws. In the process of performing the management function, the Board of Directors and the Board of Supervisors shall create conditions for the Board of Directors to perform its functions well. The Board of Directors creates the necessary conditions for members of the Board of Directors and the Board of Supervisors to perform their assigned tasks well.
 - When discovering urgent issues under the responsibility of the Board of Directors, members of the Board of Directors can discuss directly, by phone or email with members of the Board of Directors to resolve them promptly.
 - The Director is responsible for implementing the resolutions and decisions of the Board of Directors; the Board of Directors is responsible for checking and supervising this implementation.
 - In the process of implementing the resolutions and decisions of the Board of Directors, if the Board of Directors discovers any issues that are not beneficial to the Company, it must promptly notify the Chairman of the Board of Directors for joint resolution.
 - When the Board of Supervisors proposes to select an independent auditing company, the Board of Directors must provide feedback to jointly make a decision on selecting the most suitable auditing company.
 - After regular or unscheduled inspections of the Company, the Board of Supervisors must send written inspection conclusions to the Board of Directors so that the
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Board of Directors can clearly understand the Company's situation. Depending on the level and results of the inspection, the Board of Supervisors must discuss with the Board of Directors and the Board of Management before deciding to report to the General Meeting of Shareholders.

2. Regulations on annual assessment of performance, rewards and discipline for members of the Board of Directors, Supervisors, Directors and other managers.

a) Assessment of performance:

- The Board of Directors is responsible for developing performance assessment standards for all members of the Board of Directors, Directors and other managers (based on the assessment criteria specified in the Regulations on the operation of the Authorized Representative of the capital portion of Sai Gon Newport Corporation invested in other enterprises);
- Annually, based on the assigned functions and tasks and the established assessment standards, the Board of Directors shall organize the assessment of the performance of members of the Board of Directors and the Chairman of the Board of Directors;
- The assessment of the performance of the Supervisor is organized according to the method mentioned in the Regulations on the organization and operation of the Board of Supervisors;
- The assessment of the performance of the Director is carried out according to the standards approved by the Board of Directors;
- The evaluation of the performance of other managers is carried out according to internal regulations or can be based on the self-assessment of the performance of these executives.

b) Rewards:

- The Board of Directors is responsible for developing a reward system. Rewards are carried out based on the results of the performance evaluation in Clause 1 of this Article;
- Subjects: individuals according to the reward regime prescribed by the Board of Directors;
- Form of reward: In cash; In shares according to the optional method.
- For subjects who are members of the Board of Directors: The Board of Directors decides within the scope of remuneration approved by the General Meeting of Shareholders;
- For subjects who are managers of the company's departments, the source of reward funds is taken from the Company's reward and welfare fund and other legal sources, or will be included in pre-tax expenses according to relevant legal regulations. The bonus level is based on the actual production and business performance of each year, which the Director will propose to the Board of Directors for approval.

c) Handling of violations and discipline:

- The Board of Directors is responsible for developing a disciplinary system based on the provisions of the Labor Law, the Company's valid Labor Discipline



Regulations and the nature and extent of the violation. Discipline must have the highest form of dismissal or removal from office;

- Members of the Board of Directors, Directors and other managers who do not fulfill their duties in accordance with the requirements of responsibility, honesty and prudence will be personally responsible for the damages they cause;
- Members of the Board of Directors, Directors and other executives who, when performing their duties, violate the provisions of the law or the Company's regulations will, depending on the severity of the violation, be subject to disciplinary action, administrative violation or criminal prosecution in accordance with the provisions of the disciplinary system and the provisions of the law. In case of causing damage to the interests of the Company, shareholders or others will have to compensate according to the provisions of the law.

Article 7. Effectiveness:

1. This Regulations is unanimously approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders in 2025 on May 29, 2025 and the full text of this Regulations is approved.
2. This Regulations takes effect from the date of signing, replacing the Internal Charter on Corporate Governance issued under Resolution of the Annual General Meeting of Shareholders No. 01/2021/NQ-ĐHĐCĐ dated June 17, 2021.
3. Copies or extracts of this Regulations must be signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors to be valid./.

Recipients:

- Board of Directors;
- Board of Supervisors;
- Board of Management;
- Depts: Finance & Accounting;
Planning & Business;
- Archive: Planning & Business
Dept., H05.

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

Ngo Van Ngu



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REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;

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

Pursuant to the Resolution of the annual General Meeting of Shareholders in 2025 dated May 29, 2025.

The Board of Directors issues the Regulations on the operation of the Board of Directors of Tan Cang Warehousing Joint Stock Company.

The Regulations on the operation of the Board of Directors of Tan Cang Warehousing Joint Stock Company include the following contents:

**Chapter I
GENERAL PROVISIONS****Article 1. Scope of adjustment and applicable objects**

1. Scope of adjustment: This regulation govern the organizational structure, operational principles, rights, and obligations of the Board of Directors and its members, ensuring the operations align with the provisions of the Enterprise Law, the Company Charter, and other relevant legal regulations.
2. Applicable objects: This regulation apply to the Board of Directors and its members.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collective responsibility. The members of the Board of Directors are personally responsible for their respective duties and collectively accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions made by the Board of Directors regarding the Company's development.
2. The Board of Directors delegates responsibility to the Director to organize and execute the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors have full rights as stipulated by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors have the obligations as stipulated in the Company Charter and the following obligations:
 - a) Perform their duties honestly and cautiously for the highest benefit of the shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and provide opinions on matters discussed;
 - c) Report promptly and fully to the Board of Directors on any remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d) Report to the Board of Directors at the next meeting on transactions between the Company, its subsidiaries, or any company controlled by the Company with more than 50% of the charter capital, and members of the Board of Directors or related persons; transactions between the Company and a company where a member of the Board of Directors is a founding member or manager within the last three years before the transaction;
 - đ) Disclose information when executing transactions involving the Company's shares as required by law.

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

1. Members of the Board of Directors have the right to request the Director, Deputy Director, or other managers of the Company to provide information and documents about the financial situation and business operations of the Company and its subsidiaries.
2. The managers are required to provide the requested information and documents in a timely, complete, and accurate manner. The procedures for requesting and providing information are stipulated in the Company Charter.

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

1. The Board of Directors consists of 05 members.
2. The term of each member of the Board of Directors is not more than 05 years and may be re-elected with no limit on the number of terms.
3. If all members of the Board of Directors reach the end of their term, they continue to serve until new members are elected and take over the work, unless otherwise stipulated by the Company Charter.

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

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



- a) Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprise;
- b) Possess professional qualifications and experience in business management or in the industry or field of business of the Company, and are not necessarily shareholders of the Company, unless the Company Charter stipulates otherwise;
- c) A member of the Board of Directors can hold positions as a member of the Board of Directors at no more than 03 other companies;
- d) Members of the Board of Directors cannot be family members of the Director or other managers of the Company or of the person with the authority to appoint the manager of the parent company;
- đ) Other standards and conditions as stipulated in the Company Charter.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors cannot concurrently hold the position of Director.
3. The Chairman of the Board of Directors has the following rights and duties:
 - a) Develop the program and plan of operation for the Board of Directors;
 - b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over meetings of the Board of Directors;
 - c) Organize the passing of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of implementing the resolutions and decisions of the Board of Directors;
 - đ) Chairperson of the General Meeting of Shareholders;
 - e) Other rights and duties as stipulated by the Law on Enterprises and the Company Charter.
4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal notice. If the Chairman is absent or unable to perform their duties, they must authorize another member of the Board of Directors in writing to carry out the rights and duties of the Chairman. In case no one is authorized or the Chairman passes away, is missing, is in detention, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation or educational facility, has fled their place of residence, is restricted or incapable of civil actions, has difficulty in cognition or controlling actions, or is prohibited by the Court from holding office, the remaining members shall elect a new Chairman from among them by majority vote until a new decision by the Board of Directors is made.
5. If deemed necessary, the Board of Directors may decide to appoint a company secretary. The company secretary has the following rights and duties:



- a) Assist in organizing the convening of General Meetings of Shareholders and Board of Directors meetings; record the minutes of meetings;
- b) Support members of the Board of Directors in carrying out their assigned rights and duties;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Support the Company in building shareholder relations and protecting the legal rights and interests of shareholders, ensuring compliance with information disclosure obligations, publicizing information, and administrative procedures;
- d) Other rights and duties as stipulated in the Company Charter.

Article 8. Removal, dismissal, replacement, and addition of members to the Board of Directors

1. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:
 - a) The member does not meet the standards and conditions specified in Article 155 of the Law on Enterprises;
 - b) The member submits a resignation and it is approved;
 - c) Other cases as stipulated in the Company Charter.
2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
 - a) The member does not participate in Board of Directors activities for 06 consecutive months, except in cases of force majeure;
 - b) Other cases as stipulated in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; remove or dismiss a member outside the cases stipulated in clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company Charter. In this case, the Board must convene the General Meeting of Shareholders within 60 days from the date the reduction exceeds one-third;
 - b) Except for the case in clause (a), the General Meeting of Shareholders will elect a new member to replace any member of the Board of Directors who has been removed or dismissed at the next meeting.

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

1. Shareholders or a group of shareholders holding at least 10% of the total common shares have the right to nominate candidates for the Board of Directors. The process for nominating members to the Board of Directors is as follows:



- a) The group of common shareholders must notify the other shareholders of the meeting before the General Meeting of Shareholders convenes;
 - b) Based on the number of Board members, the shareholders or group of shareholders as stipulated in this clause may nominate one or more candidates as Board of Directors candidates, according to the decision of the General Meeting of Shareholders. If fewer candidates are nominated than allowed, the remaining candidates will be nominated by the Board of Directors or other shareholders.
2. If the number of candidates nominated through the nomination process is still insufficient according to the requirements in Clause 5, Article 115 of the Enterprise Law, the current Board of Directors will introduce additional candidates or organize the nomination according to the Company Charter, internal corporate governance regulations, and the Board of Directors operational rules. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes.
 3. Voting for Board members must be conducted through a cumulative voting method, where each shareholder has voting rights corresponding to the number of shares owned, multiplied by the number of members to be elected to the Board of Directors. Shareholders can allocate all or part of their votes to one or more candidates. The candidates with the highest votes will be elected until the required number of members is reached. In case of a tie between two or more candidates for the last position, a re-election will be conducted among those candidates, or selection will be made according to election criteria or the Company Charter.
 4. The election, removal, and dismissal of Board members are decided by the General Meeting of Shareholders based on a vote.

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

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, so that shareholders can learn about the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as a Board member. The information disclosed about candidates for the Board of Directors includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions (including Board of Directors positions at other companies);
 - đ) Interests related to the Company and its related parties;
 - e) Other information (if any) as stipulated in the Company Charter;

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- g) The Company is responsible for disclosing information about other companies where the candidate holds a Board position, other management titles, and any related interests (if any).
2. The announcement of the results of the election, removal, or dismissal of Board members will follow the regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and implement the rights and duties of the company, except for rights and duties belonging to the General Meeting of Shareholders.
2. The rights and duties of the Board of Directors are defined by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:
 - a) Decide on the strategy, medium-term development plans, business plans, investment plans, and annual budget plans for the Company;
 - b) Propose the type of shares and the total number of shares to be offered for each type;
 - c) Decide on the sale of unsold shares within the total number of shares authorized for each type; decide on raising additional capital through other means;
 - d) Decide on the price of shares and bonds issued by the Company;
 - đ) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;
 - e) Decide on solutions for market development, marketing, and technology;
 - g) Approve and be responsible for:
 - g1. Decisions on investments outside the company worth less than 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of the investment decision;
 - g2. Investment projects, upgrades, construction, or purchasing fixed assets valued from VND 1 billion to under 35% (thirty-five percent) of the total asset value as recorded in the most recent financial report at the time of the project approval;
 - g3. Contracts for purchasing goods and services necessary for regular business operations worth over VND 2 billion;
 - g4. Each loan contract worth less than 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of contract approval;
 - g5. Fundraising plans worth over VND 2 billion but under 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of the fundraising decision.



g6. Contracts for the lease of fixed assets with a term of over 12 months or with a value exceeding VND 4 billion but less than 35% of the total book value of fixed assets as recorded in the most recent financial report at the time the decision is made; decisions on lease contracts for the right to use; approval of unit prices, duration, and partners for lease contracts involving the Company's warehouses, yards, and infrastructure with terms over 12 months;

g7. Lease contracts for assets with a value exceeding VND 4 billion but less than 35% of the total asset value as recorded in the most recent financial report at the time the lease contract decision is made; decisions on lease contracts for land use rights; approval of unit prices, duration, and partners for lease contracts involving the Company's warehouses, yards, and infrastructure with terms over 12 months;

g8. Plans for liquidation or sale of fixed assets with a value under 35% of the total book value of fixed assets as recorded in the most recent financial report at the time the decision is made.

h) Approve contracts for buying, selling, borrowing, lending, and other transactions that fall under the authority of the General Meeting of Shareholders as stipulated in Clauses 1 and 3, Article 167 of the Law on Enterprises.

i) Elect, remove, and dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the Director and other key managers, including Deputy Director and the Chief Accountant; decide on the salaries, allowances, bonuses, and other benefits for those managers; appoint representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies and decide on the remuneration and other rights of these representatives.

j) Supervise and direct the Director and other managers in the day-to-day operations of the Company.


k) Decide on the structure, management model, and internal regulations of the Company; approve the establishment of subsidiaries, branches, representative offices, and investments in or acquisitions of shares in other companies; appoint, remove, reward, or discipline representatives of capital shares or authorized representatives in the boards of members, boards of directors, auditors, or general meetings of other companies; supervise, evaluate, direct, and determine the remuneration and other rights of these individuals.

l) Approve the agenda and materials for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit shareholders' opinions to pass resolutions.

m) Present the audited annual financial report to the General Meeting of Shareholders.


n) Propose the dividend payout ratio; decide the timeframe and procedures for dividend payments or how to address losses incurred during business operations.

o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company.




- p) Decide on the adoption of the Board of Directors' operational regulations, internal corporate governance regulations after being approved by the General Meeting of Shareholders; decide on the regulations for the Company's information disclosure.
 - q) Suspend the Director decisions if deemed illegal, in violation of the Charter, resolutions, or decisions of the General Meeting of Shareholders, Board of Directors, or to prevent losses.
 - s) Use the Company's assets and seal to carry out duties assigned by law and this Charter.
 - t) Appoint and dismiss individuals authorized by the Company to act as its commercial representatives and lawyers.
 - u) Borrowing and performing mortgage, collateral, guarantee, and compensation transactions for the Company within the value limits specified in this Charter and the Company's financial management regulations.
 - v) Approve the service price list and cost benchmarks related to the Company's business operations when there are discrepancies of 10% or more compared to the approved service price list and cost benchmarks (excluding prices for state-regulated raw materials and fuels such as gasoline, electricity, water, etc.).
 - x) The purchase or sale of shares or capital contributions in other companies.
 - w) Other rights and duties as prescribed by the Law on Enterprises, Law on Securities, and other relevant laws.
3. In case a resolution or decision made by the Board of Directors violates the law, the General Meeting of Shareholders' resolution, or the Company Charter and causes harm to the Company, the members who agreed to the resolution or decision will be jointly and individually liable for it and must compensate the Company for the damage; members who opposed the resolution or decision will be exempted from responsibility. In such cases, shareholders have the right to request the Court to suspend or annul the resolution or decision.
 4. The Board of Directors must report to the General Meeting of Shareholders on the Board's performance as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Law on Securities.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the most recent financial report or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following entities:
 - Members of the Board of Directors, members of the Board of Supervisors, Directors, other managers and related persons of these entities;
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- Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity capital of the Company and their related persons;
 - Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board of the entities related to that contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

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

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
- a) The Board of Directors deems it necessary for the benefit of the Company;
 - b) The number of members remaining in the Board of Directors or the Board of Supervisors is less than the minimum required by law;
 - c) At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the meeting must be in writing, specifying the reasons and objectives of the meeting, signed by the relevant shareholders or in multiple copies with signatures from the involved shareholders;
 - d) At the request of the Board of Supervisors;
 - đ) Other cases as provided by law and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders:
- The Board of Directors must convene the meeting within 30 days from the date the number of members in the Board of Directors or Board of Supervisors falls below the minimum number required by the Company's Charter or from the date the request specified in points c and d of Clause 1 is received.
3. The person convening the General Meeting of Shareholders must perform the following tasks:
- a) Prepare a list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints related to the shareholder list;
 - c) Prepare the agenda and content of the meeting;
 - d) Prepare materials for the meeting;
 - đ) Draft resolutions for the General Meeting based on the planned agenda; prepare a list and detailed information on candidates in case of electing members to the Board of Directors or Board of Supervisors;
 - e) Determine the time and location of the meeting;
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g) Send meeting invitations to all shareholders entitled to attend according to the provisions of the Law on Enterprises;

h) Other tasks necessary for the meeting.

Article 14. Subcommittees and assistance committees of the Board of Directors

1. The Board of Directors may establish subcommittees to handle development policies, human resources, salaries and benefits, internal audits, and risk management. The number of subcommittee members will be decided by the Board of Directors, with at least 3 members, including members from the Board and external members. Non-executive members of the Board should constitute the majority of the subcommittee, and one of them will be appointed as the Subcommittee Chairperson by the Board of Directors. The subcommittee's activities must comply with the Board's regulations. The subcommittee's resolutions are valid only if approved by a majority of the attending members.
2. The Board of Directors may establish an assistance team to help prepare plans, documents, and materials for the General Meeting of Shareholders and Board meetings. The team consists of the Head of Business Planning Department, Head of Labor Organization and Salary Department, Head of Finance and Accounting Department, and the Board of Directors Secretary. Their tasks and responsibilities are according to the Charter and internal regulations of the Company.
3. The implementation of the decisions made by the Board of Directors or its subcommittees must comply with current legal regulations and the Company's Charter, as well as the internal governance regulations.

Chapter IV:

BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors Meetings

1. The Chairman of the Board of Directors is elected during the first meeting of the Board of Directors within 7 working days after the Board elections are concluded. This meeting is convened and chaired by the member with the highest vote count or percentage of votes. If more than one member has the same highest vote count, the members will vote according to the majority to select one to convene the meeting.
2. The Board of Directors must meet at least once per quarter but may meet on an extraordinary basis.
3. The Chairman of the Board of Directors convenes the Board of Directors meeting in the following cases:
 - a) At the request of the Board of Supervisors;
 - b) At the request of the Director or at least 5 other managers;
 - c) At the request of at least 2 Board of Directors members;
 - d) Other cases as stipulated in the Company's Charter.

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4. The request specified in Clause 3 of this Article must be in writing, detailing the objectives, issues to be discussed, and decisions within the Board of Directors authority.
5. The Chairman of the Board of Directors must convene the meeting within 7 working days from receiving the request as specified in Clause 3. If the meeting is not convened in accordance with the request, the Chairman is responsible for any damage to the Company, and the requesting party has the right to replace the Chairman in convening the meeting.
6. The Chairman or the person convening the meeting must send the meeting invitation at least 3 working days before the meeting, unless otherwise stipulated in the Company's Charter. The invitation must specify the time, location, agenda, issues to be discussed and decided upon, along with meeting materials and voting ballots for members. The invitation can be sent via paper, phone, fax, electronic means, or other methods stipulated in the Company's Charter.
7. The Chairman or the person convening the meeting must send the invitation and materials to the members of the Board of Supervisors in the same manner as to the Board of Directors members. The members of the Board of Supervisors have the right to attend Board of Directors meetings, participate in discussions but cannot vote.
8. A Board of Directors meeting is valid if at least 3/4 of the total members attend. If the meeting cannot meet this quorum, a second meeting may be convened within 7 days. This second meeting is valid if more than half of the Board of Directors members attend.
9. A Board of Directors member is considered present and voting if:
 - a) They attend and vote directly at the meeting;
 - b) They authorize another person to attend and vote as stipulated in Clause 11 of this Article;
 - c) They attend and vote through an online meeting, electronic voting, or other electronic means;
 - d) They send a voting ballot to the meeting via mail, fax, or email;
 - d) They send a voting ballot via other methods stipulated in the Company's Charter.
10. In case of sending voting ballots via mail, the ballot must be sealed in an envelope and received by the Chairman of the Board no later than 1 hour before the meeting starts. The ballot will only be opened in the presence of all meeting attendees.
11. Members must attend all Board of Directors meetings. A member may authorize someone else to attend and vote if approved by the majority of the Board of Directors members.
12. A resolution or decision of the Board of Directors is passed if the majority of attending members approve it. In case of a tie, the decision will be made by the Chairman's vote.

Article 16. Minutes of the Board of Directors Meetings



1. The Board of Directors meetings must be recorded in minutes and may also be audio recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key information:
 - a) The company's name, registered address, and business registration number;
 - b) The time and location of the meeting;
 - c) The purpose, agenda, and content of the meeting;
 - d) The names of each attending member or their authorized representative, and the manner in which they attended; the names of absent members and the reasons for their absence;
 - đ) The issues discussed and voted on at the meeting;
 - e) A summary of each member's comments in the order they were made during the meeting;
 - g) The voting results, specifying which members agreed, disagreed, or abstained;
 - h) The issues that were approved and the corresponding voting percentage;
 - i) The names and signatures of the Chairman and the person recording the minutes, except in the case stipulated in Clause 2 of this Article.
2. In cases where the Chairman or the person recording the minutes refuses to sign the minutes of the meeting, the minutes will still be valid if all other attending members of the Board of Directors sign it, and it contains all the required content as specified in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article.
3. The Chairman, the person recording the minutes, and those signing the minutes are responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes.
4. The minutes of the Board of Directors meetings and the materials used during the meeting must be kept at the Company's head office.
5. The minutes prepared in both Vietnamese and foreign languages have equal legal validity. In the case of discrepancies between the Vietnamese and foreign-language versions of the minutes, the content of the Vietnamese version will apply.

Chapter V:

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual Reporting

1. At the end of the fiscal year, the Board of Directors must present the following reports to the General Meeting of Shareholders:
 - a) The Company's business results report;
 - b) The financial report;
 - c) A report on the evaluation of the Company's management and operations;
 - d) The Board of Supervisors audit report.

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2. The reports specified in points a, b, and c of Clause 1 of this Article must be submitted to the Board of Supervisors for review no later than 30 days before the Annual General Meeting of Shareholders, unless otherwise stipulated by the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the Board of Supervisors audit report, and the audit report must be kept at the Company's head office no later than 10 days before the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer deadline. Shareholders who have continuously held shares for at least one year have the right to personally or with the assistance of a lawyer, accountant, or certified auditor examine the reports specified in this Article.

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

1. The Company has the right to pay remuneration and bonuses to Board of Directors members based on business results and performance.
2. Board of Directors members are entitled to remuneration for their duties and bonuses. Remuneration is calculated based on the number of days required to complete their duties and the daily rate. The Board of Directors determines the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration for each Board of Directors member is considered a business expense for the Company according to tax regulations and is presented as a separate item in the Company's annual financial report. It must also be reported to the General Meeting of Shareholders at the annual meeting.
4. Board of Directors members holding executive positions or members working in subcommittees of the Board, or performing tasks outside the normal duties of a Board of Directors member, may receive additional remuneration, such as fixed fees per task, salary, commissions, profit shares, or other forms of compensation as decided by the Board of Directors.
5. Board of Directors members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred while fulfilling their Board of Directors duties, including those related to attending General Meetings of Shareholders, Board of Directors meetings, or subcommittee meetings.
6. The Company may purchase liability insurance for Board of Directors members with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter.

Article 19. Disclosure of Related Interests

If the Company's Charter does not have stricter regulations, the disclosure of benefits and related persons shall be carried out as follows:

1. Members of the Board of Directors must disclose to the Company any related interests, including:
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- a) The name, business registration number, registered address, and business sectors of any company in which they hold shares or capital contributions, the percentage of ownership, and the time of acquisition of those shares or capital contributions;
 - b) The name, business registration number, registered address, and business sectors of any company in which persons related to the Board member own or together own more than 10% of the company's charter capital.
2. The disclosure mentioned in Clause 1 of this Article must be made within 7 working days from the date the related interest arises. Any changes or additions must be notified to the Company within 7 working days from the date of such changes or additions.
 3. A Board of Directors member acting on their own behalf or on behalf of others to perform business activities related to the Company must disclose the nature and content of such activities to the Board of Directors. These activities can only be carried out with the approval of the majority of the other Board of Directors members. If these activities are performed without disclosure or approval, all income derived from those activities belongs to the Company.

Chapter VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS


Article 20. Relationships between Board of Directors members

1. The relationship between Board of Directors members is a cooperative one, where each member is responsible for informing the others of matters related to the tasks they have been assigned.
2. During task execution, the Board of Directors member responsible for a specific area must proactively coordinate with other members if the task involves areas handled by other Board of Directors members. If there is disagreement between Board of Directors members, the responsible member must report to the Chairman of the Board of Directors for a decision or organize a meeting to seek opinions from other members in accordance with the law, the Company's Charter, and these regulations.
3. In the case of a reassignment of duties among Board of Directors members, the involved members must hand over their tasks, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Board of Management

In its governance role, the Board of Directors issues resolutions for the Director and the executive team to implement. The Board of Directors also monitors the execution of these resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of cooperation. The working relationship between the Board of Directors and the Board of Supervisors is based on equality and independence while ensuring close coordination and mutual support in performing their duties.
 2. Upon receiving the inspection minutes or the Board of Supervisors summary report, the Board of Directors is responsible for reviewing the findings and
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instructing relevant departments to develop and implement corrective plans promptly.

Chapter VII:
IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

This Regulation on the Operation of the Board of Directors of Tan Cang Warehousing Joint Stock Company consist of seven chapters and 23 articles, and will take effect from May 29, 2025.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Ngo Van Ngu



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No.: 378/TTr-HĐQT

Thu Duc, May 26, 2025

PROPOSAL

Re: Regarding the dismissal of members of the Board of Directors and the Board of Supervisors for the Term III (2020 – 2024) and the election of members of the Board of Directors and the Board of Supervisors for the Term IV (2025 – 2029)

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

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

Based on 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 certain articles of the Law on Securities, Law on Accounting, Law on Independent Auditing, Law on State Budget, Public Assets Management and Use, Law on Tax Management, Law on Personal Income Tax, Law on National Reserve, and Administrative Violation;

Based on Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;

Based on the Charter of Tan Cang Warehousing Joint Stock Company;

Based on Resolution No. 02/2020/NQ-ĐHĐCĐ dated June 26, 2020 of the Annual General Meeting of Shareholders in 2020;

Based on the actual situation at the Company.

The Board of Directors of Tan Cang Warehousing Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the dismissal of members of the Board of Directors and Board of Supervisors for Term III (2020 – 2024) and the election of members of the Board of Directors and Board of Supervisors for Term IV (2025 – 2029) with the following details:

1. Dismissal of members of the Board of Directors and the Board of Supervisors for Term III (2020 – 2024). Reason for dismissal: End of term.

Members of the Board of Directors for Term III (2020 – 2024) include:

- (1) Mr. Ngo Van Ngu
- (2) Mr. Do Thanh Truong
- (3) Mr. Doan Phi
- (4) Mr. Tran Quang Thao
- (5) Mr. Trinh Van Moi

Members of the Board of Supervisors for Term III (2020 – 2024) include:

- (1) Ms. Nguyen Thi Thuy Nga
- (2) Ms. Nguyen Thi Huyen
- (3) Ms. Nguyen Thi Hong Van

2. Approval of the number of members of the Board of Directors for Term IV (2025 – 2029). The number of members: 5 members.

The term of each member will be in line with the term of the Board of Directors. In case a member is elected to supplement or replace a dismissed member within the term, their term will be the remaining duration of the Board of Directors' term. List of candidates for election to the Board of Directors for Term IV (2025 – 2029) includes:

- (1) Mr. Trinh Van Moi
- (2) Mr. Ngo Van Ngu
- (3) Mr. Doan Phi
- (4) Mr. Tran Quang Thao
- (5) Mr. Do Thanh Truong
- (6) Other candidates (if any)

3. Approval of the number of members of the Board of Supervisors for Term IV (2025 – 2029). The number of members: 3 members.

The term of each member will be in line with the term of the Board of Supervisors. In case a member is elected to supplement or replace a dismissed member within the term, their term will be the remaining duration of the Board of Supervisors term.

List of candidates for election to the Board of Supervisors for Term IV (2025 – 2029) includes:

- (1) Ms. Nguyen Thi Thuy Nga
- (2) Ms. Do Phuong Thao
- (3) Ms. Dang Thuy Trang
- (4) Other candidates (if any)

We respectfully request the General Meeting of Shareholders to approve the number of members of the Board of Directors and the Board of Supervisors for Term IV (2025 – 2029) and the list of candidates before proceeding with the election.

Sincerely,

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Board of Management;
- Save: VT, KHKD. H03.

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




Ngo Van Ngu

EXTRACT OF CURRICULUM VITAE
(Candidate for election to the Board of Directors and Board of Supervisors for Term IV (2025 – 2029))

No.	Full name	BOD	Professional Qualifications	Work History	Current Position	Number of Shares Owned	Number of Shares Represented by Authorization	Total Number of Shares Owned and Represented	Proportion
I	CANDIDATES FOR BOARD OF DIRECTORS								
1	Ngo Van Ngu	1970	Bachelor of Economics	Head of Labor Dept. – Sai Gon Newport Corporation, Director of Tan Cang Mekong Delta Branch	Chairman of Tan Cang Warehousing Joint Stock Company	0	7,196,767	7,196,767	36.00%
2	Do Thanh Truong	1976	Masters	Director of Tan Cang Mien Trung Joint Stock Company, Head of Planning and Investment Department - Sai Gon Newport Corporation	Director of Tan Cang Warehousing Joint Stock Company	3,823	3,001,001	3,004,824	15.03%
3	Trinh Van Moi	1952	Bachelor of Economics	Director of Company 129, Deputy General Director - Sai Gon Newport Corporation	BOD member of Tan Cang Warehousing Joint Stock Company	25,642	0	25,642	0.13%
4	Doan Phi	1972	Engineering	Deputy Director of Tan Cang Warehousing Joint Stock Company	BOD member, Deputy Director of Tan Cang Warehousing Joint Stock Company	2,490	799,641	802,131	4.01%



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No.	Full name	BOD	Professional Qualifications	Work History	Current Position	Number of Shares Owned	Number of Shares Represented by Authorization	Total Number of Shares Owned and Represented	Proportion
5	Tran Quang Thao	1976	Bachelor of Economics	Director of Tan Cang Warehousing Joint Stock Company Head of Labor Dept. - Sai Gon Newport Corporation	Head of Labor Dept. - Sai Gon Newport Corporation, BOD member of Tan Cang Warehousing Joint Stock Company	3,509	799,641	80,315	4.02%

II CANDIDATES FOR BOARD OF BOARD OF SUPERVISORS

1	Nguyen Thi Thuy Nga	1966	Bachelor of Economics	Head of Internal Audit Department – Sai Gon Newport Corporation	Head of Internal Audit Department – Sai Gon Newport Corporation	4,448	0	4,448	0.02%
2	Do Phuong Thao	1993	Bachelor of Economics	Deputy Head of Internal Audit Team - Sai Gon Newport Corporation	Deputy Head of Internal Audit Team - Sai Gon Newport Corporation	0	0	0	0
3	Dang Thuy Trang	1990	Master	Staff of Internal Audit Department - Sai Gon Newport Corporation	Staff of Internal Audit Department - Sai Gon Newport Corporation	0	0	0	0



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SAI GON NEWPORT CORPORATION
TAN CANG WAREHOUSING JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 379/TTr-HDQT

Thu Duc, May 26, 2025

PROPOSAL

Re: Regarding the approval of entering into contracts and transactions between the Company and Sai Gon Newport Corporation (parent company)

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

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

Based on the Charter of Tan Cang Warehousing Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the entering into contracts and transactions between the Company and Sai Gon Newport Corporation (major shareholder owning 59.01% of the charter capital – parent company), to be implemented in 2025 until the time of the Annual General Meeting of Shareholders in 2026. The details are as follows:

1. Scope of Contracts and Transactions
 - a. Contracts and transactions between the Company and Sai Gon Newport Corporation with a value of 35% or more, or transactions leading to a total value of transactions arising within 12 months from the first transaction with a value of 35% or more of the total assets as recorded in the most recent financial statement.
 - b. Loan, lending, or asset sale transactions between the Company and Sai Gon Newport Corporation with a value greater than 10% of the total assets of the Company as recorded in the most recent financial statement.
2. Content of Contracts and Transactions: Providing/receiving transshipment, stevedoring, storage, transportation, hoisting, container cleaning, and repair services; Leasing/chartering equipment, stevedoring, and transportation vehicles; Infrastructure lease contracts; Brand promotion contracts.
3. The Director is authorized to negotiate and sign the contracts and transactions to ensure compliance with the law and protect the rights and interests of the Company.

Sincerely,

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Board of Management;
- Save: VT, KHKD. H03.

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



Ngo Van Ngu
Ngo Van Ngu

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SAIGON NEWPORT CORPORATION
TAN CANG WAREHOUSING JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. 242/TTr-KVTC

Thu Duc, April 10, 2025

PROPOSAL

Re: The selection of an auditor

To: General Meeting of Shareholders of Tan Cang Warehousing Joint Stock Company

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;

Pursuant to the Charter of Tan Cang Logistics Joint Stock Company,

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the selection of an independent auditor to audit and review the Financial Statements in the fiscal year 2025 of Tan Cang Logistics Joint Stock Company as follows:

1. Proposed criteria for selecting an independent auditor

- Select a reputable auditor approved by the State Securities Commission to audit for entities with public interests in the securities sector.
- No conflict of interest when auditing the Financial Statements for the Company.
- Have reasonable audit fees in accordance with the content, scope and progress as required by the Company.

2. List of proposed auditing companies

With the above criteria and requirements, the Board of Supervisors proposes 05 auditing companies to be included in the selection list as follows:

- Auditing and Consulting Company Limited (A&C) - Hanoi Branch;
- Deloitte Vietnam Company Limited;
- Ernst & Young Vietnam Company Limited;
- PWC Vietnam Company Limited;
- KPMG Vietnam Company Limited

Regards to the General Meeting of Shareholders for approval of the list and assigns the Board of Directors to decide on the selection of one of the above auditing companies, assigning the Company Director to sign the contract according to regulations.

Regards to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

Recipients:

- As above;
- Board of Directors;
- Board of Supervisors;
- Board of Management;
- Save: VT, BOS.H03.

On behalf of the Board of Supervisors
HEAD OF BOS

Nguyen Thi Thuy Nga



