



**SAIGON PORT JOINT STOCK  
COMPANY**

No.: 497/TTr-HDQT

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

*Ho Chi Minh City, April 23, 2026*

## **PROPOSAL**

**Regarding the approval of amendments and supplementations to the Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors of Saigon Port Joint Stock Company**

To: **General Meeting of Shareholders  
Saigon Port Joint Stock Company**

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

Pursuant to the Charter of Saigon Port Joint Stock Company;

The Board of Directors of Saigon Port Joint Stock Company hereby submits to the General Meeting of Shareholders for consideration the amendment and supplementation of the Charter of Saigon Port Joint Stock Company (hereinafter referred to as the “Company Charter”); the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors of Saigon Port Joint Stock Company as follows:

### **I. Basis and grounds for amending and supplementing the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors:**

The current Charter of Saigon Port Joint Stock Company was approved by the General Meeting of Shareholders at the annual meeting on March 28, 2024.

Pursuant to Article 144, Article 147 of the 2020 Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities. Accordingly, public companies shall stipulate in the Regulations on Corporate Governance the application of modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders (GMS) through online meetings, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

Currently, the Company Charter and the Regulations on Corporate Governance of Saigon Port Joint Stock Company (Saigon Port) do not have specific and detailed provisions on the content and form of online GMS meetings, electronic voting, or other electronic forms to serve as a basis for implementation in accordance with the Law on Enterprises and Decree No. 155/2020/ND-CP dated December 31, 2020.

In addition, a review of other contents that are no longer consistent with current legal regulations and the actual situation at the unit is conducted to make adjustments, ensuring the effective operation of the enterprise in compliance with legal regulations.

### **II. Content of amendments and supplementations to the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors:**

1. Appendix 1 attached:

- Draft of the complete Company Charter.
- 2. Appendix 2 attached:
  - Draft of the complete Regulations on Corporate Governance.
- 3. Appendix 3 attached:
  - Draft of the complete Regulations on Operation of the Board of Directors.

### **III. Proposal:**

On the basis of reviewing the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors of Saigon Port, the Board of Directors hereby submits to the General Meeting of Shareholders of Saigon Port for approval the following contents:

1. Approve the amendment and supplementation of the Charter of Saigon Port Joint Stock Company as per the attached Appendix 1.
2. Approve the amendment and supplementation of the Regulations on Corporate Governance of Saigon Port Joint Stock Company as per the attached Appendix 2.
3. Approve the amendment and supplementation of the Regulations on Operation of the Board of Directors of Saigon Port Joint Stock Company as per the attached Appendix 3.
4. Authorize the Board of Directors of Saigon Port to implement the above-mentioned contents in accordance with the Company Charter and relevant current regulations.

Hereby submitted./.

#### ***Recipients:***

- As above;
- SGP shareholders;
- SGP Board of Directors;
- SGP Board of Supervisor;
- SGP Board of Management;
- Posted on SGP website;
- Archived: Administration Dept, Person in charge of Corporate Governance, Board of Directors.

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

**Huynh Van Cuong**

**APPENDIX 1:**

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## INTRODUCTION

The Charter of Saigon Port Joint Stock Company (hereinafter referred to as the “Charter”) was adopted by a valid decision of the General Meeting of Shareholders of Saigon Port Joint Stock Company on .... day .... month .... year 2026.

Saigon Port Joint Stock Company (hereinafter referred to as the “Company”) is organized and operates in accordance with this Charter, the provisions of the Enterprise Law and other relevant current laws.

### CHAPTER I: GENERAL REGULATIONS

#### SECTION 1: DEFINITION OF TERMS IN THE REGULATION

##### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments and supplements;
- b) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements;
- c) “Civil Code” refers to the Civil Code No. 91/2015/QH13 dated November 24, 2015, and its amendments and supplements;
- d) “Date of Establishment” is the date the Company was first granted its Business Registration Certificate;
- e) “Charter Capital” is the total par value of shares sold and as stipulated in Article 7 of these Charters;
- f) “Voting capital” refers to share capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- g) “Company managers” refers to the company's managers, including: Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant;
- h) “Company executives” refers to the General Director, Deputy General Director, and Chief Accountant;
- i) “Related parties” refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;
- j) “Shareholders” refers to individuals and organizations owning at least one share of the Company;
- k) “Major shareholder” is a shareholder who directly or indirectly owns 5% or more of the Company's voting shares as stipulated in Clause 18, Article 4 of the Securities Law;
- l) “Sold shares” are shares authorized for sale that have been fully paid for by shareholders to the Company;
- m) “Authorized shares for sale” is the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital;
- n) “Unsold shares” are shares authorized for sale that have not yet been paid for to the Company;
- o) “Stock exchange” is the Vietnam Stock Exchange and its subsidiaries;
- p) “Operating period” is the Company's operating period as stipulated in this Charter;

## Charter of Saigon Port Joint Stock Company

q) “General Meeting of Shareholders” refers to the General Meeting of Shareholders of the Company;

r) “Board of Directors” refers to the Board of Directors of the Company;

s) “Non-Executive Board Member” refers to a Board Member who is not an Executive Officer of the Company;

t) “Independent Board Member” refers to a Board Member who meets the standards and conditions stipulated in Clause 2, Article 155 of the Enterprise Law;

u) “Supervisory Board” refers to the Supervisory Board of the Company;

v) “General Director” refers to the General Director of the Company;

w) “Chief Accountant” refers to the Chief Accountant of the Company;

x) “Vietnam” refers to the Socialist Republic of Vietnam;

y) “Law” refers to all legal normative documents stipulated in the Law on Promulgation of Legal Normative Documents No. 64/2025/QH15 dated February 19, 2025, and its amendments and supplements.

1. In these Charters, references to one or more other regulations or documents, including amendments, supplements, or replacements.

2. The headings (Chapters, Sections, Articles of these Charters) are used for convenience in understanding the content without affecting the content of these Charters.

3. Other words or terms defined in the Civil Code, the Enterprise Law, the Securities Law, and other legal documents (unless they conflict with the subject matter or context) shall have similar meanings in these Charters.

### **SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, head office, branches, representative offices and operating period of the Company**

1. Company Name:

- |                              |  |
|------------------------------|--|
| - Vietnamese Name            | : <b>CÔNG TY CỔ PHẦN CẢNG SÀI GÒN</b>    |
| - International Trading Name | : <b>SAIGON PORT JOINT STOCK COMPANY</b> |
| - Vietnamese Abbreviation    | : <b>CẢNG SÀI GÒN</b>                    |
| - English Abbreviation       | : <b>SAIGON PORT</b>                     |
| - Company Type               | : Joint Stock Company                    |
| - Logo:                      |  |



2. The company has legal personality under current Vietnamese law from the date of issuance of the Business Registration Certificate.

3. Company's Head Office Address:

- Head office address: No. 3 Nguyen Tat Thanh Street, Xom Chieu Ward, Ho Chi Minh City
- Phone: (028) 39 402 184
- Fax: (028) 39 400 168
- E-mail: [info@saigonport.vn](mailto:info@saigonport.vn)
- Website: [saigonport.vn](http://saigonport.vn)

4. At the time these Charters were approved by the General Meeting of Shareholders, the Company had branches and representative offices. The Company may establish branches, representative offices, and business locations within its business area to achieve its operational objectives in accordance with the resolutions and decisions of the Board of Directors and within the limits permitted by law.

5. Unless operations are terminated prematurely as stipulated in Article 72 of these Charters, the Company's operating term is indefinite.

### **Article 3. Legal Representative of the Company**

1. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

2. The company has two legal representatives: the Chairman of the Board of Directors and the General Director. The division of rights and responsibilities between the two legal representatives of the company is as follows:

## Charter of Saigon Port Joint Stock Company

a) The first legal representative – the General Director of the Company – has the rights and obligations of the Company's legal representative in accordance with current laws and this Charter, except as provided in point b, clause 2 of this Article.

b) The second legal representative – the Chairman of the Board of Directors of the Company – has the rights and obligations of the Company's legal representative only when the first legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or when the first legal representative dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, has absconded from their place of residence, has limited or lost civil capacity, has difficulties in understanding or controlling their behavior, is prohibited by the Court from holding a position, practicing a profession or doing a certain job, or is dismissed or removed from office by the Company's Board of Directors.

c) The division of representative rights and responsibilities aims to clearly define the duties, powers, and obligations of legal representatives, promoting proactiveness and enhancing responsibility in exercising the rights and obligations arising from the Company's transactions, limiting overlapping authority in the Company's representation work; and does not alter the authority of the Board of Directors or the General Director of the Company as stipulated by law and the Company's Charter.

d) Each legal representative is individually liable for damages caused to the Company in accordance with civil law and other relevant laws within the scope of the rights and obligations divided in this Charter. A legal representative who establishes transactions with a third party outside their prescribed authority shall be personally liable to the Company and the competent authority for any damages caused by such transactions. The handling of the consequences of transactions established and executed by representatives without proper authority shall be carried out in accordance with the law.

e) During the performance of their duties, if any problems arise related to the scope of the legal representative's duties as stipulated in the Company's Charter and internal regulations, the two legal representatives shall cooperate to resolve them; they must report regularly and be accountable to the Company's Board of Directors.

f) In the event that, for any reason, one person is not qualified to be the Company's legal representative, the other person shall automatically assume the rights and obligations of the unqualified representative and be responsible for all transactions under their representation.

3. The Board of Directors shall decide to replace or terminate the legal representative of the Company and carry out the registration procedures for the change in accordance with the provisions of the Enterprise Law.

4. The Company must ensure that there is always at least one legal representative residing in Vietnam.

5. When the General Director leaves Vietnam, he/she must authorize in writing another individual residing in Vietnam who is a Company Manager or Executive to exercise the rights and obligations of the legal representative. In this case, the General Director remains responsible for the exercise of the delegated rights and obligations. If the authorization expires and the General Director has not returned to Vietnam and no other authorization has been given, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.

When the Company has only one legal representative remaining in Vietnam, this person, upon leaving Vietnam for a period not exceeding 30 days, must authorize another individual residing in Vietnam who is currently a Company Manager or Executive to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations. If, after the expiration of the authorization period as stipulated in this clause, the legal representative has not returned to Vietnam and no other authorization has been given, the Board of Directors shall appoint one of the Company Managers or Executives present in Vietnam to act as the Company's legal representative.

#### **Article 4. Responsibilities of the Company's Legal Representative**

1. The Company's legal representative has the following responsibilities:

a) To exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the Company;

b) To be loyal to the interests of the Company; not to abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

c) To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have shares or capital contributions in accordance with the Enterprise Law, this Charter, and the Company's internal regulations and rules;

d) To comply with and adhere to the resolutions, decisions, directives, and requests of the Board of Directors when exercising the powers and obligations of the Company's legal representative. They are not permitted to conduct transactions, contracts, agreements, or commitments with any third party exceeding the scope of authority delegated by the Board of Directors;

e) Promptly report and seek the opinion of the Board of Directors on issues arising that exceed the authority of the legal representative of the Company when exercising their powers and obligations.

2. The legal representative of the Company shall be personally liable, in accordance with the law, for damages to the Company resulting from a breach of the responsibilities stipulated in Clause 1 of this Article.

### **SECTION 3: COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

#### **Article 5. Objectives of the Company's Operations**

1. The Company's business lines and activities:

<b>No.</b>	<b>Industry name</b>	<b>Industry code</b>
1	Cargo handling Details: Loading and unloading goods at seaports	5224
2	Other support services related to transportation Details: Leasing of seaport infrastructure; Sea freight forwarding agency services; Ship agency services; Cargo handling, warehousing, and packaging services; International multimodal transport business; Loading, unloading, and transportation of oversized and overweight	5229

No.	Industry name	Industry code
	cargo; Logistics services business; Investment in the construction, management, and operation of seaports (excluding: services for establishing, operating, maintaining, and servicing maritime navigation aids, water areas, public waterways, and shipping routes; services for surveying water areas, public waterways, and shipping routes for the publication of maritime notices; services for surveying, constructing, and publishing nautical charts of water areas, seaports, waterways, and shipping routes; construction and publication of maritime safety documents and publications; services for regulating and ensuring maritime safety in water areas, public waterways, and shipping routes; maritime electronic information services; maritime pilotage services); ship repair at ports; cargo counting services; ship cleaning services, ship supply services; Management, operation, and leasing of wharves, warehouses, mooring buoys, handling equipment, land and water transport vehicles, and specialized maritime equipment; Customs brokerage services; Container transshipment services at seaports.	
3	Road freight transport Details: Business of transporting goods by road (excluding liquefied gas for transport)	4933
4	Wholesale of agricultural machinery, equipment and spare parts Details: Buying and selling machinery, equipment, supplies, and raw materials for the maritime, transportation, construction, industrial, and mechanical industries (excluding item A.16, Appendix I of Decree 31/2021/ND-CP)	4653
5	Manufacturing of lifting, unlifting, and handling equipment: manufacturing of handling equipment.	2816
6	Shipbuilding and floating structures Details: New construction of barges, canoes, tugboats (excluding design of transport vehicles)	3011
7	Restaurants and mobile food service establishments Details: restaurant (not operating at the headquarter)	5610
8	Wholesale of other machinery, equipment and spare parts Details: Buying and selling machinery, equipment, supplies, and raw materials for the maritime, transportation, construction, industrial, agricultural, and mechanical industries (excluding item A.16, Appendix I of Decree 31/2021/ND-CP).	4659
9	Wholesale of beverages Details: Wholesale of alcoholic beverages and non-alcoholic beverages.	4633
10	Repair and maintenance of transport vehicles (excluding cars, motorcycles, motorbikes and other motor vehicles)	3315

No.	Industry name	Industry code
	Details: repair of land and water transport vehicles, barges, canoes, tugboats.	
11	Manufacture of building materials from clay Details: manufacturing of equipment and building materials (not operating at the headquarters)	2392
12	Bán buôn đồ dùng khác cho gia đình Chi tiết: bán buôn vali, cặp, túi, ví, hàng da và giả da khác, nước hoa, hàng mỹ phẩm và chế phẩm vệ sinh khác, hàng gốm sứ, thủy, tinh.	4649
13	Tổ chức giới thiệu và xúc tiến thương mại (không thực hiện các hiệu ứng cháy, nổ; không sử dụng chất nổ, chất cháy, hóa chất làm đạo cụ, dụng cụ thực hiện các chương trình văn nghệ, sự kiện, phim ảnh)	8230
14	Sản xuất khác chưa được phân vào đâu Chi tiết: Sản xuất phương tiện vận tải thủy bộ và các thiết bị chuyên dùng ngành hàng hải; Chế biến lương thực, thực phẩm; Chế biến than mỏ (không hoạt động tại trụ sở doanh nghiệp)	3290
15	Chuẩn bị mặt bằng Chi tiết: San lấp nền, mặt bằng cơ sở hạ tầng.	4312
16	Hoàn thiện công trình xây dựng Chi tiết: Nạo vét phao neo, cầu cảng.	4330
<b>17</b>	<b>Kho bãi và lưu giữ hàng hóa chi tiết: Kinh doanh kho bãi cảng</b>	<b>5210 (Chính)</b>
18	Hoạt động dịch vụ hỗ trợ trực tiếp cho vận tải đường thủy chi tiết: Lai dắt tàu biển; Cứu hộ hàng hải.	5222
19	Hoạt động kiến trúc và tư vấn kỹ thuật có liên quan Chi tiết: Tư vấn xây dựng (trừ thiết kế công trình, khảo sát xây dựng, giám sát thi công).	7110
20	Đóng thuyền, xuồng thể thao và giải trí Chi tiết: Đóng mới ca nô (không hoạt động tại trụ sở)	3012
21	Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê Chi tiết: kinh doanh bất động sản (Không bao gồm: Đầu tư xây dựng hạ tầng nghỉ trang, nghỉ địa để chuyển nhượng quyền sử dụng đất gắn với hạ tầng. Thực hiện theo Điều 11 Luật kinh doanh bất động sản)	6810
22	Chế biến và bảo quản rau quả Chi tiết: Chế biến hàng nông sản (không hoạt động tại trụ sở)	1030
23	Hoạt động của các cơ sở thể thao Chi tiết: Kinh doanh sân pickleball, sân cầu lông, sân bóng đá mini, sân tennis. Hoạt động của các cơ sở tổ chức các sự kiện thể thao trong nhà hoặc ngoài trời.	9311

No.	Industry name	Industry code
24	Khách sạn và dịch vụ lưu trú tương tự Chi tiết: Kinh doanh khách sạn (không hoạt động tại trụ sở).	5510
25	Quảng cáo Chi tiết: Quảng cáo thương mại, quảng cáo bất động sản.	7310
26	Dịch vụ lưu trú ngắn ngày khác	5520
27	Hoạt động dịch vụ hỗ trợ trực tiếp cho vận tải đường bộ (trừ hóa lỏng khí để vận chuyển)	5225
28	Bán buôn nhiên liệu rắn, lỏng, khí và các sản phẩm liên quan Chi tiết: Mua bán than mỏ (không hoạt động tại trụ sở).	4671
29	Bán buôn phụ tùng và các bộ phận phụ trợ của ô tô và xe có động cơ khác Chi tiết: Bán buôn phụ tùng và các bộ phận phụ trợ.	4662
30	Bán lẻ ô tô và xe có động cơ khác	4781
31	Đại lý, môi giới, đấu giá hàng hóa Chi tiết: Môi giới hàng hải.	4610
32	Bán lẻ hàng may mặc, giày, dép, hàng da và giả da Chi tiết: Bán lẻ cặp, túi, ví, hàng da và giả da khác.	4771
33	Dịch vụ trung gian cho hoạt động bất động sản Chi tiết: Môi giới bất động sản. Định giá bất động sản. Tư vấn bất động sản. Quảng cáo bất động sản. Quản lý bất động sản.	6821
34	Hoạt động bất động sản khác trên cơ sở phí hoặc hợp đồng	6829
35	Xây dựng công trình đường bộ Chi tiết: Thi công xây dựng hệ thống cầu, đường, thủy lợi, cấp thoát nước.	4212
36	Hoạt động tư vấn quản lý kinh doanh và hoạt động tư vấn quản lý khác Chi tiết: Tư vấn quản lý doanh nghiệp, tư vấn đầu tư (trừ tư vấn tài chính, kế toán, pháp luật).	7020
37	Bán lẻ thuốc, dụng cụ y tế, mỹ phẩm và vật phẩm vệ sinh Chi tiết: Bán lẻ nước hoa, hàng mỹ phẩm và chế phẩm vệ sinh khác.	4772
38	Bán lẻ đồ điện gia dụng, giường, tủ, bàn, ghế và đồ nội thất tương tự, đèn và bộ đèn điện, đồ dùng gia đình khác chưa được phân vào đâu Chi tiết: Bán lẻ đồ dùng gia đình bằng gốm, sứ, thủy tinh.	4759
39	Sửa chữa, bảo dưỡng thiết bị khác	3319

No.	Industry name	Industry code
	Chi tiết: sửa chữa thiết bị xếp dỡ và các thiết bị chuyên dùng ngành hàng hải.	
40	Hoạt động dịch vụ trung gian bán lẻ Chi tiết: Đại lý ô tô con (loại từ 12 chỗ ngồi trở xuống), xe có động cơ khác.	4790
41	Xây dựng công trình kỹ thuật dân dụng khác Chi tiết: Thi công xây dựng, duy tu, sửa chữa các công trình giao thông thủy, công trình giao thông đường bộ, cầu tàu, bến bãi, nhà cửa, công trình dân dụng, công nghiệp.	4299
42	Bán lẻ đồ ngũ kim, sơn, kính, vật liệu và thiết bị lắp đặt khác trong xây dựng Chi tiết: Mua bán thiết bị, vật liệu xây dựng (không hoạt động tại trụ sở).	4752
43	Bán buôn ô tô và xe có động cơ khác	4661
44	Bán lẻ đồ uống	4723
45	Bán buôn vật liệu, thiết bị lắp đặt khác trong xây dựng Chi tiết: Bán buôn thiết bị, vật liệu xây dựng (không hoạt động tại trụ sở).	4673

## 2. Mục tiêu hoạt động của Công ty:

a) Xây dựng và phát triển thương hiệu của Công ty luôn là một doanh nghiệp hàng đầu trong lĩnh vực khai thác cảng của quốc gia và khu vực; với chiến lược phát triển ổn định và bền vững trên nền tảng kinh doanh cốt lõi là dịch vụ khai thác cảng, hỗ trợ vận tải và logistics; chú trọng đầu tư có trọng tâm, trọng điểm phát triển cơ sở hạ tầng cảng biển và logistics, ứng dụng công nghệ thông tin, nâng cao hiệu quả khai thác, sử dụng hiệu quả các nguồn lực của Công ty.

b) Tối đa hóa lợi nhuận cho Công ty và cổ đông trên cơ sở xây dựng hệ thống quản lý, điều hành gọn nhẹ, hiệu lực, hiệu quả, ứng dụng công nghệ thông tin và công cụ quản lý tiên tiến, quản trị tốt nhất các nguồn lực và hoạt động sản xuất kinh doanh.

c) Đa dạng hóa các hình thức đầu tư, phát triển dịch vụ mới gắn kết với ngành nghề kinh doanh cốt lõi của Công ty.

d) Phát triển, đào tạo nguồn nhân lực chuyên môn chất lượng cao đáp ứng yêu cầu phát triển sản xuất kinh doanh kết hợp với chính sách đãi ngộ tương xứng.

e) Thực hiện đầy đủ các nghĩa vụ đối với Nhà nước và trách nhiệm của doanh nghiệp đối với cộng đồng.

## **Điều 6. Phạm vi kinh doanh và hoạt động của Công ty**

Công ty được phép tiến hành hoạt động kinh doanh theo các ngành nghề quy định tại Điều lệ này đã đăng ký, thông báo thay đổi nội dung đăng ký với cơ quan đăng ký kinh doanh và đã công bố trên Cổng thông tin đăng ký doanh nghiệp quốc gia. Trường hợp Công ty kinh doanh ngành nghề đầu tư kinh doanh có điều kiện, Công ty phải đáp ứng các điều kiện kinh doanh theo quy định của Luật Đầu tư, pháp luật chuyên ngành liên quan.

## **CHAPTER II: CHARTER CAPITAL, SHARES**

### **Article 7. Charter Capital**

1. The Company's charter capital is VND 2,162,949,610,000 (Two trillion one hundred sixty-two billion nine hundred forty-nine million six hundred ten thousand dong).

2. The charter capital is accounted for in Vietnamese Dong (VND).

3. The charter capital shall be used for purposes as prescribed by law.

4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Company may reduce its charter capital in the following cases, in accordance with current legal regulations:

a) By decision of the General Meeting of Shareholders, the Company repays a portion of the capital contributions to shareholders in proportion to their shareholding in the Company and ensures full payment of all debts and other financial obligations after the repayment to shareholders;

b) The Company repurchases the shares sold in accordance with Articles 11 and 12 of these Charters and current laws.

The reduction of the Company's charter capital must ensure that the charter capital after the reduction is not lower than the statutory capital as prescribed by law (if any).

### **Article 8. Shares**

1. Each share of the Company has a par value of VND 10,000 (Ten thousand dong).

2. The Company's charter capital at the time this Charter is approved by the General Meeting of Shareholders is divided into 216,294,961 (Two hundred sixteen million two hundred ninety-four thousand nine hundred sixty-one) shares.

3. The Company's shares on the date of approval of this Charter are common shares.

4. The company may issue preferred shares. Those who own preferred shares are called preferred shareholders.

5. The right to purchase dividend preferred shares, redeemable preferred shares, and other preferred shares is determined by the General Meeting of Shareholders.

6. Each share of the same class gives its holder equal rights, obligations, and benefits.

### **Article 9. Share certificates and shareholder register**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Share certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 05 working days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 03 working days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other timeframe as stipulated in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the reissue of the new share certificate.

5. Shareholder Register:

a) The company shall establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. Shareholders holding common shares and preferred shares may be registered in different registers. The shareholder register must contain at least the following information:

- + Name and registered office address of the Company.
- + Total number of shares authorized for sale, types of shares authorized for sale, and the number of shares authorized for sale of each type.
- + Total number of shares sold of each type and the value of contributed capital.
- + Full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizations, and registered office address of organizations.
- + Number of shares of each type held by each shareholder, and the date of share registration.

b) The shareholder register may be compiled and stored in paper form or as an electronic data set, or both. The shareholder register may be stored at the Company's headquarters or other organizations authorized to maintain shareholder registers, but must notify the business registration authority and all shareholders in writing. Shareholders have the right to check, search, or extract and copy the names and contact addresses of Company shareholders in the shareholder register during business hours at the location where the shareholder register is kept.

c) In case a shareholder changes their contact address, they must promptly notify the Company so that the shareholder register can be updated. The Company is not responsible for the inability to contact a shareholder due to failure to notify them of the change in their contact address.

6. For shares of the Company that are registered for centralized custody at the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency), the procedures will be carried out in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency) and relevant laws.

### **Article 10. Share Offering**

1. A share offering is the process by which the Company increases the number and types of shares it is authorized to offer in order to increase its charter capital.
2. Share offerings may be conducted in the following forms:
  - a) Offering shares to existing shareholders;
  - b) Private placement of shares;
  - c) Public offering of shares.
3. The Company's share offerings shall comply with the provisions of the law on securities.
4. The Company shall register the change in charter capital within 10 days from the date of completion of the share offering.

### **Article 11. Share Repurchase at the Company's Decision**

The Company has the right to repurchase no more than 30% of the total number of common shares sold, or a portion or all of the dividend-preferred shares sold, in accordance with the following regulations:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each class sold in each 12-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall determine the repurchase price of shares. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as stipulated in Clause 3 of this Article;
3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company according to the following procedures:
  - a) The Company's decision to repurchase shares must be notified by a means that ensures it reaches all shareholders within 30 days from the date the decision is made. The notification must include the name and registered address of the Company, the total number and type of shares to be repurchased, the repurchase price, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;
  - b) Shareholders who agree to sell their shares must send a written consent to sell their shares by a means that ensures it reaches the Company within 30 days from the date of notification. The consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; The name, business registration number or legal document number of the organization, the address of the head office for corporate shareholders; the number of shares owned and the number of shares agreed to be sold; the method of payment; the signature of the shareholder or the shareholder's legal representative. The company will only repurchase shares within the aforementioned period.
4. In addition to the regulations mentioned above, the Company's repurchase of shares must also comply with the provisions of Article 134 of the Enterprise Law, Article 36 of the Securities Law, and other current legal regulations.

## **Article 12. Share Repurchase at the Request of Shareholders**

1. Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matter stipulated in this clause.

2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price within 90 days from the date of receiving the request. If an agreement on price cannot be reached, the parties may request a valuation organization. The company shall introduce at least three valuation organizations for shareholders to choose one, and that choice shall be final.

3. In addition to the above provisions, the company's repurchase of shares at the request of shareholders must also comply with the provisions of Article 134 of the Enterprise Law, Article 36 of the Securities Law, and other current legal regulations.

## **Article 13. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

## **Article 14. Dividend Payment**

1. Dividends paid to preferred shares shall be made according to the specific conditions applicable to each type of preferred share.

2. Dividends paid to common shares shall be determined based on the net profit realized and the dividend payment shall be deducted from the Company's retained earnings. The Company may only pay dividends on common shares when the following conditions are met:

a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;

b) The Company has established funds and offset previous losses as prescribed by law, this Charter, and the Company's Financial Management Regulations;

c) Immediately after paying all dividends, the Company shall still ensure that it has sufficient funds to pay all debts and other financial obligations due.

3. Dividends may be paid in cash or in shares of the Company. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within 6 months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of shareholders entitled to receive dividends, determine the dividend amount to be paid per share, the payment deadline and

method at least 30 days before each dividend payment. Notices regarding dividend payments shall be sent by registered mail to shareholders at their registered addresses in the Shareholder Register at least 15 days before the dividend payment is made.

5. If a shareholder transfers their shares between the time the shareholder list is finalized and the time the dividend is paid, the transferor is the recipient of the dividend from the Company.

6. In the case of dividend payment in shares, the Company is not required to conduct a share offering as stipulated in Article 10 of these Charters. The Company must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

## **CHAPTER III: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **SECTION 1: ORGANIZATIONAL STRUCTURE**

#### **Article 15. Organizational structure, governance and control**

1. The organizational structure for management, governance, and control of the Company includes: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director.

a) The General Meeting of Shareholders is the highest decision-making body of the Company;

b) The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders;

c) The Supervisory Board is the body that supervises the Board of Directors and the General Director in the management and operation of the Company; and is responsible to the General Meeting of Shareholders for the performance of its assigned tasks;

d) The General Director is the person delegated, authorized, and assigned by the Board of Directors to manage the business and daily operations of the Company; The General Director is responsible for reporting to, explaining, and being subject to inspection and supervision by the Board of Directors and the Supervisory Board, and is accountable to the Board of Directors and to the law for the exercise of assigned rights and duties.

2. The Company has departments, branches, representative offices, and business locations to advise and assist the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director, and to implement the Company's operational objectives. The organizational structure, functions, and duties of the Company's departments, branches, representative offices, and business locations are stipulated in the organizational and operational regulations of those units, approved by the Company's Board of Directors.

## SECTION 2: SHAREHOLDERS AND THE SHAREHOLDER MEETING

### Điều 16. Quyền của cổ đông

1. Ordinary shareholders have the following rights:

- a) To attend and speak at General Meetings of Shareholders and exercise their voting rights directly at the General Meeting of Shareholders, or through an authorized representative, or to vote remotely, or to vote through written shareholder consultations, or other forms as prescribed by law and the Company's regulations. Each ordinary share has one voting right;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares in proportion to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except in cases where there are other restrictions on transfer stipulated in the Company's Charter, resolutions/decisions of the General Meeting of Shareholders and relevant laws;
- e) To review, search and retrieve information on the name and contact address in the list of shareholders with voting rights; requesting correction of inaccurate information;
- f) Reviewing, searching, extracting, or copying the Company's Articles, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) To request the Company to repurchase shares in the cases stipulated in Article 12 of these Charters;
- i) To be treated equally. Each share of the same class grants shareholders equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information published by the Company in accordance with the law;
- k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the procedures prescribed by law;
- l) Other rights as stipulated by law and these Charters.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article, other provisions of this Charter, the Company's internal regulations and rules, and current legal regulations;
- b) To review, examine, and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) To request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; the number of shares and the date of registration of shares for each shareholder,

the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) Proposals for inclusion in the General Meeting of Shareholders' Meetings. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

e) Other rights as stipulated by law, this Charter, and the Company's internal regulations and rules.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the Board of Directors to convene a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its delegated authority;

b) Other cases as prescribed by law and this Charter.

4. The request to convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders or groups of shareholders are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting at least 10 working days before the opening of the General Meeting of Shareholders. This notification must be in writing and sent to the attending shareholders and simultaneously to the Company's head office within the same timeframe;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as stipulated in this Charter or decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate, the remaining candidates will be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

6. Shareholders, or groups of shareholders owning at least 1% of the total number of common shares, have the right to independently or on behalf of the Company to initiate legal proceedings for personal or joint liability against members of the Board of Directors and the General Director to demand the return of benefits or compensation for damages to the Company or others as stipulated in Article 166 of the Enterprise Law.

7. Other rights as prescribed by law and this Charter.

### **Article 17. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares they have committed to purchase.

2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with this Charter and the Company's internal regulations and rules.

4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain confidentiality of information provided by the Company as stipulated in this Charter and the law; use the provided information only to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through one or more of the following forms, depending on the Company's regulations at each meeting:

a) Attend and vote in person at the meeting;

b) Authorize another individual or organization to attend and vote at the meeting;

c) Attend and vote through online conferencing, electronic voting, or other electronic forms;

d) Send voting ballots to the meeting via mail, fax, or email;

e) Other forms as stipulated in this Charter and the Company's internal regulations and rules, and the decision of the meeting convener in accordance with the law.

7. Individuals are liable for any of the following acts committed in the name of the Company:

a) Violating the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying debts before they are due in anticipation of financial risks to the Company.

8. Major shareholders are not allowed to abuse their advantage to influence the rights and interests of the Company or other shareholders as stipulated by law and this Charter; they have the obligation to disclose information as required by law;

9. Fulfill other obligations as stipulated by current law, this Charter, and the Company's internal regulations and rules.

**Article 18. Authorized Representative of a Shareholder is an Organization**

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to act on behalf of that shareholder to exercise the rights and obligations as stipulated in the Enterprise Law and this Charter.

2. The appointment of authorized representatives by organizations that are shareholders of the Company shall be carried out in accordance with the following regulations: Organizations owning from 10% to less than 20% of the total common shares may authorize 1 authorized representative; organizations owning from 20% to less than 30% of the total common shares may authorize a maximum of 2 authorized representatives; organizations owning from 30% to less than 40% of the total common shares may authorize a maximum of 3 authorized representatives; organizations owning from 40% to less than 50% of the total common shares may authorize a maximum of 4 authorized representatives; organizations owning from 50% to less than 60% of the total common shares may authorize a maximum of 5 authorized representatives; organizations owning from 60% to less than 70% of the total common shares may authorize a maximum of 6 authorized representatives; Shareholders owning between 70% and 80% of the total common shares may authorize a maximum of 7 representatives; and shareholders owning between 80% and less than 90% of the total common shares may authorize a maximum of 8 representatives.

3. If a shareholder is an organization that appoints multiple authorized representatives, the number of shares for each authorized representative must be specifically determined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among all authorized representatives.

4. The document appointing authorized representatives must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing authorized representatives must include the following main contents:

- a) Name, business registration number, and registered office address of the shareholder;
- b) The number of authorized representatives and the corresponding shareholding percentage of each authorized representative;
- c) Full name, contact address, nationality, and legal document number of each authorized representative;
- d) The corresponding term of authorization for each authorized representative, clearly stating the start date of representation;
- e) Full name and signature of the legal representative of the shareholder and of the authorized representative.

5. Authorized representatives must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Not have a family relationship with the Company's managers and the person authorized to appoint the Company's managers with respect to institutional shareholders as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law.

**Article 19. Responsibilities of the Authorized Representative of a Shareholder (Organization)**

1. The authorized representative, acting on behalf of the shareholder, shall exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the law and this Charter. Any restrictions imposed by the shareholder on the authorized representative in exercising the respective rights and obligations of the shareholder at the General Meeting of Shareholders shall not be effective against third parties.

2. The authorized representative is responsible for attending all General Meetings of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of their ability, and protecting the legitimate interests of the shareholders who appointed the representative.

3. The authorized representative is liable to the shareholders who appointed the representative for any violation of the responsibilities stipulated in this Article. The shareholders who appointed the representative are liable to third parties for any liabilities arising from the rights and obligations exercised through the authorized representative.

## **Article 20. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually, once a year, within four months of the end of the Company's financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the Company's financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and these Articles of Association, in particular, approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. 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 remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members prescribed by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters; the request to convene a General Meeting of Shareholders must be 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 include sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

e) Other cases as prescribed by law and these Charters.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving a request as stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening an Extraordinary General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request a representative of the Company to convene an Extraordinary General Meeting of Shareholders as stipulated in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 24 of these Charters, the Company's internal regulations and rules, and the provisions of the law.

**Article 21. Rights and Obligations of the General Meeting of Shareholders**

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

- a) To approve the Company's development orientation;
- b) To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) To decide on amendments and additions to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;
- h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the internal regulations on corporate governance; the operating regulations of the Board of Directors and the Supervisory Board;

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- l) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct an audit of the Company's operations, and dismissing approved auditors when deemed necessary;
  - m) Deciding on increasing or decreasing the charter capital; the timing and method of capital mobilization;
  - n) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and current legal regulations.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The Board of Directors' report on governance and performance of the Board of Directors and each member of the Board of Directors;
  - d) The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
  - e) The Supervisory Board's self-assessment report on its performance and that of its members;
  - f) The dividend rate for each share of each class;
  - g) Number of members of the Board of Directors and Supervisory Board;
  - h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
  - i) Decision on the budget or total amount of remuneration, salaries, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - j) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the Company's operations when deemed necessary;
  - k) Amendments and additions to the Company's Charter;
  - l) Types of shares and the number of new shares to be issued for each type of share;
  - m) Division, separation, merger, acquisition, or conversion of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and designation of the liquidator;
  - o) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - p) Deciding to repurchase more than 10% of the total shares sold of each class;
  - q) Approving transactions stipulated in Clause 3, Article 55 of these Charters;
  - r) Approving the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
  - s) Other matters as prescribed by law and these Charters.
3. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Article 22. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, this Charter, the Company's internal regulations and rules, and current legal regulations.
2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

3. The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of sub-authorization, the person attending the meeting must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

4. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

- a) The authorizing person has died, is incapacitated, or has lost their legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person exercising the authorization.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders, or before the meeting is reconvened, or at any other time (if any) determined by the convening party when convening the meeting.

### **Article 23. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those holding shares of that class (regardless of the number of people or shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 25, 26 and 27 of these Regulations.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

### **Article 24. Convening, agenda and notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 20 of these Charters.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders; the Company must publish information about the preparation of the list of

shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- e) Draft the resolution of the General Meeting of Shareholders according to the planned content of the meeting;
- f) Determine the time and place of the meeting;
- g) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- h) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and 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 the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and 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 cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents to be used in the meeting;
- b) List and detailed information of candidates in case of election of Board of Directors members and Supervisory Board members;
- c) Voting ballot;
- d) Draft resolution for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 16 of these Charters have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 16 of these Charters;
- c) The proposed issue is outside the scope of the General Meeting of Shareholders' decision-making authority;
- d) Other cases as prescribed by law, this Charter, and the Company's internal regulations and rules.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda that was sent with the notice of meeting.

**Article 25. Conditions for Holding a Shareholders' General Meeting**

1. A Shareholders' General Meeting shall be held when the number of shareholders attending represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for holding a meeting as stipulated in Clause 1 of this Article, a notice of the second meeting must be sent within 30 days from the date of the first planned meeting. The second Shareholders' General Meeting shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for holding a meeting as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within 20 days from the date of the second planned meeting. The third Shareholders' General Meeting shall be held regardless of the total number of voting shares of the shareholders attending.

**Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered, following the basic procedure as follows:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders (if organizational), or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

c) The procedure for registering shareholders to attend the meeting is specifically stipulated in this Charter, the Company's internal regulations and rules, current legal regulations, and is prescribed by the convener in accordance with each General Meeting of Shareholders.

2. The election of the chairman, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairman can be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as stipulated in point a) of this clause, the person who signed the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman, and the person with the highest number of votes shall preside over the meeting;

c) The chairman shall appoint one or more people to serve as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees. The chairperson must:

- a) Arrange seating at the meeting venue.
- b) Ensure the safety of all persons present at the meeting venue.
- c) Facilitate the attendance (or continued attendance) of shareholders at the meeting.

The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. These measures may include issuing entry passes or using other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, and abstention. The results of the vote count shall be announced by the presiding officer before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The convener or presiding officer of the General Meeting of Shareholders has the following rights:

- a) To require all attendees to undergo security checks or other lawful and reasonable security measures;
- b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the presiding officer's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;
- c) Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

10. The person convening the General Meeting of Shareholders has the right to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law.

## **Article 27. Forms and conditions for adopting resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the General Meeting of Shareholders or by obtaining shareholder opinions in writing or other forms as prescribed in this Charter, the Company's internal regulations and rules, and current legal regulations.

2. Resolutions are adopted at the General Meeting of Shareholders when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 3, 4, 5, and 6 of this Article.

3. Resolutions on the following matters are adopted at the General Meeting of Shareholders if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 4, 5, and 6 of this Article:

- a) The type of shares and the total number of shares of each type;
- b) Changes to the business lines, professions, and business sectors;
- c) Changes to the Company's organizational and management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

4. In cases where resolutions are adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by at least 75% of the total number of preferred shares of that type present at the meeting, or by at least 75% of the total number of preferred shares of that type in the case of a resolution adopted through written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of voting shares are legal and effective even if the procedures for convening the meeting; the procedures for obtaining opinions and adopting the resolution violate the provisions of the Enterprise Law and these Charters.

8. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; Instead of sending the resolution, it can be posted on the Company's website.

### **Article 28. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 21 of these Charters.

2. The Board of Directors shall prepare the opinion poll ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 working days before the deadline for returning the opinion poll ballots. The requirements and methods for sending opinion poll ballots and accompanying documents shall comply with the provisions of Clause 3, Article 24 of these Charters.

3. The opinion poll form must include the following main contents:

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- a) Name, registered office address, and business registration number;
- b) Purpose of the opinion poll;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;
- d) Issues requiring an opinion poll for decision-making;
- e) Voting options including "agree," "disagree," and "no opinion" for each issue;
- f) Deadline for returning the completed opinion poll forms to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

- a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
- b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;
- c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Purpose and issues requiring a vote to pass the resolution;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d) Total number of votes in favor, against, and abstentions for each issue;
- e) Issues passed and the corresponding percentage of votes in favor;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote count minutes, adopted resolutions, and related documents accompanying the ballots are kept at the Company's head office.

8. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.

### **Article 29. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in English, and must contain the following main contents:

- a) Name, registered office address, and business registration number;

- b) Time and location of the General Meeting of Shareholders;
  - c) Agenda and content of the meeting;
  - d) Full name of the chairperson and secretary;
  - e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
  - f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
  - g) Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
  - h) Issues that have been approved and the corresponding percentage of votes cast;
  - i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The minutes shall clearly state the reason why the chairperson or secretary refused to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.
3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be published on the Company's website in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 30. Request for Annulment of Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the Shareholders' General Meeting or the minutes of the vote count results of the Shareholders' General Meeting, the shareholder or group of shareholders specified in Clause 2, Article 16 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the Shareholders' General Meeting resolution in the following cases:

- 1. The procedures for convening the meeting and making decisions of the Shareholders' General Meeting seriously violate the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 7, Article 27 of this Charter.
- 2. The content of the resolution violates the law or these Charters. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider reorganizing the General Meeting of Shareholders within 30 days according to the procedures stipulated in the Enterprise Law and these Charters.

## **SECTION 3: BOARD OF DIRECTORS**

### **Article 31. Nomination and Election of Board of Directors Members**

- 1. Once the candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these

candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including board positions in other companies);
- e) Interests related to the Company and its related parties;
- f) The Company is responsible for disclosing information about the companies in which the candidate holds board member positions, other management positions, and any interests related to the candidate's board members (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 20% of the total common shares have the right to nominate 1 candidate; owning from 20% to less than 30% of the total common shares have the right to nominate a maximum of 2 candidates; owning from 30% to less than 40% of the total common shares have the right to nominate a maximum of 3 candidates; owning from 40% to less than 50% of the total common shares have the right to nominate a maximum of 4 candidates; owning from 50% to less than 60% of the total common shares have the right to nominate a maximum of 5 candidates; owning from 60% to less than 70% of the total common shares have the right to nominate a maximum of 6 candidates; owning from 70% to 80% of the total common shares have the right to nominate a maximum of 7 candidates; Shareholders owning between 80% and less than 90% of the total common shares are entitled to nominate a maximum of 8 candidates.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the internal regulations on corporate governance and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Article 33 of this Charter.

### **Article 32. Composition and Term of Office of Board of Directors Members**

1. The Company's Board of Directors shall consist of 9 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.

3. If all members of the Board of Directors complete their terms simultaneously, they shall continue to serve on the Board until new members are elected to replace them and take over their duties, ensuring uninterrupted management and operation of the Company.

4. The Company must ensure a minimum of 3 non-executive members of the Board of Directors. If the Company is a listed company, the total number of independent members of the Board of Directors must ensure a minimum of 3 independent members.

5. A member of the Board of Directors loses their status if they are dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 34 of these Charters.

6. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure in the securities market.

7. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

### **Article 33. Standards and Conditions for Board of Directors Members**

1. Board of Directors members must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;
- c) A Board of Directors member may simultaneously be a member of the Board of Directors of another company;
- d) Not be a family member of: the General Director and other managers of the Company; or of the manager or person authorized to appoint managers of the parent company. The concept of family member in this Charter is understood and applied according to the provisions of Clause 22, Article 4 of the Enterprise Law.
- e) A Board of Directors member of the Company may only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.

2. Independent members of the Company's Board of Directors (if any) must meet the following standards and conditions:

- a) Not be currently employed by the Company, its parent company, or its subsidiary; not have previously worked for the Company, its parent company, or its subsidiary for at least three consecutive years prior to the appointment;
- b) Not be receiving a salary or remuneration from the Company, except for allowances granted to Board members as stipulated;
- c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;
- d) Not directly or indirectly own at least 1% of the total voting shares of the Company;
- e) Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the independent member of the Board of Directors concerned.

### **Article 34. Dismissal, Removal, Replacement and Addition of Members of Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not meeting the qualifications and conditions stipulated in Article 33 of this Charter;
- b) Submitting a resignation letter and having it accepted;

c) Having limited or lost civil capacity or having difficulties in understanding and controlling their actions.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Ceasing to be an authorized representative of a shareholder that is an organization, as decided by that organization;

c) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in 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 of 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 stipulated in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors is reduced, failing to meet the number stipulated in Clause 4, Article 32 of this Charter;

c) Except in the cases stipulated in points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

### **Article 35. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and obligations:

a) To decide on the Company's strategy, operational objectives, medium-term development plan, annual business plan, and annual budget;

b) To propose the types of shares and the total number of shares authorized for sale of each type;

c) To decide on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; to decide on other forms of capital mobilization;

a) To decide on the selling price of the Company's shares and bonds;

b) To decide on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 11 of these Charters;

c) To decide on solutions for the Company's market development, marketing, and technology;

d) Deciding on investment plans and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;

e) Deciding on the sale of assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;

f) Approving purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial

statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21, and clause 3, Article 55 of this Charter; Deciding on guarantees for subsidiaries with a value less than 35% of the total asset value recorded in the Company's most recent financial statement; Decisions on project investment, procurement, repair, maintenance, dredging, and other urgent and unforeseen expenses for production and business activities arising outside the annual plan of the Company have been approved by the General Meeting of Shareholders;

g) Decisions on the organizational structure of the Company; decisions on the issuance of internal management regulations and rules of the Company; decisions on the establishment of subsidiaries, branches, representative offices, business locations, and the contribution of capital or purchase of shares in other enterprises; decisions on capital investment outside the enterprise;

h) Elect, dismiss, and remove the Chairman of the Board of Directors; elect, dismiss, and remove the Vice Chairman of the Board of Directors; appoint, dismiss, recruit, sign contracts with, and terminate contracts with the General Director; decide on the salary, remuneration, bonuses, and other benefits of the General Director;

i) Assign tasks and delegate authority to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other members of the Board of Directors to oversee and monitor various aspects of work to exercise the powers, responsibilities, and obligations of the Board of Directors as stipulated in this Charter, the Company's internal regulations and rules, and current legal regulations;

j) Appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, or the Board of Directors in other companies, and decide on the remuneration and other benefits of those representatives; nominate candidates for election to the Board of Directors, the Supervisory Board, or recommend candidates for appointment as supervisors in other enterprises; The General Director has the authority to appoint, dismiss, recruit, sign contracts with, and terminate contracts for the Deputy General Director and Chief Accountant, and to determine their salaries, remuneration, bonuses, and other benefits based on the General Director's recommendations.

k) Approve the General Director's appointment, dismissal, recruitment, contract signing, and contract termination of Directors/Deputy Directors of branches and equivalents, Department Heads/Deputy Department Heads and equivalents;

l) Approve the General Director's Action Program to implement the Company's annual business plan; approve the monthly, quarterly, and annual operational plans of the Company's Executive Board;

m) Assign tasks and supervise, inspect, monitor, and evaluate the level of task completion as a basis for salary and bonus payments to the General Director; direct and require reports and explanations, inspect and supervise the Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Company to ensure compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors;

n) Decide on changes to the form and content of the Company's logo and brand identity;

o) Delegating or authorizing the General Director to: make decisions regarding investment plans and investment projects; plans for liquidation, sale, and leasing of fixed assets; and to issue certain internal management regulations and rules of the Company;

p) Review the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain written opinions for the General Meeting of Shareholders to pass resolutions;

q) Submit the audited annual financial statements to the General Meeting of Shareholders;

r) Propose the dividend rate to be paid; decide on the timeframe and procedures for dividend payment or handling losses incurred during business operations; decide on capital

mobilization, borrowing, and the implementation of mortgages, guarantees, and compensation of the Company within its authority;

s) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

t) Decide on the issuance of the Board of Directors' operating regulations and the internal regulations on corporate governance after approval by the General Meeting of Shareholders;

u) Report to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved in previous General Meeting resolutions that have not yet been implemented. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation;

v) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board's activities at the annual General Meeting of Shareholders on the following matters:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Article 36 of these Charters.

b) Summary of the Board of Directors' meetings and decisions.

c) Report on transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; transactions between the Company and companies in which a member of the Board of Directors is a founding member or business manager during the three years immediately preceding the transaction.

d) Activities of independent members of the Board of Directors and the results of each independent member's evaluation (if any) of the Board of Directors' activities.

e) Activities of other subcommittees of the Board of Directors (if any).

f) Results of oversight of the CEO.

g) Results of oversight of other executives.

h) Future plans of the Board of Directors.

### **Article 36. Remuneration, Salaries, Bonuses, and Other Benefits of Members of Board of Directors**

1. The Company has the right to pay remuneration, salaries, and bonuses to Board members based on business results and performance.

2. Board members are entitled to salaries, remuneration for their work, and bonuses. Remuneration for work is calculated based on the number of working days required to complete the Board member's tasks and the daily rate. The Board of Directors determines the remuneration for each member based on consensus. The total amount of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration, salaries, and bonuses of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the normal scope of a member's duties may receive additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of the Board members related to violations of the law and these Articles of Association.

### **Article 37. Chairman of the Board of Directors, Vice-Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Vice-Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members to perform the duties assigned by the Board of Directors and the Chairman of the Board of Directors.

3. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

4. The Chairman of the Board of Directors has the following rights and obligations:

a) To prepare the monthly, quarterly, and annual work program and plan of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors. To organize the collection of written opinions from the Board of Directors to approve matters within the Board's decision-making authority, except for matters that require a Board meeting for discussion;

c) Organizing the adoption of resolutions and decisions of the Board of Directors;

d) Supervising the implementation of resolutions and decisions of the Board of Directors;

e) Presiding over the General Meeting of Shareholders;

f) Signing decisions, resolutions, and conclusions of the Board of Directors on behalf of the Board of Directors; signing other documents to direct and handle matters within the authority and responsibility of the Board of Directors;

g) Ensuring that members of the Board of Directors receive complete, objective, accurate information and sufficient time to discuss issues that the Board of Directors must consider;

h) Prepare work plans and assign tasks to members of the Board of Directors. The specific task assignments for each member must be in writing and signed by the Chairman of the Board of Directors;

i) Supervise members of the Board of Directors in the performance of their assigned duties;

j) Exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of this Charter; other powers and duties as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

5. If the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

6. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education

facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

**Article 38. Meetings of the Board of Directors and the process of obtaining written opinions for the adoption of resolutions and decisions of the Board of Directors.**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes. In the event that more than one member has the highest number of votes and they are tied, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all meetings of the Board of Directors, except for internal meetings of the Board of Directors. Board of Directors meetings may be held in person, online, in-person and online conferences, and/or other forms as decided by the Chairman of the Board of Directors or the person convening the meeting of the Board of Directors in accordance with the provisions of the law.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors;

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be responsible for any damages incurred by the Company; the person making the request has the right to convene the meeting on his/her behalf.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least 5 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting, the voting ballots of the members, and instructions for attending/voting at the meeting (if any).

Notices inviting members to the Board of Directors meeting may be sent by paper invitation, telephone, fax, or electronic means, and must ensure that they reach the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send notices of meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not the right to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 3 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Other forms and means as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting in accordance with the provisions of the law.

10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the Board members.

12. Resolutions and decisions of the Board of Directors are adopted at the Board meeting if approved by a majority of the Board members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The process of obtaining written opinions from the Board of Directors to approve matters within the Board's decision-making authority is as follows:

- a) The Chairman of the Board of Directors sends a written opinion request form along with relevant documents related to the matter requiring the Board's opinion;
- b) Board members consider and vote on the matters requiring their opinion within the timeframe specified in the opinion request form and return it to the Chairman of the Board of Directors. Board members may submit their voting opinions to the Board's support staff via email, the Company's electronic office system (PO), or other online communication methods; the paper copy of the opinion request form is then sent to the Company for archiving purposes as per regulations;

- c) The Chairman of the Board of Directors presides over the preparation of the minutes of the Board of Directors' opinion vote. The main content of the Minutes of the Board of Directors' Vote Counting is similar to the Minutes of the Board of Directors' Meeting as stipulated in Clause 1, Article 39 of this Charter;

- d) Based on the vote counting results, the Chairman of the Board of Directors, on behalf of the Board of Directors, signs the resolution, decision, or directive of the Board of Directors regarding the matter for which opinions were sought.

14. Resolutions and decisions of the Board of Directors shall be adopted by written ballot if approved by a majority of the Board members; in case of a tie, the final decision shall rest with the side whose opinion is supported by the Chairman of the Board of Directors. Resolutions and decisions of the Board of Directors adopted by written ballot shall have the same validity as resolutions and decisions adopted at a Board meeting.

### **Article 39. Minutes of the Board of Directors Meeting**

## Charter of Saigon Port Joint Stock Company

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in English, containing the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or authorized representatives and their attendance; full names of members absent from the meeting and their reasons;
- e) Issues discussed and voted on at the meeting;
- f) Summary of the opinions expressed by each member attending the meeting in chronological order;
- g) Voting results, clearly indicating which members approved, disapproved, and abstained;
- h) Issues approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors present and agree to sign the minutes, and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in the Enterprise Law, this Charter, and relevant laws.

3. The chairperson, the person recording the minutes, and all signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Content approved by a majority of the members present at the Board of Directors meeting must be adopted as a resolution. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

5. Minutes prepared in Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors. These minutes serve as authentic evidence of the work performed at the meeting and the validity of the voting at the meeting, unless objections to the content of the minutes are raised within 10 days of the date of sending. After this period, if the members of the Board of Directors do not raise any objections, they shall be deemed to have agreed with the minutes. The minutes must be signed by the chairperson and the person recording the minutes, except as stipulated in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for their agreement on the content before signing.

### **Article 40. Right to provide information of Board of Director**

1. Board members have the right to request the Company's executives to provide information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. The Company's executives are required to provide timely, complete, and accurate information and documents as requested by Board members.

### **Article 41. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each

subcommittee shall be determined by the Board of Directors and shall be at least three, including members of the Board of Directors and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority of members present at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of this Charter and the Internal Regulations on Corporate Governance.

#### **Article 42. Person in Charge of Company Management**

1. The Board of Directors shall appoint at least one person to be in charge of Company management to support the management work at the Company. The person in charge of Company management may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of Company management shall not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors and the Chairman of the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders. Providing advice, assistance, and carrying out tasks assigned by the Board of Directors, the Chairman, and members of the Board of Directors.

b) Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advising on the procedures of the General Meeting of Shareholders and the Board of Directors;

d) Attending the General Meeting of Shareholders and the Board of Directors;

e) Advising on the procedures for drafting resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with the law;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Serving as the point of contact with the Company's stakeholders;

i) Maintaining the confidentiality of the Company's information in accordance with the law and this Charter;

j) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

### **SECTION 4: THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 43. Organizational Structure of the Management System**

The Company's management system must ensure that all units, individuals, and managers within the management structure are accountable to the Board of Directors and have the obligation to report and explain; to perform their assigned duties and responsibilities well to improve the Company's operational efficiency; and to be subject to the inspection, supervision, direction, and urging of the Board of Directors in the implementation of the annual business plan, investment projects, strategic objectives, medium-term development plans, and in the management of all daily operations of the Company. The Company has a General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, removal, signing of contracts, and termination of contracts for the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

#### **Article 44. Company Managers**

1. The company's executive staff includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. The company's executives are responsible for performing their duties in the best and most efficient way to support the company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The salaries and bonuses of the General Director and other company executives are determined by the Board of Directors, based on the executive salary fund approved annually by the General Meeting of Shareholders.

4. Executive salaries are included in the company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 45. Appointment, Dismissal, Duties and Powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director. In the case where the Board of Directors hires a General Director through an employment contract, the specific powers, responsibilities, obligations and duties of the General Director shall be stipulated in detail in the employment contract; resolutions, decisions, regulations, internal management rules of the Board of Directors and this Charter.

2. The General Director is responsible for managing the company's daily business operations according to the delegation, authorization, requests, directives, and assignments of the Board of Directors; is accountable and subject to inspection and supervision by the Board of Directors and the Supervisory Board; and is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of appointment and employment contract for the General Director shall not exceed 5 years and may be reappointed or re-hired at the discretion of the Board of Directors. The General Director must meet the standards and conditions stipulated in Article 46 of this Charter.

4. The General Director has the following rights and obligations:

a) Immediately upon being recruited, hired/appointed by the Board of Directors and/or no later than January of each year, the General Director must develop and submit to the Board of Directors for approval the General Director's Action Program to implement the Company's annual business plan, market development solutions, customer marketing, increasing market share, enhancing the Company's competitiveness, and propose and recommend solutions to rationalize production, improve technological processes, restructure the management apparatus, mobilize resources to serve investment projects, business strategies, the Company's medium-term development plan, and solutions to overcome difficulties, obstacles, existing problems and other issues of the Company. Develop monthly, quarterly, and annual operational plans of the Company's Executive Board and submit them to the Board of Directors for approval no later than the first week of that month, quarter, or year;

b) Implement the General Director's Action Program approved by the Board of Directors; preside over the implementation of the monthly, quarterly, and annual operational plans of the Company's Executive Board and organize the implementation of policies, resolutions, decisions, directives, and requirements of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors to achieve the highest goals, results, and efficiency. Promptly report, explain, and seek guidance from the Board of Directors and the Chairman of the Board of Directors on issues arising in the daily operation of the Company that exceed the General Director's authority;

c) Directing, assigning tasks, and evaluating the level of task completion as a basis for paying salaries and bonuses to the Deputy General Directors, Chief Accountant, and units, individuals, and managers in the Company's executive apparatus to ensure the effective implementation of the General Director's Action Program, the monthly, quarterly, and annual operational plans of the Company's Executive Board, and other objectives and tasks of the Company's Executive Board, based on compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors and the Chairman of the Board of Directors;

d) Deciding on matters related to the Company's business operations and daily activities according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other legal representatives of the Company;

e) Developing and submitting to the Board of Directors for approval the Company's annual business plan, budget, and medium-term plan. Organizing the implementation of the Company's business plan and investment plan. Deciding on investments, asset sales; purchase, sale, loan, lending, lease, and rental contracts; commercial business contracts, and business cooperation contracts;

f) Conducting transactions related to pledging, mortgaging, guaranteeing, indemnifying, and other contractual transactions of the Company as delegated or authorized by the Board of Directors through the Company's financial management regulations issued by the Board of Directors or according to resolutions and decisions of the Board of Directors, except in cases where the General Director no longer has the legal capacity to represent the Company;

g) Proposing to the Board of Directors for approval the Company's organizational structure plan; and the Company's internal management regulations and rules;

h) Deciding on salaries and other benefits for employees in the Company and those appointed by the General Director;

i) Submitting the annual labor utilization plan to the Board of Directors for approval. Recruiting employees according to the annual labor utilization plan approved by the Board of Directors;

j) Proposing dividend payment plans or handling business losses; proposing to the Board of Directors measures to improve the Company's business and management efficiency;

k) Proposing to the Board of Directors to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, or the Board of Directors in companies in which the Company has capital contributions, and deciding on the remuneration and other benefits of those representatives;

l) Performing tasks, duties, and requests assigned by the Board of Directors and the Chairman of the Board of Directors;

m) Other rights and obligations as prescribed by law, this Charter and the Company's internal management regulations, resolutions, decisions, directives of the Board of Directors, and employment contracts signed with the Company.

5. The General Director is accountable to the Board of Directors, the Chairman of the Board of Directors, and the General Meeting of Shareholders for the performance of assigned duties and powers, and must provide explanations and reports to competent authorities when requested.

6. The General Director must manage the Company's daily business operations in accordance with the law, this Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director's actions are contrary to the provisions of this clause and cause damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.

7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a new contract, appointing a new General Director to replace him/her. During the process of appointing the

General Director, the Board of Directors decides to assign duties to another Company Manager or Company Executive to exercise the rights and responsibilities of the General Director.

#### **Article 46. Standards and conditions for becoming General Director**

1. The General Director must meet the following standards and conditions:
  - a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
  - b) Not be a family member of the Company's Manager, a Member of the Supervisory Board of the Company and the parent company; the representative of state capital, or the representative of enterprise capital in the Company and the parent company;
  - c) Possess professional qualifications and experience in the Company's business management.
2. The General Director shall automatically lose his or her position and be replaced in the following cases:
  - a) Loss of civil capacity, death;
  - b) Violation of legal regulations regarding cases where he or she is prohibited from holding office;
  - c) When a court decides to expel him or her or the court prohibits him or her from holding office, practicing a profession, or performing a specific job;
  - d) The company's business registration certificate is revoked;
3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases:
  - a) Failure to complete the Company's annual business plan; failure to implement or ineffective implementation of development plans, strategies, objectives, and tasks assigned by the Board of Directors, except in cases where an explanation is approved by the Board of Directors;
  - b) Having limited civil capacity; having difficulties in understanding and controlling their actions;
  - c) Not meeting the standards and conditions as stipulated in Clause 1 of this Article;
  - d) Submitting a resignation letter (clearly stating the reasons for resignation) to the Board of Directors and the Supervisory Board of the Company at least 45 days before ceasing to perform their duties and powers;
  - e) By decision of the Board of Directors;
  - f) Other cases as stipulated in this Charter, the Company's internal regulations and rules, and current laws.

### **SECTION 5: SUPERVISORY BOARD**

#### **Article 47. Nomination and candidacy of members of the Supervisory Board**

1. If a candidate for the Supervisory Board has been determined in advance, the Company must publish information related to the candidate at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervisory Board. The information related to the Supervisory Board candidate to be published must include at least the following:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other management positions (including positions on the Board of Directors or Supervisory Board of other companies);
  - e) Interests related to the Company and its related parties;

f) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, a member of the Supervisory Board, other management positions, and any related interests of the candidate for a member of the Supervisory Board (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 30% of the total common shares have the right to nominate 1 candidate; owning from 30% to less than 50% of the total common shares have the right to nominate a maximum of 2 candidates; owning from 50% to less than 70% of the total common shares have the right to nominate a maximum of 3 candidates; owning from 70% to less than 90% of the total common shares have the right to nominate a maximum of 4 candidates.

3. If the number of candidates nominated and elected to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the election of Supervisory Board members in accordance with the law.

#### **Article 48. Composition of the Supervisory Board**

1. The Company's Supervisory Board shall consist of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited number of terms. More than half of the Supervisory Board members must be residents of Vietnam.

2. Members of the Supervisory Board must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities;
- c) Not be a family member of a member of the Board of Directors, the General Director, or other managers or executives of the Company;
- d) Not be a Company manager; not necessarily a shareholder or employee of the Company;
- e) Not a family member of: the representative of state capital in the parent company; the manager or director of the parent company; a member of the Supervisory Board of the parent company; the representative of the parent company's capital in the Company; the representative of the Company's capital in another company, and as stipulated in Clause 2, Article 169 of the Enterprise Law;
- f) Not working in the accounting or finance department of the Company;
- g) Not a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years preceding.

3. Members of the Supervisory Board shall be dismissed in the following cases:

a) No longer meeting the qualifications and conditions for membership in the Supervisory Board as stipulated in Clause 2 of this Article;

b) Submitting a resignation letter and having it accepted;

4. Members of the Supervisory Board shall be removed from office in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and this Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

5. If a member of the Supervisory Board has their term ending at the same time as a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

### **Article 49. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders;
- d) Other rights and obligations as stipulated in the Company's Supervisory Board's operating regulations.

### **Article 50. Rights and obligations of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.

2. It examines the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of the Company's accounting, statistics, and financial reporting.

3. It assesses the completeness, legality, and honesty of the Company's annual and semi-annual business performance reports, financial statements, and the Board of Directors' management evaluation reports, and presents the assessment report at the Annual General Meeting of Shareholders. It reviews 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 from the Board of Directors or the General Meeting of Shareholders.

4. Review, examine, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.

5. Examine the Company's accounting books, accounting records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters.

6. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters, the Supervisory Board shall conduct an inspection within 7 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspections conducted by the Supervisory Board as stipulated in this clause shall not hinder the normal functioning of the Board of Directors or disrupt the Company's business operations.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities.

8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 53 of this Charter, the Supervisory Board must immediately notify the Board of Directors in writing, request the person committing the violation to cease the violation, and take measures to remedy the consequences.

9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing firms approved to audit the Company's financial statements; decide on the approved auditing firm to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.

13. Be responsible to shareholders for its supervisory activities.

14. Supervise the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

15. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

16. In case of discovering any violations of the law or these Charter by members of the Board of Directors, the General Director, and other executives of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the person committing the violation to cease the violation and take measures to remedy the consequences.

17. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

19. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

20. The Supervisory Board's report at the Annual General Meeting of Shareholders on the Company's business results, the performance of the Board of Directors and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must ensure the following contents:

a) Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board as stipulated in Article 52 of this Charter.

b) Summary of the Supervisory Board's meetings and its conclusions and recommendations.

c) Results of monitoring the Company's operations and finances.

d) Assessment report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the General Director, other executives of the Company, and related parties of those entities; Transactions between the Company and other companies in which a member of the Board of Directors, the General Director, or other executives of the business are founding members or managers of the business within the three years preceding the transaction.

e) Results of monitoring the Board of Directors, the General Director, and other executives of the Company.

f) Results of evaluating the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

21. Entitled to information as stipulated in Article 171 of the Enterprise Law.

22. Other rights and obligations as stipulated in the Enterprise Law, this Charter, the Regulations on the operation of the Company's Supervisory Board, and resolutions of the General Meeting of Shareholders.

### **Article 51. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all Supervisory Board members present must sign the minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

### **Article 52. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on company income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

## **SECTION 6: RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 53. Responsibilities of Company Managers**

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

- a) To exercise the rights and obligations assigned to them in accordance with the Law on Enterprises, other relevant laws, this Charter, and resolutions of the General Meeting of Shareholders;
- b) To exercise the rights and obligations assigned to them honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company;
- c) To be loyal to the interests of the Company and its shareholders; not to abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;
- d) To promptly, fully, and accurately inform the Company of the contents stipulated in Clause 2, Article 56 of this Charter;

2. Members of the Board of Directors are obligated under this Charter and the following obligations:

- a) To perform their duties honestly and diligently for the best interests of the shareholders and the Company;
- b) To attend all meetings of the Board of Directors and to provide opinions on matters discussed;
- c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
- d) To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, or companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which members of the Board of Directors are founding members or managers of the business during the three years preceding the transaction.
- e) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and fully indemnify the Company and third parties for all damages.

#### **Article 54. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

#### **Article 55. Transactions with Shareholders, Company Managers and Related Parties**

1. The company is prohibited from providing loans or guarantees to individual shareholders, organizations, and related parties of individual shareholders.

2. The company is prohibited from providing loans or guarantees to related parties of organizational shareholders, except when the company and the related organization are a group of companies, including a parent company and its subsidiaries, and such transactions are approved by the

General Meeting of Shareholders or the Board of Directors as stipulated in this Charter and where the law provides otherwise.

3. The Company may only conduct the following transactions after obtaining the approval of the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant who are not shareholders, and related individuals or organizations of these individuals or entities;

In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant, where the Company and that organization are companies operating as a group of companies, including parent-subsidiary companies, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the provisions of this Charter;

b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, between the Company and one of the following parties:

+ Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, and related parties of these parties;

+ Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company, and their related parties;

+ Enterprises that members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant are required to declare according to the provisions of Clause 2, Article 56 of this Charter.

c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.

d) Other contracts and transactions not specified in Clause 4 of this Article.

4. The Board of Directors approves contracts and transactions stipulated in point b, clause 3 of this Article with a value less than 35% of the total asset value recorded in the Company's most recent financial statement. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

5. In cases where a contract or transaction is approved as stipulated in Clause 3 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 3 and 4 of Article 27 of these Charters.

6. Contracts and transactions shall be invalidated by court decision and processed according to law if they were concluded in violation of the provisions of this Article; the signatories of the contracts and transactions, shareholders, members of the Board of Directors, or the General Director concerned shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of such contracts and transactions.

7. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

### **Article 56. Disclosure of related interests**

The disclosure of the Company's interests and related parties is carried out in accordance with the following regulations:

1. The Company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and transactions with the Company. The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, the Deputy General Director, and the Chief Accountant must declare to the Company their related interests, including:

a) The name, enterprise code, head office address, business sector, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.

3. The declarations stipulated in Clause 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

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

b) The list of related parties and related interests shall be kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director and other managers have the right to review, extract and copy part or all of the contents of the declaration;

d) The Company must facilitate access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not obstruct or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the provisions of this Charter.

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

### **Article 57. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their duties with conscientiousness and professional competence, shall be held liable for any damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member

of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. When performing functions, duties, or tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Having acted honestly, carefully, and diligently in the interests of and not in conflict with the interests of the Company;

b) Complying with the law and having no evidence confirming that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorney fees), judgment costs, fines, and payments arising in practice or considered reasonable in resolving these matters within the framework of the law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

## **SECTION 7: RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

### **Article 58. Right to access books and records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to the company's books and records, they must be accompanied by a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that this information is kept confidential.

4. The Company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. These Articles must be published on the Company's website.

**SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE ORGANIZATIONS AT THE COMPANY FACILITY**

**Article 59. Workers and political organizations, socio-political organizations, and employee representative organizations at the Company Facility.**

1. The General Director must plan for the Board of Directors to approve matters related to recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and Company executives.

2. The General Director must plan for the Board of Directors to approve matters related to the Company's relationship with political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level, in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

3. Political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level operate in accordance with the Constitution, laws, and the charters of their respective organizations.

4. The company is obligated to respect and not obstruct or hinder the establishment of political organizations, socio-political organizations, and employee representative organizations at the company's premises; and must not obstruct or hinder employees from participating in the activities of these organizations.

**CHAPTER IV: MANAGING THE COMPANY'S INVESTMENT CAPITAL IN OTHER ENTERPRISE**

**Article 60. Management of the Company's investment capital in other enterprises**

1. The Company decides to establish and invest in, contribute capital to, or purchase shares in other enterprises; and decides to transfer the Company's investment capital in other enterprises in accordance with the Company's business strategy and production plan and in accordance with the law.

2. The Company's rights and obligations regarding the enterprise and its investment capital in other enterprises are governed by the Law on Enterprises, the company's charter, and other relevant current legal regulations. The Company appoints an authorized representative to directly manage the Company's investment capital in other enterprises on its behalf. The rights and obligations of the authorized representative are stipulated in the company's charter or internal management regulations issued by the Board of Directors.

**Article 61. Relationship between the Company and a single-member limited liability company**

The Board of Directors exercises the rights, responsibilities, and obligations of the owner of a single-member limited liability company in which the Company holds 100% of the charter capital, as stipulated in the Enterprise Law and the company's charter approved by the Board of Directors.

**Article 62. Relationship between the Company and joint-stock companies and limited liability companies with two or more members**

1. Enterprises with investment capital from the Company are established, organized, and operate in accordance with the Enterprise Law, relevant legal regulations, and the charter of that enterprise.

2. The Company exercises the rights and obligations of shareholders or members, and joint venture partners as prescribed by law and the charter of that enterprise.

3. The Company manages its investment capital through its authorized representative in that enterprise.

4. The Board of Directors exercises its rights and obligations regarding its capital contribution in the enterprise through its authorized representative to exercise the rights of shareholders, capital contributors, and joint venture partners.

5. The Board of Directors requires its authorized representative to perform the tasks stipulated in the Enterprise Law and the Company's internal management regulations and rules.

**CHAPTER V: COMPANY FINANCE**

**SECTION 1: PROFIT DISTRIBUTION**

**Article 63. Profit Distribution**

1. The General Meeting of Shareholders decides on the amount and form of annual dividend payments from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the case of dividends or other payments related to a particular stock being paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass resolutions and decisions to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution and the establishment of various funds of the Company shall be carried out in accordance with the provisions of this Charter, the Company's internal regulations and rules, current laws, and decisions of the General Meeting of Shareholders.

## **SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

### **Article 64. Bank Accounts**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the law.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

### **Article 65. Fiscal Year**

The Company's fiscal year begins on January 1st and ends on December 31st of the same year.

### **Article 66. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by the competent authority.
2. The Company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses the Vietnamese Dong as the currency in its accounting. If the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **SECTION 3: FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE OF INFORMATION**

### **Article 67. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with legal regulations. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by regulations on corporate accounting. The annual financial statements must truthfully and objectively reflect the company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authority.

### **Article 68. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

### **Article 69. Disclosure of Information**

1. The company must submit annual financial statements approved by the General Meeting of Shareholders to the competent state authority in accordance with the law on accounting and other relevant laws.

2. The company shall publish the following information on its website:

- a) Company Charter;
- b) Curriculum vitae, educational qualifications and professional experience of the members of the Board of Directors, members of the Supervisory Board, and the General Director of the Company;
- c) Annual financial statements approved by the General Meeting of Shareholders;
- d) Annual performance evaluation reports of the Board of Directors and the Supervisory Board.

3. The company shall disclose and publicize information in accordance with the law on securities and other applicable laws.

## **SECTION 4: COMPANY AUDIT**

### **Article 70. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express their opinion at the meeting on matters related to the audit of the Company's financial statements.

## **SECTION 5: COMPANY SEAL**

### **Article 71. Company Seal**

1. The Company seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, branches, representative offices, and other units of the Company.

3. The Board of Directors, the General Director, the Supervisory Board, and individuals shall use and manage the seals in accordance with the provisions of this Charter, the Company's internal regulations and rules, and current legal regulations.

## **SECTION 6: DISSOLUTION OF THE COMPANY**

### **Article 72. Dissolution of the Company**

1. A company may be dissolved in the following cases:

- a) By resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Certificate of Business Registration, except where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be approved by the competent authority (if required) as prescribed.

### **Article 73. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 3 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid in the following order:

- a) Liquidation expenses;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees according to collective bargaining agreements and signed employment contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining amount after paying all debts from items (a) to (d) above will be distributed to shareholders. Preferred shares will be given priority in payment.

## **SECTION 7: RESOLVING INTERNAL DISPUTES**

### **Article 74. Internal Dispute Resolution**

1. In the event of disputes or complaints arising concerning the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, this Charter, other legal provisions, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

## **SECTION 8: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

**Article 75. Company Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to the Company's operations not mentioned in this Charter, or where there are new legal provisions different from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

**SECTION 9: EFFECTIVE DATE**

**Article 76. Effective Date**

1. This Charter, consisting of 5 chapters and 76 articles, was unanimously approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company on ... day ... month ... year ... at the headquarters of Saigon Port Joint Stock Company and the full text of this Charter is hereby approved.

2. This Charter is the only and official Charter of the Company. This Charter replaces the Charter previously approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company on ... day ... month ... year ....

3. This Charter is made in 5 copies, all having equal value, and is kept at the Company's head office.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors./.

*Ho Chi Minh City, Date .... Month .... Year .....*

**LEGAL REPRESENTATIVE  
CHAIRMAN  
OF THE BOARD OF DIRECTORS**

**Huynh Van Cường**

## COMPARISON TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE STATUTES SAIGON PORT JOINT STOCK COMPANY

*(Attached is Report No. ..../..... dated ..../...../2026 from the Board of Directors)*

*Regarding the amendment and supplementation of the Regulations on the operation of the Board of Directors of Saigon Port Joint Stock Company)*

No.	Clause	Before the change	After the change	Reason for change
1	Points a and b, Clause 1, Article 1	<p>Article 1. Explanation of Terms</p> <p>1. In these Regulations, the following terms are understood as follows:</p> <p>a) “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;</p> <p>b) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019;</p>	<p>Article 1. Explanation of Terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>a) “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, <b><u>and its amendments and supplements;</u></b></p> <p>b) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, <b><u>and its amendments and supplements;</u></b></p> <p>c) <b><u>“Civil Code” refers to Civil Code No. 91/2015/QH13 dated November 24, 2015 and its amendments and supplements;</u></b></p>	<p>This is to expand the reference to the 2015 Civil Code and its amendments.</p>
2	Point g, Clause 1, Article 1	<p>f) “Business managers” are those who manage the Company, including: Chairman of the Board of Directors, members of the Board of Directors, and General Director;</p>	<p><b><u>Company Directors</u></b>” refers to the managers of the Company, including: Chairman of the Board of Directors, members of the Board of Directors, <b><u>General Director; Deputy</u></b></p>	<p>- Revise to be consistent with Article 53 and the entire text.</p> <p>- Add the positions of</p>

No.	Clause	Before the change	After the change	Reason for change
			<b><u>General Director, Chief Accountant;</u></b>	"Deputy General Director" and "Chief Accountant" to the list of eligible positions.
3	Point h, Clause 1, Article 1	g) "Business executives" include the General Director, Deputy General Director, and Chief Accountant;	h ) " <b><u>Company Executives</u></b> " include the General Director, Deputy General Director, and Chief Accountant;	Edit to match the full text.
4	Point i, Clause 1, Article 1	h) "Related parties" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;	i) "Related parties" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law <b><u>and Clause 23, Article 4 of the Enterprise Law;</u></b>	Supplementing the basis for the definition of related parties in the Enterprise Law.
5	Point k, Clause 1, Article 1	j) "Major shareholder" is a shareholder who directly or indirectly owns 5% or more of the voting shares of the Company;	k) "Major shareholder" is a shareholder who directly or indirectly owns 5% <b><u>or more of</u></b> the Company's voting shares <b><u>as stipulated in Clause 18, Article 4 of the Securities Law;</u></b>	Additional legal basis in the Securities Law
6	Point s, Clause 1, Article 1		<b><u>S) "Non-executive board member" refers to a board member who is not an executive of the company;</u></b>	Add more definitions
7	Point t, Clause 1, Article 1		<b><u>t) "Independent Board Member" refers to a Board member who meets the standards and conditions stipulated in Clause 2, Article 155 of the Enterprise Law.</u></b>	Add more definitions
8	Point x,		<b><u>x) "Family members" are those who have a</u></b>	Add more definitions

No.	Clause	Before the change	After the change	Reason for change
	Clause 1, Article 1		<b><u>relationship as defined in Clause 22, Article 4 of the Enterprise Law.</u></b>	
9	Point z, Clause 1, Article 1	x) “Law” refers to all legal normative documents stipulated in the Law on Promulgation of Legal Normative Documents No. 80/2015/QH13 dated June 22, 2015 and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Normative Documents No. 63/2020/QH14 dated June 18, 2020.	z) “Law” refers to all legal normative documents stipulated in Law No. <b><u>64/2025/QH15 on the Promulgation of Legal Normative Documents dated February 19, 2025, and its amendments and supplements.</u></b>	Update the legal basis.
10	Clause 4, Article 1	4. Other words or terms defined in the Civil Code and the Enterprise Law and other legal documents (if not in conflict with the subject matter or context) shall have similar meanings in the Articles of Association.	4. Other words or terms defined in the Civil Code, the Enterprise Law, <b><u>the Securities Law</u></b> , and other legal documents (if they do not conflict with the subject matter or context) shall have similar meanings in the Articles of Association.	Additional legal basis under the Securities Law
11	Clause 2, Article 2	Article 2. Name, form, head office, branches, representative offices and operating period of the Company  2. The company acquires legal personality under current law from the date of issuance of its Business Registration Certificate.	Article 2. Name, form, head office, branches, representative offices and operating period of the Company  2. The company has legal personality under current <b><u>Vietnamese law</u></b> from the date of issuance of the Business Registration Certificate.	Supplement accordingly to the model regulations issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020.
12	Clause 3,	3. Company's Head Office Address:	3. Company's head office address:	Update administrative

No.	Clause	Before the change	After the change	Reason for change
	Article 2	- Head office address: 3 Nguyen Tat Thanh Street, Ward 13, District 4, Ho Chi Minh City - Phone: (028) 39 402 184 - Fax: (028) 39 400 168 - Email: info@saigonport.vn But Website: saigonport.vn	- Head office address: <b><u>3 Nguyen Tat Thanh Street, Xom Chieu Ward, Ho Chi Minh City</u></b> - Phone: (028) 39 402 184 - Fax: (028) 39 400 168 - Email: info@saigonport.vn But Website: saigonport.vn	boundaries
13	Clause 4, Article 2	4. At the time the Articles of Association were approved by the General Meeting of Shareholders, the Company had branches and representative offices listed in Appendix No. 01. The Company may establish branches, representative offices, and business locations within its business area to achieve its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.	4. At the time the Articles of Association were approved by the General Meeting of Shareholders, the Company had branches and representative offices. The Company may establish branches, representative offices, and business locations within its business area to achieve its operational objectives in accordance with the resolutions and decisions of the Board of Directors and within the limits permitted by law.	Omit the content of Appendix No. 01 to avoid having to amend the Articles of Association each time a branch or representative office is established or dissolved.
14	Clause 5, Article 2	5. Unless the Company ceases operations prematurely in accordance with Article 74 of the Articles of Association, its operating term is indefinite.	5. Unless terminated prematurely in accordance with <b><u>Article 72</u></b> of the Articles of Association, the Company's operating term is indefinite.	Correct the reference to the Article number.
15	Clause 2, Article 3	Article 3. Legal Representative of the Company 2. The company has two legal representatives:	Article 3. Legal Representative of the Company 2. The company has two legal representatives:	This addition is for clarification and to ensure that in case of

No.	Clause	Before the change	After the change	Reason for change
		<p>the Chairman of the Board of Directors and the General Director. The rights and obligations between the two legal representatives of the company are divided as follows:</p> <p>a) The first legal representative - the General Director of the Company - has the rights and obligations of the Company's legal representative, except as provided in point b, clause 2 of this Article.</p> <p>b) The second legal representative – the Chairman of the Board of Directors of the Company – has the rights and obligations of the Company's legal representative when the first legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or when the first legal representative dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, has absconded from their place of residence, has limited or lost civil capacity, has difficulties in understanding or controlling their</p>	<p><b><u>the General Director and the Chairman of the Board of Directors. The division of</u></b> rights and obligations between the two legal representatives of the company is as follows:</p> <p>a) The first legal representative - the General Director of the Company - has the rights and obligations of the Company's legal representative <b><u>in accordance with current laws and the Articles of Association,</u></b> except as provided in point b, clause 2 of this Article.</p> <p>b) The second legal representative – the Chairman of the Board of Directors of the Company – has the rights and obligations of the Company's legal representative <b><u>only</u></b> when the first legal representative is absent from Vietnam without authorizing another person to exercise the rights and obligations of the Company's legal representative, or when the first legal representative is deceased, missing, under criminal investigation, detained, serving a prison sentence, undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from their place of residence, has limited or lost civil capacity,</p>	<p>changes in the law regarding the legal representative, and before the Articles of Association are amended, the relevant legal provisions will be invoked.</p>

No.	Clause	Before the change	After the change	Reason for change
		behavior, is prohibited by the Court from holding a position, practicing a profession or doing a certain job, or is dismissed or removed from office by the Company's Board of Directors .	has difficulties in understanding or controlling their behavior, is prohibited by the Court from holding a position, practicing a profession or performing a certain job, or is dismissed or removed from office by the Company's Board of Directors.	
16	Clauses 3 and 4 of Article 3 (old)	<p>3. The Board of Directors decides to replace or terminate the legal representative of the Company and carry out the registration procedures for the change in accordance with the provisions of the Enterprise Law.</p> <p>4. The company must ensure that there is always at least one legal representative residing in Vietnam.</p>		Omitted
17	Paragraphs 3, 4, and 5 of Article 3	5. When the General Director leaves Vietnam, he/she must authorize in writing another individual residing in Vietnam who is a Company's Director or Executive to exercise the rights and obligations of the legal representative. In this case, the General Director remains responsible for the exercise of the delegated rights and obligations. If the authorization expires and the General Director has not returned to Vietnam and no other	<p>3. When the General Director leaves Vietnam, he/she must authorize another individual in writing, who is <b><u>a Company Director or Company Executive and is residing in Vietnam,</u></b> to exercise the rights and obligations of the legal representative. In this case, the General Director remains responsible for the exercise of the delegated rights and obligations.</p> <p><b><u>4.</u></b> If the authorization period expires and the</p>	Amend the phrase "Company management and executive member" to "Company's Director or Company Executive" to be consistent with the definition.

No.	Clause	Before the change	After the change	Reason for change
		<p>authorization has been given, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.</p> <p>When the Company has only one legal representative remaining in Vietnam, this person, upon leaving Vietnam for a period not exceeding 30 days, must authorize another individual residing in Vietnam who is currently a Company's Director or Executive to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations. If, after the expiration of the authorization period as stipulated in this clause, the legal representative has not returned to Vietnam and no other authorization has been given, the Board of Directors shall appoint one of the Company's Directors or Executives present in Vietnam to act as the Company's legal representative.</p>	<p>General Director has not returned to Vietnam and no other authorization is given, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.</p> <p><b><u>5.</u></b> When the Company has only one legal representative <b><u>residing</u></b> in Vietnam, this person, upon leaving Vietnam, must authorize in writing an individual <b><u>who is a Company's Director or Company Executive and is residing in Vietnam</u></b> to exercise the rights and obligations of the legal representative.</p>	
18	Clause 6,		<b><u>6. If both legal representatives do not meet</u></b>	

No.	Clause	Before the change	After the change	Reason for change
	Article 3		<b><u>the qualifications and standards for legal representation as prescribed by law and these Articles of Association, the Board of Directors shall appoint another person to act as the legal representative of the Company.</u></b>	
19	Point c, Clause 1, Article 4	Article 4. Responsibilities of the Company's Legal Representative  1. The legal representative of the Company has the following responsibilities:  ....  c) To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have shares in, in accordance with the Law on Enterprises, the Articles of Association, and the Company's internal management regulations and rules;	Article 4. Responsibilities of the Company's Legal Representative  1. The legal representative of the Company has the following responsibilities:  ....  c) To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have shares <b><u>in.</u></b> Capital contributions are made in accordance with the Law on Enterprises, the Articles of Association, and the Company's internal regulations and rules;	Correct the spelling error and change "internal regulations and management rules" to "internal regulations and rules".
20	Clause 2, Article 4	2. The legal representative of the Company shall be personally liable for damages to the Company resulting from a breach of the responsibilities stipulated in Clause 1 of this Article.	2. The legal representative of the Company shall be personally liable, <b><u>in accordance with the law,</u></b> for damages to the Company resulting from a breach of the responsibilities stipulated in Clause 1 of this Article.	Updated according to Clause 2, Article 13 of the Enterprise Law, as amended and supplemented in the amended Enterprise Law

No.	Clause	Before the change	After the change	Reason for change
				of 2025.
21	Clause 1, Article 5	Article 5. Objectives of the Company's Operations 1. The company's business lines and activities: ...	Article 5. Objectives of the Company's Operations 1. The company's business lines and activities: ... <b><u>During its operation, the Company may add business lines in accordance with the law. If the addition of business lines occurs between two annual general meetings of shareholders, the Board of Directors may seek shareholder approval in writing.</u></b>	The following information has been added in accordance with the confirmation of changes to the business registration and the addition of industry codes (as per the Certificate of Business Registration Change No. 135860/26 dated February 10, 2026, issued by the Department of Finance of Ho Chi Minh City).
22	Chapter II Title	CHAPTER II: CHARTER CAPITAL, SHARES, STOCKS, AND BONDS	CHAPTER II: CHARTER CAPITAL, SHARES, AND STOCKS	Revise the Chapter title to be appropriate as it does not mention bonds and to conform to the Model Charter in Circular 116.
23	Clause 5, Article 7	Article 7. Charter Capital ....	Article 7. Charter Capital ....	- To be further expanded if other legal regulations

No.	Clause	Before the change	After the change	Reason for change
		<p>5. A company may reduce its charter capital in the following cases:</p> <p>a) In accordance with the decision of the General Meeting of Shareholders, the Company shall return a portion of the capital contributions to shareholders in proportion to their ownership in the Company and ensure that all debts and other financial obligations are fully paid after the capital has been returned to the shareholders;</p> <p>b) The company repurchases the shares sold in accordance with Articles 10 and 11 of the Articles of Association.</p> <p>The reduction of the Articles of Association of the Company capital must ensure that the Articles of Association capital after the reduction is not lower than the statutory capital as prescribed by law (if any).</p>	<p>5. The company may reduce its charter capital in the following cases, <b><u>in accordance with current legal regulations</u></b>:</p> <p>a) In accordance with the decision of the General Meeting of Shareholders, the Company shall return a portion of the capital contributions to shareholders in proportion to their <b><u>shareholding</u></b> in the Company and ensure that all debts and other financial obligations are fully paid after the capital has been returned to the shareholders;</p> <p>b) The company repurchases the shares sold in accordance with <b><u>Articles 11 and 12</u></b> of the Articles of Association <b><u>and applicable laws</u></b>.</p> <p>The reduction of the Articles of Association of the Company capital must ensure that the Articles of Association capital after the reduction is not lower than the statutory capital as prescribed by law (if any).</p>	<p>apply.</p> <p>- Correct the reference to the Article number.</p>
24	Paragraphs 4, 5, and 7 of Article 8	<p>Article 8. Shares</p> <p>...</p> <p>4. A company may issue preferred shares. The holder of preferred shares is called a preferred shareholder.</p>	<p>Article 8. Shares</p> <p>...</p> <p>4. A company may issue preferred shares <b><u>after obtaining the approval of the General Meeting of Shareholders and in accordance</u></b></p>	<p>The wording has been changed to clarify the content and align with the corresponding content in the model</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>5. The right to purchase preferred dividend shares and preferred redeemable shares is determined by the General Meeting of Shareholders.</p>	<p><b><u>with the provisions of the law.</u></b> Holders of preferred shares are called preferred shareholders.</p> <p>5. Individuals entitled to purchase dividend-preferred shares, redeemable preferred shares <b><u>, and other preferred shares</u></b> are determined by the General Meeting of Shareholders.</p> <p>...</p> <p><b><u>7. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares by resolution of the General Meeting of Shareholders.</u></b></p>	<p>regulations issued with Circular 116/BTC.</p>
25	Clause 3, Article 9	<p>Article 9. Share certificates and shareholder register</p> <p>...</p> <p>3. Within 05 working days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 03 working days from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the</p>	<p>Article 9. Certificates of shares, <b><u>other securities certificates</u></b> and shareholder registers</p> <p>...</p> <p>3. Within 05 working days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 03 working days from the date of full payment for the shares as stipulated in the Company's share issuance plan <b><u>(or other timeframe as stipulated in</u></b></p>	<p>Additional options are available subject to the actual release terms.</p>

No.	Clause	Before the change	After the change	Reason for change
		Company the cost of printing the share certificate.	<b>the issuance terms</b> ), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.	
26	Clause 6, Article 9		6. For shares of the Company that are registered for centralized custody at the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency), the procedures will be carried out in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency) and relevant laws.	Additional information for cases where shares have been registered with VSDC.
27	Point a, Clause 3, Article 11	Article 11. Repurchase of shares by decision of the Company ... 3. The company may repurchase shares from each shareholder in proportion to their shareholding in the company, following the procedures below: a) The Company's decision to repurchase shares must be notified in a manner that ensures all shareholders are reached within 30 days of the date the decision is adopted. The notification must include the Company's name	Article 11. Repurchase of shares by decision of the Company ... 3. The company may repurchase shares from each shareholder in proportion to their shareholding in the company, following the procedures below: a) The Company's decision to repurchase shares must be notified in a manner that ensures all shareholders are reached within 30 days of the date the decision is adopted. The notification must include the Company's	Amend “repurchase value” to “repurchase price” to conform with the original provision in Article 133 of the Enterprise Law.

No.	Clause	Before the change	After the change	Reason for change
		and registered office address, the total number and types of shares to be repurchased, the repurchase value, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;	name and registered office address, the total number and types of shares to be repurchased, <b><u>the repurchase price</u></b> , the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;	
28	Paragraphs 4 and 5 of Article 11	4. In addition to the regulations mentioned above, the company's repurchase of shares must also comply with the provisions of Article 36 of the Securities Law.  5. The conditions for payment and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Enterprise Law.	4. In addition to the regulations mentioned above, the Company's repurchase of shares must also comply with the provisions of Article 36 of the Securities Law, Article 134 of the Enterprise Law, <b><u>and other relevant legal documents</u></b> .	Combine the old clauses 4 and 5 to align with the presentation of clause 3 of Article 12.
29	Clause 3, Article 12	Article 12. Repurchase of shares at the request of shareholders  ...  3. The conditions for payment and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Enterprise Law and Article 36 of the Securities Law.	Article 12. Repurchase of shares at the request of shareholders  ...  3. <b><u>In addition to the regulations mentioned above, the company's repurchase of shares at the request of shareholders must also</u></b> comply with the provisions of Article 134 of the Enterprise Law, Article 36 of the Securities Law, <b><u>and other current legal regulations</u></b> .	Amendments are made to align with Clause 4 of Article 11.

No.	Clause	Before the change	After the change	Reason for change
30	Article 13	<p>Article 13. Transfer of shares</p> <p>1. Shares are freely transferable, except where transfer restrictions are explicitly stated in the share certificate.</p> <p>2. The transfer of shares listed and registered for trading on the Stock Exchange shall be carried out in accordance with the provisions of the law on securities and the securities market.</p> <p>3. The transfer of shares not listed or registered for trading on the Stock Exchange shall be carried out by contract. The transfer documents must be signed by the transferor and the transferee or their authorized representatives.</p> <p>4. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.</p> <p>5. In the event that a shareholder who is an individual dies, the heir according to the will or the law of that shareholder becomes a shareholder of the Company.</p> <p>6. In the event that a shareholder who is an</p>	<p>Article 13. Transfer of shares</p> <p>1. Shares are freely transferable, except for shares with transfer restrictions as explicitly stated in the shareholder's share certificate.  <u><b>Shares with transfer restrictions include: preferential shares purchased by trade unions, preferential shares purchased by employees based on actual working time in the public sector, shares owned by employee shareholders who are purchased preferentially based on a commitment to long-term employment with the Company during the Company's privatization process, and other shares as decided by the General Meeting of Shareholders.</b></u></p> <p>2. The transfer of shares listed and registered for trading on the stock exchange shall be carried out in accordance with the provisions of the law on securities and the securities market.</p> <p>3. The transfer of shares not listed or registered for trading on a stock exchange must be carried out by contract. The transfer documents must be signed by the transferor</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>individual dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, the shares of that shareholder shall be settled according to the provisions of civil law.</p> <p>7. Shareholders reserve the right to donate a portion or all of their shares in the Company to other individuals or organizations; or to use shares to repay debts. Individuals or organizations who receive shares as a donation or as debt repayment will become shareholders of the Company.</p> <p>8. Individuals and organizations receiving shares in the cases stipulated in this Article shall only become shareholders of the company from the time their information as stipulated in Clause 5 of Article 8 of the Articles of Association is fully recorded in the shareholder register.</p>	<p>and the transferee or their <b><u>respective authorized representatives.</u></b></p> <p>4. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.</p>	
31	Paragraphs 4 and 6 of Article 14	<p>Article 14. Dividend Payment</p> <p>...</p> <p>4. Dividends must be paid in full within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of</p>	<p>Article 14. Dividend Payment</p> <p>...</p> <p>4. Dividends must be paid in full within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of</p>	<ul style="list-style-type: none"> <li>- Additional regulations</li> <li>- Correct the referenced article number.</li> <li>- Add references</li> </ul>

No.	Clause	Before the change	After the change	Reason for change
		<p>shareholders entitled to receive dividends, determine the dividend amount to be paid per share, the payment deadline and method at least 30 days before each dividend payment. Notices regarding dividend payments shall be sent by a secure method to shareholders at their registered addresses in the Shareholder Register at least 15 days before the dividend payment is made.</p> <p>...</p> <p>6. In the case of dividend payment in shares, the Company is not required to follow the procedures for offering shares as stipulated in Article 9 of the Articles of Association. The Company must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.</p>	<p>shareholders entitled to receive dividends, determine the dividend amount to be paid per share, the payment deadline and method, at least 30 days before each dividend payment. Notices regarding dividend payments shall be sent by a secure method to shareholders at their registered addresses in the Shareholder Register at least 15 days before the dividend payment. <b><u>The notice must include the contents as stipulated in Clause 4, Article 135 of the Enterprise Law.</u></b></p> <p>...</p> <p>6. In the case of dividend payment in shares, the Company is not required to follow the procedures for offering shares as stipulated in <b><u>Article 10</u></b> of the Articles of Association <b><u>and Articles 124 and 125 of the Enterprise Law.</u></b> The Company must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.</p>	
32	Point a, Clause 1,	Article 15. Organizational structure, governance and control	Article 15. Organizational structure, governance and control	Supplementing to align with the definition in the

No.	Clause	Before the change	After the change	Reason for change
	Article 15	<p>1. The organizational structure for management, governance, and control of the Company includes: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director.</p> <p>a) The General Meeting of Shareholders is the highest decision-making body of the Company;</p>	<p>1. The organizational structure for management, governance, and control of the Company includes: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director.</p> <p>a) The General Meeting of Shareholders, <b><u>comprising all shareholders with voting rights,</u></b> is the highest decision-making body of the Company;</p>	Enterprise Law.
33	Point a, Clause 1, Article 16	<p>Article 16. Rights of Shareholders</p> <p>1. Common shareholders reserve the following rights:</p> <p>a) Attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders, or through an authorized representative, or vote remotely, or vote through written shareholder consultation, or other forms as prescribed by law and the Company's regulations. Each common share has one voting right;</p>	<p>Article 16. Rights of Shareholders</p> <p>1. Ordinary shareholders reserve the following rights:</p> <p>a) Attend and speak at General Meetings of Shareholders and exercise voting rights directly at the General Meeting of Shareholders, or through an authorized representative, or by electronic voting, or by <b><u>remote voting,</u></b> or other forms as prescribed by law. Each common share has one voting right;</p>	Adjustments are being made to standardize terminology in accordance with legal regulations.
34	Point d, Clause 1, Article 16	<p>d) To freely transfer their shares to others, except in cases where transfer is restricted by law;</p>	<p>d) To freely transfer their shares to others, except in cases where transfer restrictions are imposed by law <b><u>and as stipulated in Clause</u></b></p>	Additional information is provided to refer to the detailed regulations.

No.	Clause	Before the change	After the change	Reason for change
			<b><u>1, Article 13 of the Articles of Association;</u></b>	
35	Point k, Clause 1, Article 16	k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;	k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors <b><u>in accordance with the procedures prescribed by law;</u></b>	To be open, it's not just limited to the Enterprise Law.
36	Point a, Clause 2, Article 16	2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights: a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and Point c, Clause 4, Article 20 of the Articles of Association;	2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights: a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and <b><u>other provisions of the Articles of Association. The company's internal regulations and rules, and applicable laws and regulations;</u></b>	Point c, Clause 4, Article 20 of the Articles of Association should be equivalent to Article 140 of the Enterprise Law according to the model Charters; however, the scope of point c, Clause 4, Article 20 of the Articles of Association is narrower, therefore it should be revised to broaden its scope.
37	Point e, Clause 2, Article 16	e) Other rights as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.	e) Other rights as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.	Change the entire "internal management regulations" section in the document to "internal

No.	Clause	Before the change	After the change	Reason for change
				regulations" to broaden its scope to include all internal regulations, not just the Management Rules and Regulations.
38	Clause 4, Article 16	4. The request to convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders and their ownership percentage in the total number of shares of the company, and the basis and reasons for requesting the convening of the General Meeting of Shareholders.	4. The request to convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. <b><u>The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or</u></b>	The corresponding addition to Clause 4 of Article 155 of the Law on Enterprises, as amended in the Law on Enterprises 2025, is hereby made.

No.	Clause	Before the change	After the change	Reason for change
			<u>decisions exceeding their authority. Shareholders or groups of shareholders are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.</u>	
39	Clause 7 of Article 16		<u>7. Other rights as prescribed by law and these Statutes.</u>	Edit to open reference
40	Clause 3, Article 17	Article 17. Obligations of Shareholders Common shareholders have the following obligations: ... 3. Comply with the Articles of Association and the Company's internal rules and regulations.	Article 17. Obligations of Shareholders Common shareholders have the following obligations: ... 3. Comply with these Statutes and the Company's <u>internal rules and regulations.</u>	Change the entire "internal management regulations" section in the document to "internal regulations" to broaden its scope to include all internal regulations, not just the Management Rules and Regulations.
41	Point ek, Clause 6, Article 17	6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:	6. Attend the General Meeting of Shareholders and exercise the right to vote through <u>one or more of the following forms, as stipulated by the Company at each meeting:</u>	- Revise the regulations to specify the voting method in the rules of procedure for each meeting, as information

No.	Clause	Before the change	After the change	Reason for change
			<p>....</p> <p><b><u>e) Other forms as prescribed in the Articles of Association and the Company's internal regulations and rules, and decisions of the person convening the meeting in accordance with the law.</u></b></p>	<p>is not always received via mail, fax, email, etc.</p> <p>- Additions to open up voting methods</p>
42	Clause 9, Article 17	9. Fulfill other obligations as prescribed by applicable law, the Articles of Association, and the Company's internal regulations and rules.	9. Fulfill other obligations as prescribed by applicable law, the Articles of Association, and the Company's <b><u>internal regulations and rules.</u></b>	Change the entire "internal management regulations" section in the document to "internal regulations" to broaden its scope to include all internal regulations, not just the Management Rules and Regulations.
43	Point bk, Clause 5, Article 18	5. The authorized representative must meet the following standards and conditions: ... b) The business manager has no family ties.	5. The authorized representative must meet the following standards and conditions: ... b) There is no family relationship between <b><u>the Company's Director and the person authorized to appoint the Company's Director with the institutional shareholders as stipulated in point b, clause 1, Article 88 of the Enterprise Law.</u></b>	- This provision has been adjusted to align with the content in Point b, Clause 5, Article 14 of the Enterprise Law.

No.	Clause	Before the change	After the change	Reason for change
44	Clause 1, Article 19	1. The authorized representative, acting on behalf of the shareholder, exercises the shareholder's rights and obligations at the General Meeting of Shareholders as stipulated in the Articles of Association. Any restrictions imposed by the shareholder on the authorized representative in exercising the respective shareholder rights and obligations at the General Meeting of Shareholders shall not be effective against third parties.	1. Authorized representatives, acting on behalf of shareholders, exercise the rights and obligations of shareholders at the General Meeting of Shareholders in accordance <b><u>with the law and</u></b> these Articles of Association. Any restrictions imposed by shareholders on their authorized representatives in exercising their respective rights and obligations at the General Meeting of Shareholders shall not be effective against third parties.	Additional information to broaden the scope of reference.
45	Clause 1, Point c of Clause 4, Clause 5 of Article 20	<p>Article 20. General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company...</p> <p>...</p> <p>4. Convene an extraordinary general meeting of shareholders:</p> <p>.....</p> <p>c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right</p>	<p>Article 20. General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders, comprising all shareholders with <b><u>voting rights</u></b>, is the highest decision-making body of the Company...</p> <p>...</p> <p>4. Convene an extraordinary general meeting of shareholders:</p> <p>.....</p> <p>c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article</p>	<ul style="list-style-type: none"> <li>- Correct spelling errors</li> <li>- Amend accordingly with the model charter and Clause 4, Article 140 of the Enterprise Law.</li> <li>- Add content to open</li> </ul>

No.	Clause	Before the change	After the change	Reason for change
		<p>to request the Company's representative to convene a General Meeting of Shareholders as prescribed in clause 4, Article 140 of the Enterprise Law;</p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.</p> <p>5. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 2, Article 24 of the Articles of Association.</p>	<p>has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with <b><u>the Law on Enterprises;</u></b></p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.</p> <p>5. The procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 2, Article 24 of the Articles of Association, <b><u>the Company's internal regulations and rules, and the provisions of the law.</u></b></p>	

No.	Clause	Before the change	After the change	Reason for change
46	Points k and n, Clause 1, Article 21	<p>Article 21. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders reserve the following rights and obligations:</p> <p>...</p> <p>k) Approve the internal regulations on corporate governance; the operating regulations of the Board of Directors and the Supervisory Board;</p> <p>...</p> <p>n) Other rights and obligations as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.</p>	<p>Article 21. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders reserve the following rights and obligations:</p> <p>...</p> <p>k) Approve the internal regulations on corporate governance; the operating regulations <u>of</u> the Board of Directors and the Supervisory Board;</p> <p>...</p> <p>n) Other rights and obligations as stipulated in the Articles of Association, <u>the Company's internal regulations and rules</u>, and <u>applicable laws</u>.</p>	Correct spelling errors, adjust content to open.
47	Points q and r, Clause 2, Article 21	<p>2. The General Meeting of Shareholders discussed and approved the following matters:</p> <p>...</p> <p>q) The Company enters into contracts or transactions with the entities specified in Clause 4, Article 55 of the Articles of Association with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statement;</p>	<p>2. The General Meeting of Shareholders discussed and approved the following matters:</p> <p>...</p> <p>q) Approve the transactions stipulated in <u>Clause 3, Article 55</u> of the Articles of Association;</p> <p>r) Approve the internal regulations on corporate governance, the operating regulations <u>of</u> the Board of Directors, and the operating regulations <u>of</u> the Supervisory</p>	<p>- Remove the phrase "at the meeting" to avoid the interpretation that a face-to-face meeting is required without considering subsequent discussions.</p> <p>- Revised to correct the number of referenced articles, the old point q)</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>r) Approve the transactions stipulated in Clause 4, Article 55 of the Articles of Association;</p> <p>s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;</p>	Board;	has been removed due to overlapping content with the former article r).
48	Paragraphs 1 and 4 of Article 22	<p>Article 22. Authorization to attend the General Meeting of Shareholders</p> <p>1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.</p> <p>...</p> <p>4. The voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:</p> <p>...</p> <p>This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of</p>	<p>Article 22. Authorization to attend the General Meeting of Shareholders</p> <p>1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, <b><u>the Articles of Association, the Company's internal regulations and rules, and current legal regulations.</u></b></p> <p>...</p> <p>4. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:</p> <p>...</p>	<p>- Add to expand the range of meeting options.</p> <p>- Add this section to extend the minimum time for resubmitting authorization in the case of online meetings.</p>

No.	Clause	Before the change	After the change	Reason for change
		Shareholders or before the meeting is reconvened.	This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened <b><u>or at any other time (if any) determined by the convener when convening the meeting.</u></b>	
49	Article 23	Article 23. Changes to the rights relating to the Company's shares.	Article 23. Changes to Rights	Adjust the title of the article to be consistent with the model Articles of Association, and since the company only has one type of share, there is no need to list the different types of shares.
50	Clause 4, Article 23		4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.	Supplement according to the model regulations.
51	Clause 2, Article 24	Article 24. Convening the meeting, meeting agenda, and notice of invitation to the General	Article 24. Convening the meeting, meeting agenda, and notice of invitation to the General	- Supplemented according to Clause 5,

No.	Clause	Before the change	After the change	Reason for change
		<p>Meeting of Shareholders.</p> <p>...</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p>b) Prepare the program and content for the congress;</p> <p>c) Prepare documents for the conference;</p> <p>d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;</p> <p>e) Determine the time and location for holding the congress;</p> <p>f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;</p> <p>g) Other tasks related to the congress.</p>	<p>Meeting of Shareholders.</p> <p>...</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p><b><u>b) Providing information and resolving complaints related to the shareholder list;</u></b></p> <p>c) Prepare the agenda and content <b><u>for the meeting;</u></b></p> <p>d) Prepare documents for <b><u>the meeting;</u></b></p> <p>e) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;</p> <p>f) Determine the time and location for <b><u>the meeting;</u></b></p> <p>g) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;</p> <p>h) Other tasks related to <b><u>the General Meeting of Shareholders.</u></b></p>	<p>Article 140 of the Enterprise Law</p> <p>- Change the term "meeting" from "general assembly" to accurately reflect the nature of the event and align with the Enterprise Law.</p>
52	Points b and d of Clause 5,	5. The person convening the General Meeting of Shareholders reserves the right to reject a	5. The person convening the General Meeting of Shareholders reserves the right to reject the	<p>- Additional evidence</p> <p>- Change the entire</p>

No.	Clause	Before the change	After the change	Reason for change
	<p>Clause 6, and Clause 7 of Article 24</p>	<p>proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:</p> <p>...</p> <p>b) At the time of the petition, the shareholder or group of shareholders does not hold at least 5% of the common shares;</p> <p>...</p> <p>d) Other cases as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.</p> <p>6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.</p> <p>7. Only the General Meeting of Shareholders reserves the right to decide on changes to the meeting agenda that was sent with the meeting invitation notice.</p>	<p>proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:</p> <p>...</p> <p>b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares <b><u>as stipulated in Clause 2, Article 16 of the Articles of Association;</u></b></p> <p>...</p> <p>d) Other cases as prescribed by law, the Articles of Association, and <b><u>the Company's internal regulations and rules.</u></b></p> <p>6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. <b><u>Only the General Meeting of Shareholders reserves the right to decide to change the meeting agenda that was sent with the notice of meeting.</u></b></p>	<p>"internal management regulations" section in the document to "internal regulations" to broaden the scope beyond just management regulations and decisions.</p> <p>- Combine clauses 6 and 7</p>

No.	Clause	Before the change	After the change	Reason for change
53	Clauses 1, 6, 9, and 10 of Article 26	<p>Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:</p> <p>...</p> <p>5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the chairperson immediately before the meeting adjourns.</p> <p>...</p> <p>10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means</p>	<p>Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following the <b><u>basic procedure as</u></b> follows:</p> <p>...</p> <p><b><u>c) The procedure for registering shareholders to attend the meeting is specifically stipulated in the Articles of Association, the Company's internal regulations and rules, current legal regulations, and is prescribed by the convener of the meeting in accordance with each General Meeting of Shareholders.</u></b></p> <p>...</p> <p>5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the</p>	<p>- Please leave this open as the content below is only suitable for in-person meetings.</p> <p>- Direct the registration content specifically towards the Corporate Governance regulations and organizational regulations of each general meeting.</p> <p>- Change "immediately before the closing of the meeting" to "before the closing of the meeting" to allow for more flexibility in scheduling the vote counting minutes and to better reflect reality.</p> <p>- This allows the meeting convener to decide on the meeting format when organizing it.</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.</p>	<p>chairperson <b><u>before</u></b> the meeting <b><u>adjourns.</u></b>  ...  10. <b><u>The person convening the General Meeting of Shareholders reserves the right to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time.</u></b> If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law.</p>	
54	Clause 1, Article 27	<p>Article 27. Forms and conditions for adopting resolutions of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the</p>	<p>Article 27. Forms and conditions for adopting resolutions of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall adopt resolutions within its authority by</p>	Open to online participation

No.	Clause	Before the change	After the change	Reason for change
		General Meeting of Shareholders or by obtaining shareholder opinions in writing.	voting at the General Meeting of Shareholders, or by obtaining shareholder opinions in writing, <b><u>or by other forms as prescribed in the Articles of Association, the Company's internal regulations and rules, and applicable laws.</u></b>	
55	Clause 2, Article 30	Article 30. Request for annulment of a Shareholders' General Meeting resolution ... 2. The resolution's content violates the law or the Articles of Association of the Company. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider reorganizing the General Meeting of Shareholders within 30 days according to the procedures stipulated in the Enterprise Law and the Articles of Association.	Article 30. Request for annulment of a Shareholders' General Meeting resolution ... 2. The content of the resolution violates the law or <b><u>the Articles of Association</u></b> . In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider reorganizing the General Meeting of Shareholders within 30 days according to the procedures stipulated in the Enterprise Law and the Articles of Association.	Edit to fit the text.
56	Paragraphs 1, 2, and 4 of Article 32	Article 32. Composition and term of office of members of the Board of Directors 1. The Company's Board of Directors has 9 members, including both full-time and part-	Article 32. Composition and <b><u>term of office</u></b> of the Board of Directors members 1. The Company's Board of Directors has <b><u>7</u></b> members.	- Revise the Article title to match the content and be consistent with the model regulations.

No.	Clause	Before the change	After the change	Reason for change
		<p>time members.</p> <p>2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited term. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.</p> <p>...</p> <p>4. The composition of the Company's Board of Directors must ensure that at least one-third of the total number of Board members are full-time, non-executive members. If the Company is a listed company, the total number of independent Board members must ensure a minimum of three independent members.</p> <p>...</p>	<p>2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited <b><u>number of terms</u></b>. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.</p> <p>...</p> <p>4. The company must ensure that there are at least <b><u>two non-executive members on the Board of Directors</u></b>. If the company is a listed company, the total number of independent members on the Board of Directors must ensure there are at least <b><u>two</u></b> independent members.</p> <p>...</p> <p><b><u>7. Members of the Board of Directors are not necessarily shareholders of the Company.</u></b></p>	<ul style="list-style-type: none"> <li>- It was agreed to omit the terms "specialized" and "non-specialized" from the entire document.</li> <li>- Adjust the number of board members according to the actual situation.</li> <li>- The term "unlimited" is changed to "unlimited number of terms" (to comply with Article 154 of the Enterprise Law).</li> <li>- This section is amended according to Clause 2, Article 27 , Section 6 of Decree 155, as amended by Clause 79, Article 1 of Decree 245.</li> <li>- Supplement according to the model regulations</li> </ul>
57	Points b, c,	Article 33. Standards and conditions for	Article 33. Standards and conditions for	- Amend the terms

No.	Clause	Before the change	After the change	Reason for change
	and d of Clause 1, Clause 2, and Clause 3 of Article 33	<p>membership of the Board of Directors</p> <p>1. Members of the Board of Directors are requested to meet the following standards and conditions:</p> <p>...</p> <p>b) Possess professional qualifications and experience in business management or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;</p> <p>c) A member of the Board of Directors may also be a member of the Board of Directors of another company;</p> <p>d) Not a family member of: the parent company's manager; the person authorized to appoint the parent company's manager; the General Director, members of the Supervisory Board, and other managers and executives of the Company. The concept of a family member in the Articles of Association is understood and applied according to the provisions of Clause 22, Article 4 of the Enterprise Law.</p> <p>2. Independent members of the Company's Board of Directors, when the Company is</p>	<p>membership of the Board of Directors</p> <p>1. Members of the Board of Directors are requested to meet the following standards and conditions:</p> <p>....</p> <p>b) Possess professional qualifications and experience in business <b>administration</b> or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;</p> <p>c) A member of the Board of Directors may also be a member of the Board of Directors of another company; <b><u>a member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.</u></b></p> <p>d) Not a family member of: <b><u>the General Director and other managers of the Company; or of the manager or person authorized to appoint managers of the parent company.</u></b></p> <p>2. Independent members of the Company's Board of Directors <b><u>(if any)</u></b> must</p>	<p>"management" →and "administration" according to Article 155 of the Enterprise Law.</p> <p>- Adjustments are made in accordance with the provisions of Decree 155.</p> <p>- Adjustments to comply with the provisions of point d, clause 1, Article 155 of the Enterprise Law.</p> <p>- The definition of "family member" has already been defined, so it should be omitted here.</p> <p>- Amend the section "When the company is listed" →"(if applicable)" to include the option for companies that are not yet listed but</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>listed, must meet the following standards and conditions:</p> <p>....</p> <p>3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the requirements stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the relevant independent member of the Board of Directors.</p>	<p>meet the following standards and conditions:</p> <p>...</p> <p>3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet <b><u>the standards and</u></b> conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the independent member of the Board of Directors concerned.</p>	<p>still require independent members of the Board of Directors.</p> <p>- To ensure consistency with Clause 3, Article 155 of the Enterprise Law.</p>
58	Points g, h, i, k, l, m, p, r, y Clause 2,	Article 35. Powers and obligations of the Board of Directors 2. The Board of Directors has the following	Article 35. Powers and obligations of the Board of Directors 2. The Board of Directors has the following	- Correct the referenced article number. - To open the referenced

No.	Clause	Before the change	After the change	Reason for change
	Article 3 5	<p>powers and responsibilities:</p> <p>...</p> <p>g) Decisions on investment options and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;</p> <p>h) Decisions to sell assets whose value is less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>i) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21 and clause 4, Article 55 of the Articles of Association; Decisions on guarantees for subsidiaries with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement; Decisions on investment projects, procurement, repair, maintenance, dredging, and other urgent</p>	<p>powers and responsibilities:</p> <p>...</p> <p><b><u>g) Investment decisions for each investment project or investment item (including but not limited to projects, purchases, repairs, maintenance, dredging, and unforeseen and urgent expenses for production and business activities arising outside the business plan and investment plan approved by the General Meeting of Shareholders) with a value less than 35% of the total asset value recorded in the Company's most recent financial statement; In cases where the investment project or investment item has a value greater than this amount, the Board of Directors shall make the investment decision after approval by the General Meeting of Shareholders; For projects, purchases, repairs, maintenance, dredging, and expenses arising outside the plan, the Board of Directors must report at the next General Meeting of Shareholders;</u></b></p> <p>h) Decisions <b><u>to purchase, lease-purchase, or</u></b></p>	<p>text</p> <p>- Revise the content regarding investments to ensure consistency in meaning. Remove the content related to the Deputy General Director because the organizational structure does not have such a position.</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>and unforeseen expenses for production and business activities arising outside the Company's annual plan approved by the General Meeting of Shareholders;</p> <p>...</p> <p>k) Electing, dismissing, and removing the Chairman of the Board of Directors; electing, dismissing, and removing the Vice Chairman of the Board of Directors; appointing, dismissing, recruiting, signing contracts with, and terminating contracts with the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;</p> <p>l) Assigning tasks and delegating authority to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the members of the Board of Directors to oversee and monitor various aspects of work in order to exercise the powers, responsibilities, and obligations of the Board of Directors as stipulated by law, the Articles of Association, and the Company's internal management regulations and rules;</p>	<p><b>sell assets</b> with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>i) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21 and <b>clause 3</b>, Article 55 of the Articles of Association; Deciding on guarantees for subsidiaries with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>...</p> <p>k) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, recruiting, signing contracts with, and terminating contracts with the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>m) Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders, or the Board of Directors in other companies, deciding on the remuneration and other benefits of those representatives; nominating candidates for election to the Board of Directors, Supervisory Board, or recommending candidates for appointment as supervisors in other enterprises; deciding on the appointment, dismissal, recruitment, signing of contracts, and termination of contracts for Deputy General Directors and Chief Accountants, and deciding on the salary, remuneration, bonuses, and other benefits of these individuals as proposed by the General Director;</p> <p>...</p> <p>p) Assigning tasks and urging, inspecting, supervising, and evaluating the level of task completion as a basis for paying salaries and bonuses to the General Director; directing and requiring reports and explanations, inspecting and supervising the Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Company to</p>	<p><b><u>l) Appointing representatives of the Company's capital in other enterprises; appointing representatives of the Company's capital to participate in or run for membership in the Board of Members, Board of Directors, or to run for membership in the Supervisory Board or to appoint Supervisors in other enterprises; appointing authorized representatives to attend the General Meeting of Shareholders; deciding on the remuneration and other benefits of those representatives;</u></b></p> <p><b><u>m) To decide on the appointment, dismissal, recruitment, signing of contracts, and termination of contracts for the Deputy General Director and Chief Accountant, and to determine the salary, remuneration, bonuses, and other benefits for these individuals based on the General Director's proposal;</u></b></p> <p>...</p> <p>p) Assigning tasks and supervising, inspecting, monitoring, and evaluating the</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>ensure compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors;</p> <p>...</p> <p>r) Delegating or authorizing the General Director to: make decisions regarding investment plans and investment projects; plans for liquidation, sale, and leasing of fixed assets; and to issue certain internal management regulations and rules of the Company;</p> <p>....</p> <p>y) Other rights and obligations as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.</p>	<p>level of task completion as a basis for paying salaries and bonuses to the General Director;</p> <p>...</p> <p>r) Delegating or authorizing the General Director to make decisions regarding investment plans and investment projects; investment, purchase, lease-purchase, sale of fixed assets, transfer of investment capital of the Company; <b><u>borrowing, lending; plans for liquidation, sale of fixed assets, leasing, renting of fixed assets and other matters within the authority of the Board of Directors;</u></b> issuing certain internal management regulations and rules of the Company;</p> <p>...</p> <p>y) Other rights and obligations as prescribed by law.</p>	
59	Clause 3, Article 35	<p>3. The Board of Directors must report the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:</p> <p>b) Remuneration, operating expenses, and other benefits of the Board of Directors and each</p>	<p>3. The Board of Directors must report the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:</p> <p><b>a)</b> Remuneration, operating expenses, and other benefits of the Board of Directors and</p>	<p>- The remuneration and other benefits of the Board of Directors are mentioned in Article 36, not just Clause 3.</p> <p>- Amendments pursuant</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>member of the Board of Directors as stipulated in Clause 3, Article 36 of the Articles of Association before the transaction.</p> <p>...</p> <p>e) The performance of independent board members and the results of independent board members' evaluations of the board's performance.</p>	<p>each member of the Board of Directors as stipulated in <b>Article 36</b> of the Articles of Association.</p> <p>...</p> <p><b>d)</b> The performance of independent Board members and the results of <b>each</b> independent member 's evaluation <b>(if any)</b> of the Board's performance.</p>	<p>to Clause 4, Article 280 of Decree No. 155, as amended by Decree No. 245</p>
60	Clause 2 of Article 36	<p>Article 36. Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors</p> <p>1. The company reserves the right to pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.</p> <p>2. Members of the Board of Directors receive salaries (for full-time members) and remuneration (for part-time members) for their work and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member based on mutual agreement. The total amount</p>	<p>Article 36. Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors</p> <p>1. The company reserves the right to pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.</p> <p>2. Members of the Board of Directors receive salaries, remuneration for their work, and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration, salaries, and bonuses for the</p>	<p>Remove any content related to "full-time" and "part-time" members from the entire document.</p>

No.	Clause	Before the change	After the change	Reason for change
		of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.	Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.	
61	Title Article 37	Article 37. Chairman of the Board of Directors, Vice Chairman of the Board of Directors	Article 37. Chairman of the Board of Directors	The position of Vice Chairman of the Board of Directors has been removed to better reflect the current situation.
62	Clause 2 of Article 37 (old)	... 2. The Vice Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members to perform the duties assigned by the Board of Directors and the Chairman of the Board of Directors.		Omitted because the position of Vice Chairman of the Board of Directors no longer exists.
63	Clause 2, Article 37	3. The Chairman of the Board of Directors cannot hold other positions. General Director.	2. The Chairman of the Board of Directors may not simultaneously hold <b><u>the position of</u></b> General Director.	To make it consistent with Clause 2, Article 275 of Decree 155
64	Point j, Clause 4, Article 37	j) To exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of the Articles of Association; and other powers and duties as prescribed by law, the Articles of Association,	j) To exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of the Articles of Association; other powers and duties as stipulated in <b><u>the Articles of Association, the</u></b>	To open the referenced text

No.	Clause	Before the change	After the change	Reason for change
		and the Company's internal management regulations and rules.	<b><u>Company's internal regulations and rules, and applicable laws.</u></b>	
65	Paragraphs 2, 4, and 6 of Article 38	<p>Article 38. Meetings of the Board of Directors and the process of obtaining written opinions for the adoption of resolutions and decisions of the Board of Directors.</p> <p>...</p> <p>2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all meetings of the Board of Directors, except for internal meetings of the Board of Directors.</p> <p>...</p> <p>4. Proposals referred to in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.</p> <p>...</p> <p>6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 05 working</p>	<p>Article 38. Meetings of the Board of Directors and the process of obtaining written opinions for the adoption of resolutions and decisions of the Board of Directors.</p> <p>...</p> <p>2. The Board of Directors meets at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director is invited to attend all Board of Directors meetings, except for internal meetings. Board of <b><u>Directors meetings may be held in person, online, in-person/in-person conferences, and/or other formats as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting, in accordance with the law.</u></b></p> <p>...</p> <p>4. The proposals <b><u>stipulated</u></b> in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and</p>	<p>- To allow different types of meetings</p> <p>- Change "stated in" to "stipulated in"</p> <p>- Added to support online meetings, electronic voting, etc.</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.</p>	<p>the authority of the Board of Directors in making decisions.</p> <p>...</p> <p>6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 5 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting, the voting ballot for the members, <b><u>and instructions for attending/voting at the meeting (if any).</u></b></p>	
66	Clause 9 of Article 38	<p>9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:</p> <p>...</p>	<p>9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:</p> <p>...</p> <p><b><u>e) Other forms and means as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting, in accordance with the provisions of the law.</u></b></p>	- Expand to include other meeting formats.
67	Point b,	13. The process of obtaining written opinions	13. The process of obtaining written opinions	Additional content will

No.	Clause	Before the change	After the change	Reason for change
	Clause 13, Article 38	<p>from the Board of Directors to approve matters within the Board's decision-making authority is as follows:</p> <p>...</p> <p>b) Board members shall consider and vote on the matters for which opinions are sought within the timeframe specified in the Opinion Form and return it to the Chairman of the Board of Directors.</p>	<p>from the Board of Directors to approve matters within the Board's decision-making authority is as follows:</p> <p>...</p> <p>b) Board members shall consider and vote on the matters for which opinions are sought within the timeframe specified in the Opinion Form and return it to the Chairman of the Board. <b><u>Board members may submit their voting opinions to the Board's support staff via email, the Company's electronic office system (PO), or other online communication methods; the paper copy of the Opinion Form shall then be sent to the Company for record keeping as required.</u></b></p>	<p>be provided for Board Members to comment on via email and other online communication methods.</p>
68	Paragraphs 2, 4, 5, and 6 of Article 39	<p>Article 39. Minutes of the Board of Directors Meeting</p> <p>...</p> <p>2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes, and the minutes contain all the information as stipulated in points a, b, c, d, e,</p>	<p>Article 39. Minutes of the Board of Directors Meeting</p> <p>...</p> <p>2. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes and they contain all the information as stipulated in points a, b, c, d, e,</p>	<ul style="list-style-type: none"> <li>- Company Articles of Association → This Articles of Association</li> <li>- Supplemented according to Article 279 of Decree 155</li> <li>- "equal legal status" → "same legal status"</li> <li>- Adjust the format so</li> </ul>

No.	Clause	Before the change	After the change	Reason for change
		<p>f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, in accordance with the Enterprise Law, the Company Charter, and relevant laws.</p> <p>...</p> <p>4. Minutes of the Board of Directors meetings and documents used in the meetings must be kept at the Company's headquarter.</p> <p>5. Minutes prepared in both Vietnamese and English have equal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.</p> <p>6. The Chairman of the Board of Directors is responsible for sending the minutes of the</p>	<p>f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, in accordance with the Enterprise Law, <b><u>the Articles of Association</u></b>, and relevant laws.</p> <p>...</p> <p>4. <b><u>Content approved by a majority of the members present at the Board of Directors meeting must be formalized into a Resolution.</u></b> The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarter.</p> <p>5. Minutes prepared in both Vietnamese and English have <b><u>equal legal validity</u></b>. In case of</p>	<p>that "no comment" is synonymous with "agreement with the content of the Meeting Minutes".</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>Board of Directors meeting to the members of the Board of Directors, and these minutes serve as authentic evidence of the work carried out at the meeting unless objections are raised regarding the content of the minutes within 10 days of the date of sending. The minutes must be signed by the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for agreement on the content before signing.</p>	<p>discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.</p> <p>6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors. These minutes serve as authentic evidence of the work performed at the meeting <b><u>and the validity of the voting at the meeting</u></b>, unless there are objections to the content of the minutes within 10 days of sending. <b><u>After this period, if the members of the Board of Directors do not raise any objections, they shall be deemed to have agreed to the minutes.</u></b> The minutes must be signed by the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for agreement on the content before signing.</p>	
69	Paragraphs 1	Article 40. Right of Board of Directors	Article 40. Right of Board of Directors	Adjust the terms

No.	Clause	Before the change	After the change	Reason for change
	and 2 of Article 40	<p>members to access information</p> <p>1. Members of the Board of Directors reserve the right to request that business executives provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.</p> <p>2. Business executives are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.</p>	<p>members to access information</p> <p>1. Members of the Board of Directors reserve the right to request <b><u>the Company's Executive</u></b> to provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.</p> <p>2. <b><u>The Company's executives</u></b> are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.</p>	<p>"business executive" and →"company executive" to ensure consistent terminology throughout the text.</p>
70	Point j, Clause 3, Article 42	<p>Article 42. Person in charge of Company administration</p> <p>...</p> <p>3. The person in charge of company administration reserves the following rights and obligations:</p> <p>...</p> <p>j) Other rights and obligations as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.</p>	<p>Article 42. Person in charge of Company administration</p> <p>...</p> <p>3. The person in charge of company administration reserves the following rights and obligations:</p> <p>...</p> <p>j) Other rights and obligations as stipulated in the Articles of Association, and <b><u>the Company's internal regulations and rules.</u></b> and current legal regulations.</p>	<p>Edit to expand the scope of referenced documents.</p>
71	Clause 2, Article 44	<p>Article 44. Company's Directors</p>	<p>Article 44. Company's Directors</p>	<p>Adjustments were made to standardize the</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>...</p> <p>2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for performing their duties in the best and most efficient way to support the Company in achieving its operational and organizational goals.</p>	<p>...</p> <p>2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. <b><u>The Company's executives</u></b> are responsible for performing their duties in the best and most efficient way to support the Company in achieving its operational and organizational goals.</p>	<p>terminology used in the document.</p>
72	<p>Point d, Clause 4, Article 45</p>	<p>Article 45. Appointment, dismissal, duties and powers of the General Director</p> <p>...</p> <p>4. The General Director reserves the following rights and responsibilities:</p> <p>...</p> <p>d) Deciding on matters related to the Company's business and daily operations according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority</p>	<p>Article 45. Appointment, dismissal, duties and powers of the General Director</p> <p>...</p> <p>4. The General Director reserves the following rights and responsibilities:</p> <p>...</p> <p>d) Decisions on matters related to the Company's business and daily operations are made according to the hierarchical structure, authorizations, requests, directives, and assignments of the Board of Directors, and</p>	<p>Since the position of Vice Chairman of the Board of Directors no longer exists, it has been omitted here.</p>

No.	Clause	Before the change	After the change	Reason for change
		of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other legal representatives of the Company;	are not within the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, or other legal representatives of the Company;	
73	Clause 7 of Article 45	<p>....</p> <p>7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a contract, appointing a new General Director to replace him. During the process of appointing a new General Director, the Board of Directors shall decide to assign the duties and responsibilities of the General Director to another business manager or executive.</p>	<p>....</p> <p>7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a contract, appointing a new General Director to replace him. During the process of appointing a new General Director, the Board of Directors may decide to assign duties to another <b><u>Company's Director or Company Executive to</u></b> perform the rights and obligations of the General Director.</p>	Adjustments were made to standardize the terminology used in the document.
74	Point b, Clause 1, Article 46	<p>Article 46. Standards and conditions for becoming General Director</p> <p>1. The General Director must meet the following standards and conditions:</p> <p>...</p> <p>b) Not a family member of the company's managers, members of the Supervisory Board</p>	<p>Article 46. Standards and conditions for becoming General Director</p> <p>1. The General Director must meet the following standards and conditions:</p> <p>...</p> <p>b) Not a family member of <b><u>the Company's Director,</u></b> a member of the Company's</p>	Adjustments were made to standardize the terminology used in the document.

No.	Clause	Before the change	After the change	Reason for change
		of the Company and its parent company; representatives of state capital, or representatives of enterprise capital in the Company and its parent company;	Supervisory Board and parent company; a representative of state capital, or a representative of enterprise capital in the Company and parent company;	
75	Point f, Clause 3, Article 46	Article 46. Standards and conditions for becoming General Director 3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases: ... f) Other cases as prescribed by applicable law, the Articles of Association, and the Company's internal regulations and rules.	Article 46. Standards and conditions for becoming General Director 3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases: ... f) Other cases as stipulated in the Articles of Association, the Company's <b><u>internal regulations and rules , and applicable laws.</u></b>	Revised to expand the scope of referenced documents.
76	Clause 1, Article 48	Article 48. Composition of the Supervisory Board 1. The Company's Supervisory Board shall consist of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited term. More than half of the Supervisory Board members must be residents of Vietnam.	Article 48. Composition of the Supervisory Board 1. The Company's Supervisory Board shall consist of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited <b><u>number of terms</u></b> . More than half of the Supervisory Board members must be residents of Vietnam.	"Term" →and "number of terms" as stipulated in Article 168 of the Enterprise Law.
77	Points d and e, Clause 2,	2. Members of the Supervisory Board must meet the following standards and conditions:	2. Members of the Supervisory Board must meet the following standards and conditions:	- Edit to be consistent with the definition

No.	Clause	Before the change	After the change	Reason for change
	Article 48	<p>...</p> <p>d) Not a manager of the Company; not necessarily a shareholder or employee of the Company;</p> <p>e) Not a family member of: the representative of state capital in the parent company; the manager or director of the parent company; a member of the supervisory board of the parent company; the representative of the parent company's capital in the Company; the representative of the Company's capital in another company;</p>	<p>...</p> <p>d) Not a Company's Director; not necessarily a shareholder or employee of the Company;</p> <p>e) Not being a family member of: the representative of state capital in the parent company; the manager or director of the parent company; a member of the supervisory board of the parent company; the representative of the parent company's capital in the Company; the representative of the Company's capital in another company, <b><u>and as stipulated in Clause 2, Article 169 of the Enterprise Law;</u></b></p>	<p>- Because this point is similar but not entirely the same as the provision in Clause 2, Article 169 of the Enterprise Law, additional grounds in the Enterprise Law are needed to provide complete content.</p>
78	Clause 5, Article 48	<p>5. If a member of the Supervisory Board has their term of office expiring at the same time as a new member of the Supervisory Board has not yet been elected, the member whose term of office has expired shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.</p>	<p>5. If a member of the Supervisory Board has their term ending at the same time <b><u>as</u></b> a new member of the Supervisory Board has not yet been elected, the member whose <b><u>term has ended</u></b> shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.</p>	<p>“Operating period” →and “term of office” correspond to Clause 3, Article 168 of the Enterprise Law.</p>
79	Point e, Clause 1, Article 53	<p>Article 53. Responsibilities of Company's Directors</p> <p>1. Members of the Board of Directors, the</p>	<p>Article 53. Responsibilities of Company's Directors</p> <p>1. Members of the Board of Directors,</p>	<p>Supplement to make it complete as in Clause 2, Article 277 of Decree</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>General Manager , and other managers have the following responsibilities:</p> <p>...</p> <p>e) Disclose information when conducting transactions involving the Company's shares.</p>	<p>the General Manager , and other managers have the following responsibilities:</p> <p>...</p> <p>e) Disclose information when conducting transactions involving the Company's shares <b><u>in accordance with the law.</u></b></p>	155
80	Article 55	Article 55. Transactions with shareholders, business managers, and related parties of these entities.	Article 55. Transactions with Shareholders, <b><u>Company's Directors</u></b> and Related Parties	Adjustments were made to standardize the terminology used in the document.
81	Paragraphs 2 and 3 of Article 55	<p>2. The company is not permitted to provide loans or guarantees to related parties of institutional shareholders, except when the company and the related party are companies operating as a group of companies, including a parent-subsiidiary company, and such transactions must be approved by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association and where otherwise provided by law.</p> <p>3. The company may only conduct the following transactions after obtaining approval from the General Meeting of Shareholders:</p>	<p>2. The company is not permitted to provide loans or guarantees to related parties of institutional shareholders, except when the company and the related party are companies operating as a group of companies, including a parent company and its subsidiaries, and such transactions must be approved by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association and <b><u>where</u></b> otherwise provided by law.</p> <p>3. The company may only conduct the following transactions after obtaining approval from the General Meeting of</p>	<p>- Add a series of entries including "Deputy General Director, Chief Accountant" to complete the list of Company's Directors.</p> <p>- Revise the reference to Article</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director who are not shareholders, and individuals or organizations related to these entities;</p> <p>In cases where loans or guarantees are granted to related parties of members of the Board of Directors, members of the Supervisory Board, or the General Director, and the Company and that organization operate as a group of companies, including parent-subsidary companies, approval must be granted by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association;</p> <p>b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement between the Company and one of the following entities:</p> <p>+ Members of the Board of Directors, members of the Supervisory Board, the General Director,</p>	<p>Shareholders:</p> <p>a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, Chief Accountant</u></b> who are not shareholders, and individuals or organizations related to these entities;</p> <p>In cases where loans or guarantees are granted to related parties of members of the Board of Directors, members of the Supervisory Board, the General Director, <b><u>Deputy General Director, or Chief Accountant</u></b>, and the Company and such party are operating as a group of companies, including parent-subsidary companies, approval must be granted by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association;</p> <p>b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement between the</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>and related parties of these individuals;</p> <p>+ Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;</p> <p>+ Businesses where members of the Board of Directors, members of the Supervisory Board, and the General Director are required to declare their assets as stipulated in Clause 2, Article 56 of the Articles of Association.</p> <p>c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.</p> <p>d) Contracts and other transactions other than those stipulated in Clause 5 of this Article.</p>	<p>Company and one of the following entities:</p> <p>+ Members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, Chief Accountant</u></b>, and related parties of these individuals;</p> <p>+ Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;</p> <p>+ Businesses where members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, and Chief Accountant</u></b> are required to declare their assets as stipulated in Clause 2, Article 56 of the Articles of Association.</p> <p>c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.</p> <p>d) Contracts and other transactions other than</p>	

No.	Clause	Before the change	After the change	Reason for change
			those stipulated in <b>Clause 4</b> of this Article.	
82	Clause 4 of Article 55	4. The Board of Directors approves contracts and transactions between the Company and any of the entities specified in point c, clause 3 of this Article, provided that the value is less than 35% of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions specified in point c, clause 3 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the relevant parties involved in that contract or transaction and must include a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest in the contracts or transactions do not have the right to vote.	4. The Board of Directors approves contracts and transactions stipulated in <b>point b</b> , clause 3 of this Article that have a value less than 35% of the total asset value recorded in the Company's most recent financial statement. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to <b>the parties in the contract</b> or transaction do not have the right to vote.	<ul style="list-style-type: none"> <li>- Correct the reference to the correct subject.</li> <li>- Clause 84 of Article 1 of Decree 245 has removed the provision that the Board of Directors can approve transactions as stipulated in Point c, Clause 3 of this Article.</li> <li>- Adjust “contracts...” → “parties to the contract...” corresponding to Clause 2, Article 167 of the Enterprise Law.</li> </ul>
83	Clause 5 of Article 55	5. In cases where a contract or transaction is approved as stipulated in Clause 4 of this Article, the Company's representative signing	5. In cases where a contract or transaction is approved as stipulated in <b>Clause 3</b> of this Article, the Company's representative signing	Correct the number of the referenced articles.

No.	Clause	Before the change	After the change	Reason for change
		<p>the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 2 and 4 of Article 27 of the Articles of Association.</p>	<p>the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in <b>Clauses 3</b> and 4 of Article 27 of the Articles of Association.</p>	
84	<p>Clauses 1, 2, and point d of clause 4, Article 56</p>	<p>Article 56. Disclosure of related interests</p> <p>1. The Company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and transactions with the Company. The Company's administrators are responsible for advising the Board of Directors on the implementation, inspection,</p>	<p><b><u>Article 56. Disclosure of related interests</u></b></p> <p>The disclosure of the Company's interests and related parties is carried out in accordance with the following regulations:</p> <p>1. The Company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and</p>	<p>- Adjust the title of the Article to be consistent with Article 164 of the Enterprise Law.</p> <p>- Adjust the following terms for consistency throughout the text and legal regulations:</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>and supervision of the matters mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.</p> <p>2. Members of the Board of Directors, Supervisory Board, General Director, and other managers of the Company (including the Deputy General Director, Chief Accountant, and other managers of the Company as decided by the Board of Directors) must declare to the Company their related interests, including:</p> <p>...</p> <p>4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:</p> <p>...</p> <p>d) The company must facilitate the quickest and most convenient access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause; it must not obstruct or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be</p>	<p>transactions with the Company. The person <b><u>in charge of</u></b> corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.</p> <p>2. Members of the Board of Directors, <b><u>Members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant</u></b> You must declare to the Company your related interests, including:</p> <p>...</p> <p>4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:</p> <p>...</p> <p>d) The company must facilitate the access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising</p>	<p>+ "Company Administrator"</p> <p>→"Person in charge of company administration"</p> <p>+ "Supervisor"</p> <p>→"Member of the Supervisory Board"</p> <p>- The Articles of Association has standardized the titles as Company's Directors, therefore, "Deputy General Director and Chief Accountant" should be added directly here.</p> <p>- Edit to fit</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>carried out in accordance with the Company's Articles of Association.</p> <p>...</p>	<p>this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the provisions of <b><u>the Articles of Association.</u></b></p> <p>...</p>	
85	Clause 2, Article 57	<p>Article 57. Liability for damages and compensation</p> <p>...</p> <p>2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, provided that</p>	<p>Article 57. Liability for damages and compensation</p> <p>...</p> <p>2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Director, other executives, employees, or authorized representatives of the Company, or if such persons have acted or are acting at the request of the Company as members of the Board of Directors, <b><u>executives,</u></b> employees, or authorized representatives of the Company,</p>	Adjust to fit the definition

No.	Clause	Before the change	After the change	Reason for change
		<p>person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.</p>	<p>provided that such persons have acted in good faith, with due diligence, and in the best interests of the Company, in compliance with the law, and there is no evidence to confirm that such persons have violated their responsibilities.</p>	
86	Item 8	SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE ORGANIZATIONS AT THE COMPANY LEVEL	SECTION 8: EMPLOYEES AND UNIONS	
87	Article 59	<p>Article 59. Workers and political organizations, socio-political organizations, and employee representative organizations at the grassroots level within the Company.</p> <p>1. The CEO must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.</p> <p>2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with</p>	<p>Article 59. Workers and trade unions</p> <p>1. The General Director must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and <b><u>company executives.</u></b></p> <p>2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with <b><u>trade unions in accordance with best management standards, practices and policies, the practices and policies</u></b></p>	Adjust to fit the definition and reality.

No.	Clause	Before the change	After the change	Reason for change
		<p>political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level, in accordance with best management standards, practices, and policies, the practices and policies stipulated in the Articles of Association, the Company's regulations, and applicable laws.</p> <p>3. Political organizations, socio-political organizations, and employee representative organizations at the grassroots level within the Company operate in accordance with the Constitution, laws, and the Articles of Associations of their respective organizations.</p> <p>4. The company is obligated to respect and not obstruct or hinder the establishment of political organizations, socio-political organizations, and employee representative organizations at the company's premises; and must not obstruct or hinder employees from participating in the activities of these organizations.</p>	<p><b><u>stipulated in the Articles of Association, the Company's regulations and applicable laws.</u></b></p>	
88	Clause 6 of Article 63	Article 63. Profit Distribution ...	Article 63. Profit Distribution ...	Revised to expand the scope of referenced

No.	Clause	Before the change	After the change	Reason for change
		6. Other matters related to profit distribution and the establishment of various funds of the Company shall be carried out in accordance with the provisions of the law, the Articles of Association, the Company's financial management regulations, the Company's internal management regulations and rules, and the decisions of the General Meeting of Shareholders.	6. Other matters related to profit distribution and the establishment of various funds of the Company shall be carried out in accordance with the provisions of the Articles of Association, <b><u>the Company's internal regulations and rules, applicable laws,</u></b> and decisions of the General Meeting of Shareholders.	documents.
89	Point b, Clause 2, Clause 3, Article 69	Article 69. Disclosure of Information ... 2. The company publishes the following information on its website: ... b) Curriculum vitae, educational qualifications, and professional experience of the members of the Board of Directors, Supervisory Board, and General Director of the Company; ... 3. The company shall disclose and publicize information in accordance with the provisions of securities law.	Article 69. Disclosure of Information ... 2. The company publishes the following information on its website: ... b) Curriculum vitae, educational qualifications, and professional experience of the members of the Board of Directors, <b><u>members of the Supervisory Board,</u></b> and the General Director of the Company; ... 3. The company shall disclose and publicize information in accordance with the securities law <b><u>and other applicable laws.</u></b>	- Adjusting terminology - An amendment is added so that in cases where the State holds more than 50% of the Articles of Association capital, the company will be required to disclose information as stipulated in Articles 109 and 110 of the Enterprise Law.
90	Clause 3,	Article 71. Company Seal	Article 71. Company Seal	Revised to expand the

No.	Clause	Before the change	After the change	Reason for change
	Article 71	... 3. The Board of Directors, the General Director, the Supervisory Board, and individuals using and managing the seal shall comply with the provisions of the law, the Articles of Association, and the Company's internal regulations and rules.	... 3. The Board of Directors, the General Director, the Supervisory Board, and individuals shall use and manage the seal in accordance with the provisions of the Articles of Association, the Company's <b><u>internal regulations and rules, and applicable laws.</u></b>	scope of referenced documents.
91	Clause 1, Article 74	Article 74. Resolution of internal disputes 1. In the event of disputes or claims arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, other legal regulations, the Articles of Association of the Company, or agreements between: ...	Article 74. Resolution of internal disputes 1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, <b><u>the Articles of Association,</u></b> other legal provisions, or agreements between: ...	Remove the repetition and change "the Articles of Association of the Company" to "The Articles of Association".
92	Appendix 01	APPENDIX 01 ...	Omitted	Removed based on the content omitted in Clause 4, Article 2 of these Regulations.

**APPENDIX 2:**

**CONTENTS OF INTERNAL REGULATIONS  
ON GOVERNANCE OF SAIGON PORT JOINT STOCK COMPANY**

*(Issued together with Decision No. ..../QD-CSG dated ..... month .... year 2026  
of the Board of Directors of Saigon Port Joint Stock Company)*

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Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements;

Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;

Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and its amendments and supplements;

Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on company's governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law and its amending and supplementary documents;;

Based on the Charter of Saigon Port Joint Stock Company;

Based on Resolution No. ..../NQ-ĐHĐCĐ-CSG dated .../.../2026 of the General Meeting of Shareholders of Saigon Port Joint Stock Company at the General Meeting of Shareholders in 2026;

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Saigon Port Joint Stock Company, including the following contents:

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Applicable Objects**

**1. Scope of Regulation:**

The internal regulations on company's governance stipulate the contents regarding the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, appointment, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director and other activities as stipulated in the Company Charter and other current legal regulations.

2. Scope of Application:

This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties.

**Article 2. Definitions**

1. Terms defined in the Company Charter shall be understood and applied similarly as in this Regulation. To ensure consistency, clarity, and brevity of the Regulation, the following terms and abbreviations are defined as follows:

a) **“Company Governance”** is a system of rules ensuring that the Company is effectively directed, managed, and controlled for the benefit of shareholders and stakeholders. The principles of governance include:

- Ensuring an effective governance structure;
- Protecting the rights of shareholders;
- Treating shareholders fairly;
- Ensuring the role of stakeholders;
- Transparency in the company's operations;
- The Board of Directors provides effective leadership, and the Supervisory Board effectively monitors the Company.

b) **“Company”** refers to Saigon Port Joint Stock Company;

c) **“General Meeting of Shareholders”** refers to the General Meeting of Shareholders of the Company;

d) **“Shareholder”** refers to a shareholder of the Company;

e) **“Board of Directors”** refers to the Board of Directors of the Company;

f) **“Supervisory Board”** refers to the Supervisory Board of the Company;

g) **“General Director”** refers to the General Director of the Company;

h) **“Company Managers”** include: Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant;

i) **“Company Executives”** refers to the General Director, Deputy General Director, and Chief Accountant;

j) **“Articles”** refers to the Company's Articles, including any amendments and supplements made at any time after being duly approved;

k) **“Regulations”** refers to the Company's internal regulations on governance;

l) **“Related Parties”** refers to individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

m) **“Enterprise Law”** refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments and supplements;

n) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements;

2. In these Regulations, any reference to a provision or legal document shall include any amendments, supplements, or replacement documents thereto.

## **CHAPTER II GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Rights and obligations of the General Meeting of Shareholders**

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

- a) Approving the Company's development orientation;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Deciding on amendments and additions to the Company's Charter;
- f) Approving the annual financial statements;
- g) Deciding on the repurchase of more than 10% of the total number of shares sold of each type;
- h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the internal regulations on company governance; the operating regulations of the Board of Directors and the Supervisory Board;
- l) Approving the list of approved auditing firms; deciding which auditing firm is approved to conduct an audit of the Company's operations, and dismissing approved auditors when deemed necessary;
- m) Deciding on increasing or decreasing the charter capital; the timing and method of capital raising;
- n) Other rights and obligations as stipulated in the Company's Charter, internal regulations and rules, and current legal regulations.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend rate for each share class;
- g) Number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Decision on the budget or total amount of remuneration, salaries, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the Company's operations when deemed necessary;
- k) Supplementing and amending the Company's Articles;
- l) The types of shares and the number of new shares to be issued for each type of share;
- m) Dividing, separating, merging, consolidating, or transforming the Company;
- n) Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
- o) Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p) Deciding on the repurchase of more than 10% of the total shares sold of each class;
- q) Approving transactions stipulated in Clause 3, Article 55 of the Company's Charter;
- r) Approving the internal regulations on company governance, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
- s) Other matters as prescribed by law and the Company's Charter.

3. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 4. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 20 of the Company's Charter and in accordance with the law.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Preparing a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders; the Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Providing information and resolving complaints related to the shareholder list;

c) Preparing the agenda and content of the meeting;

d) Preparing documents for the meeting;

e) Drafting resolutions of the General Meeting of Shareholders according to the planned content of the meeting;

f) Determining the time and place of the meeting;

g) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;

h) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and 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 the meeting to all shareholders on 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 duly sent or transmitted). The agenda of the General Meeting of Shareholders and 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 cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents to be used in the meeting;

b) List and detailed information of candidates in case of election of Board of Directors members and Supervisory Board members;

c) Voting ballot;

d) Draft resolution for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 16 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the

shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The Proposal is submitted improperly according to Clause 2 of this Article;
- b) At the time of the proposal, the shareholder of group of shareholders does not hold at least 05% of common shares;
- c) The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by Law, the Company's Charter and Company's Internal Regulations and rules;

6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the draft agenda and content of the Meeting, except for the cases stipulated in the Clause 5 of this Article: the proposal is officially added to the agenda and content of the Meeting if approved by the General meeting of Shareholders.

7. Only the General Meeting of Shareholders has the right to decide to change the Meeting agenda that was sent with the invitation notice.

#### **Article 5. Procedures for conducting Meeting and voting at the General Meeting of Shareholders**

1. Before the Meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all entitled shareholders present have registered, in the following order:

- a) The organizing committee of the General Meeting of Shareholders will assign one or more individuals to verify the eligibility of shareholders ("Shareholder Eligibility Verification Committee"). Shareholders or their authorized representatives attending the General Meeting of Shareholders must register at the designated registration area before entering the meeting and sign the list of shareholders attending. The Shareholder Eligibility Verification Committee will verify the eligibility of shareholders when they register to attend. Based on the list of shareholders entitled to attend the meeting, the Shareholder Eligibility Verification Committee will compare the personal documents of the shareholders or their authorized representatives, check the meeting invitation/notice, the power of attorney (if any), and other authentic documents as required for each General Meeting of Shareholders or when the Shareholder Eligibility Verification Committee deems it necessary.

In the event that a shareholder or authorized representative does not meet the shareholder eligibility requirements, the Shareholder Eligibility Verification Committee has the right to refuse the participation of that shareholder or authorized representative in the general meeting. If an issue arises that exceeds the Committee's authority, the Shareholder Eligibility Verification Committee shall seek the opinion of the Chairman of the Board of Directors or the Chairperson of the General Meeting for resolution.

b) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

c) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

d) The authorization of a representative to attend the General Meeting of Shareholders shall be carried out in accordance with Article 22 of the Company's Charter, Article 144 of the Enterprise Law, the guidance in the Notice of Meeting, the Company's guiding documents, and current legal regulations. The convener or the organizing committee of the General Meeting of Shareholders may apply various methods for shareholders to declare and confirm the authorization of a representative in accordance with the actual situation and legal regulations.

e) The conditions for holding a General Meeting of Shareholders are stipulated in Article 25 of the Company's Charter, Article 145 of the Enterprise Law, and other current legal regulations.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members

of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to serve as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee upon the recommendation of the chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda;

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees; the chairperson of the meeting must:

a) Arrange seating at the General Meeting of Shareholders;

b) Ensure the safety of all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) of the General Meeting.

The person convening the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, or abstention, as prescribed in Clause 6, Article 17 of the Company's Charter. The results of the vote count shall be announced by the presiding officer immediately before the closing of the meeting;

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the items voted on previously remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all attendees to undergo security checks or other lawful and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders can participate in discussions and vote;
- c) Some attendees obstruct or disrupt order, potentially preventing the meeting from being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective.

10. The person convening the General Meeting of Shareholders has the right to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

#### **Article 6. Forms and conditions for adopting resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting, or by obtaining shareholder opinions in writing, or by other forms as stipulated in the Company's Charter, internal regulations and rules, and current legal regulations.

2. Resolutions are adopted at the General Meeting of Shareholders when approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, 5, and 6 of this Article.

3. Resolutions on the following matters shall be adopted at the General Meeting of Shareholders if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 4, 5 and 6 of this Article:

- a) Types of shares and the total number of shares of each type;
- b) Changes in business lines, professions and business sectors;
- c) Changes in the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

4. In cases where resolutions are adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of adopting the resolution through written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of voting shares are legal and effective even if the procedures for convening the meeting; the procedures for obtaining opinions and adopting the resolution violate the provisions of the Enterprise Law and the Company's Charter.

8. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; Instead of sending the resolution, it can be posted on the Company's website.

#### **Article 7. Methods of objecting to resolutions of the General Meeting of Shareholders**

1. Shareholders or groups of shareholders have the right to request the annulment of a resolution of the General Meeting of Shareholders as stipulated in Article 30 of the Company's Charter and the provisions of the law;

2. Shareholders who voted against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company's Charter have

the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopted the resolution on the matter stipulated in this clause;

3. The Company must repurchase the shares at the request of the shareholder as stipulated in Clause 2 of this Article at market price within 90 days from the date of receipt of the request. If an agreement on the price cannot be reached, the parties may request a valuation organization. The company will present at least three valuation firms for shareholders to choose from, and that choice will be final.

#### **Article 8. Resolutions and Minutes of the General Meeting of Shareholders**

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in English, and must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
- g) Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
- h) Issues that have been approved and the corresponding percentage of votes cast;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The minutes shall clearly state the reason why the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be published on the Company's website in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

**Article 9. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 3 of these Regulations;

2. The Board of Directors prepares the opinion ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and sends them to all shareholders with voting rights no later than 10 working days before the deadline for returning the opinion ballot. The requirements and methods for sending the opinion ballot and accompanying documents shall comply with the provisions of Clause 3, Article 24 of the Company's Charter;

3. The opinion poll form must include the following main contents:

a) Name, registered office address, and business registration number;

b) Purpose of the opinion poll;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Issues requiring an opinion poll for decision-making;

e) Voting options including "agree," "disagree," and "no opinion" for each issue;

f) Deadline for returning the completed opinion poll forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors;

4. Shareholders may send their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;

c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Purpose and issues requiring consultation for resolution approval;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and method of submitting ballots, along with an appendix listing participating shareholders;
- d) Total number of votes in favor, against, and abstentions for each issue;
- e) Issues approved and corresponding percentages of votes in favor;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days from the date of completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote count;

7. The completed ballots, vote count minutes, approved resolutions, and related documents accompanying the ballots are kept at the Company's head office;

8. A resolution of the General Meeting of Shareholders is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

9. A resolution adopted by written shareholder consultation has the same validity as a resolution adopted at the General Meeting of Shareholders.

**Article 10. Procedures for holding a General Meeting of Shareholders to adopt resolutions via online conference.**

Besides in-person meetings, annual and extraordinary general meetings of shareholders may be held online in cases where the Board of Directors deems it appropriate.

The online meeting of the general meeting of shareholders will include the following main contents; however, if deemed necessary, the convenor may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the general meeting of shareholders in the aforementioned format, ensuring compliance with current legal regulations.

1. Notice of convening an online General Meeting of Shareholders.

The method of notifying the General Meeting of Shareholders online is the same as the method of notifying the General Meeting of Shareholders in person, as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of organizing an online General Meeting of

Shareholders, the convener or the organizing committee of the General Meeting of Shareholders is obligated to prepare additional guidance documents for shareholders registering and attending the meeting online.

2. How to register to attend the online General Meeting of Shareholders.

a) Shareholders will register to attend the online General Meeting of Shareholders according to the instructions sent to shareholders and/or posted on the Company's website. Accordingly, shareholders will access the published link and declare and verify their shareholder status to attend the meeting.

b) Shareholders will only be considered to have attended the online General Meeting of Shareholders when they have logged in and completed the procedures as stipulated in the Regulations on organizing the online General Meeting of Shareholders.

c) The organizing committee will provide shareholders with information on the technical support staff as well as a hotline to assist shareholders in accessing and participating in the meeting.

3. Authorization of a representative to attend the online General Meeting of Shareholders.

The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of point d, clause 1, Article 5 of these Regulations.

4. Conditions for conducting the meeting

The online General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.

5. Online Voting Method

The meeting convener or organizing committee will prepare the system, technical equipment, or means and methods for shareholders/authorized representatives to vote online, electronically, and/or through other electronic means, and record these online votes of shareholders or authorized representatives on the agenda items. The specific method will depend on the electronic system or equipment used by the Company for voting and will be announced to shareholders before each meeting.

6. Vote Counting Method

The organizing committee will apply modern systems and technologies to count the votes of shareholders. The vote count will be based on the number of votes cast by shareholders and/or authorized representatives through online voting, electronic voting, and/or other methods as stipulated by the meeting convener or organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this vote count and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

7. Announcement of Vote Counting Results

The vote counting results will be announced immediately at the online General Shareholders' Meeting after the vote counting is completed and before the meeting adjourns.

8. Resolutions and Minutes of the Online General Shareholders' Meeting

These shall be implemented in the manner and content as stipulated in Articles 6 and 8 of these Regulations.

**Article 11. Procedures for holding a General Meeting of Shareholders to adopt resolutions using a combination of in-person and online conference.**

Besides holding the General Meeting of Shareholders in person or online, annual and extraordinary General Meetings of Shareholders may be held in direct form combined with online (in-person and online) in cases where the Board of Directors deems it appropriate.

The General Meeting of Shareholders held in direct form combined with online will include the following main contents; however, if deemed necessary, the convener of the General Meeting of Shareholders may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the General Meeting of Shareholders in the aforementioned format, ensuring compliance with current legal regulations.

1. Notice of convening the General Meeting of Shareholders, combining in-person and online.

The method of notifying shareholders of a combined in-person and online meeting is the same as the method of notifying shareholders of in-person meeting as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of a combined in-person and online meeting, the convener or the organizing committee of the meeting is obligated to prepare additional guidance materials for shareholders registering and attending the meeting online/in person, and to prepare and arrange appropriate equipment at the venue for the in-person meeting.

2. Registration procedures for attending the General Meeting of Shareholders, combining in-person and online participation.

a) For shareholders attending in person: registration should be done at the meeting venue as per the registration procedure for in-person meetings as stipulated in point a, Clause 1, Article 5 of these Regulations.

b) For shareholders attending online: registration should be done as instructed in Clause 2, Article 10 of these Regulations.

3. Conditions for Conducting

A combined in-person and online General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.

4. Voting Methods

Shareholders may vote by: (i) voting in person at the meeting, (ii) electronic voting or other electronic methods, or (iii) other methods as prescribed by the meeting convener or organizing committee in accordance with the law.

5. Vote Counting Method

The organizing committee will apply modern systems and technologies to count the votes of shareholders. The vote count will be based on the number of votes cast by shareholders and/or authorized representatives through online voting, electronic voting, and/or other methods as

stipulated by the convenor or the organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this vote count and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

**6. Announcement of Vote Counting Results**

The vote counting results will be announced immediately at the online General Meeting of Shareholders after the completion of the vote count and before the closing of the meeting.

**7. Resolutions and Minutes of the Online General Meeting of Shareholders**

These will be implemented in the manner and content as stipulated in Articles 6 and 8 of these Regulations.

**Article 12. Other forms of General Meeting of Shareholders**

The sequence and procedures for organizing a General Meeting of Shareholders in other forms are decided by the convenor depending on the circumstances, but must ensure compliance with the law, the Company's Charter, this Regulation, and other relevant regulations and rules.

**CHAPTER III  
BOARD OF DIRECTORS**

**Article 13. Regarding the organization, rights, obligations, and activities of the Board of Directors**

The organization, rights, obligations, and activities of the Board of Directors are stipulated in the Company's Charter and the Regulations on the Operation of the Board of Directors issued by the Company's Board of Directors.

**Article 14. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and must be at least three, including members of the Board of Directors and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Company's Charter and this Regulation.

**Article 15. Person in charge of Company governance**

1. The Board of Directors shall appoint at least one person to be in charge of company governance to support the company's governance. The person in charge of company governance may also serve as the company secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of company governance shall not simultaneously work for an approved auditing firm that is auditing the company's financial statements.

3. The person in charge of company governance has the following rights and obligations:

- a) To advise the Board of Directors and the Chairman of the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders. To advise, assist, and perform tasks assigned by the Board of Directors, the Chairman, and the members of the Board of Directors.
- b) To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) To advise on the procedures of the General Meeting of Shareholders and the Board of Directors;
- d) To attend the General Meeting of Shareholders and the Board of Directors;
- e) To advise on the procedures for drafting resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with the law;
- f) To provide financial information, copies of the minutes of the Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Serving as the point of contact with the Company's stakeholders;
- i) Maintaining the confidentiality of the Company's information in accordance with the law and the Company's Articles of Association;
- j) Other rights and obligations as stipulated by applicable law, the Company's Articles of Association, and the Company's internal regulations and rules.

## **CHAPTER IV DIRECTOR GENERAL AND OTHER EXECUTIVES**

### **Article 16. Organization of the administrative apparatus**

The Company's management system must ensure that all units, individuals, and managers within the executive apparatus are accountable to the Board of Directors and have the obligation to report and provide explanations; they must perform their assigned duties and responsibilities well to improve the Company's operational efficiency; and they must be subject to the inspection, supervision, direction, and urging of the Board of Directors in the implementation of the annual business plan, investment projects, strategic objectives, medium-term development plans, and in the management of all daily operations of the Company. The Company has a General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, removal, signing of contracts, and termination of contracts for the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

### **Article 17. Company Executives**

1. The Company's Executive staff includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. The Company's Executive are responsible for performing their duties in the best and most efficient way to support the company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The salaries and bonuses of the General Director and other company executives are determined by the Board of Directors, based on the executive salary fund approved annually by the General Meeting of Shareholders.

4. Executive salaries are included in the company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 18. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to be the General Director. If the Board of Directors hires a General Director through an employment contract, the specific powers, responsibilities, obligations, and duties of the General Director are detailed in the employment contract; resolutions, decisions, regulations, and internal management rules of the Board of Directors; and the Company's Charter.

2. The General Director manages the daily business operations of the Company according to the delegation, authorization, requests, directives, and assignments of the Board of Directors; is accountable and subject to inspection and supervision by the Board of Directors and the Supervisory Board; and is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of appointment or employment contract for the General Director shall not exceed 5 years and may be reappointed or re-hired at the discretion of the Board of Directors. The General Director must meet the standards and conditions stipulated in Article 46 of the Company's Charter.

4. The General Director has the following rights and responsibilities:

a) Immediately upon being recruited, hired/appointed by the Board of Directors, and/or no later than January of each year, the General Director must develop and submit to the Board of Directors for approval the General Director's Action Program to implement the Company's annual business plan, market development solutions, customer marketing, increasing market share, enhancing the Company's competitiveness, and propose and recommend solutions for rationalizing production, improving technological processes, restructuring the management apparatus, mobilizing resources to serve investment projects, business strategy, the Company's medium-term development plan, and solutions to overcome difficulties, obstacles, existing problems, and other issues of the Company. The General Director must also develop monthly, quarterly, and annual operational plans for the Company's Executive Board and submit them to the Board of Directors for approval no later than the first week of that month, quarter, or year;

b) Implement the General Director's Action Program approved by the Board of Directors; preside over the implementation of the monthly, quarterly, and annual operational plans of the Company's Executive Board and organize the implementation of policies, resolutions, decisions,

directives, and requirements of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors to achieve the highest goals, results, and efficiency. Promptly report, explain, and seek guidance from the Board of Directors and the Chairman of the Board of Directors on issues arising in the daily operation of the Company that exceed the General Director's authority;

c) Directing, assigning tasks, and evaluating the level of task completion as a basis for paying salaries and bonuses to the Deputy General Directors, Chief Accountant, and units, individuals, and managers in the Company's executive apparatus to ensure the effective implementation of the General Director's Action Program, the monthly, quarterly, and annual operational plans of the Company's Executive Board, and other objectives and tasks of the Company's Executive Board, based on compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors and the Chairman of the Board of Directors;

d) Deciding on matters related to the Company's business operations and daily activities according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors and other legal representatives of the Company;

e) Developing and submitting to the Board of Directors for approval the Company's annual business plan, budget, and medium-term plan. Organizing the implementation of the Company's business plan and investment plan. Deciding on investments, asset sales; purchase, sale, loan, lending, lease, and rental contracts; commercial business contracts, and business cooperation contracts; Transactions involving pledges, mortgages, guarantees, compensation, and other contractual transactions of the Company are conducted according to the delegation and authorization of the Board of Directors through the Company's Financial Management Regulations issued by the Board of Directors or according to resolutions and decisions of the Board of Directors, except in cases where the General Director no longer has the legal capacity to represent the Company;

f) Propose to the Board of Directors the organizational structure plan of the Company; the internal management regulations and rules of the Company;

g) Appoint, dismiss, remove, sign contracts, and terminate contracts for the positions of Director/Deputy Director of branches and equivalents, Department Head/Deputy Department Head and equivalents after approval by the Board of Directors;

h) Decide on salaries and other benefits for employees in the Company and those under the General Director's appointment authority;

i) Submit the annual labor utilization plan to the Board of Directors for approval. Recruit employees according to the annual labor utilization plan approved by the Board of Directors;

j) Propose dividend payment plans or business loss handling; suggest to the Board of Directors measures to improve the Company's business and management efficiency;

k) Propose to the Board of Directors to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, and the Board of Directors in

companies in which the Company has capital contributions, and decide on the remuneration and other benefits of those representatives;

l) Perform tasks, duties, and requests assigned by the Board of Directors and the Chairman of the Board of Directors;

m) Other rights and obligations as stipulated by law, the Company's Charter, internal management regulations, resolutions, decisions, directives of the Board of Directors, and employment contracts signed with the Company.

5. The General Director is accountable to the Board of Directors, the Chairman of the Board of Directors, and the General Meeting of Shareholders for the performance of assigned duties and powers, and must provide explanations and reports to competent authorities when requested.

6. The General Director must manage the Company's daily business operations in accordance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director's actions are contrary to the provisions of this clause and cause damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.

7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a new contract, appointing a new General Director to replace him/her. During the process of appointing the General Director, the Board of Directors decides to assign duties to another Company Manager or Company Executive to exercise the rights and responsibilities of the General Director.

#### **Article 19. Standards and conditions for becoming General Director**

1. The General Director must meet the following standards and conditions:

a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Not be a family member of the Company's Manager, a Member of the Supervisory Board of the Company and the parent company; the representative of state capital, or the representative of enterprise capital in the Company and the parent company;

c) Possess professional qualifications and experience in the Company's business management.

2. The General Director shall automatically lose his or her position and be replaced in the following cases:

a) Loss of civil capacity, death;

b) Violation of legal regulations regarding cases where he or she is prohibited from holding office;

c) When a court decides to expel him or her or the court prohibits him or her from holding office, practicing a profession, or performing a specific job;

d) The company's business registration certificate is revoked;

3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases:

a) Failure to complete the Company's annual business plan; failure to implement or ineffective implementation of development plans, strategies, objectives, and tasks assigned by the Board of Directors, except in cases where an explanation is approved by the Board of Directors;

b) Having limited civil capacity; having difficulties in understanding and controlling their actions;

c) Not meeting the standards and conditions as prescribed in Clause 1 of this Article;

d) Submitting a resignation letter (clearly stating the reasons for resignation) to the Board of Directors and the Supervisory Board of the Company at least 45 days before ceasing to perform their duties and powers;

e) By decision of the Board of Directors;

f) Other cases as prescribed in the Company's Charter, internal regulations and rules, and current legal regulations.

#### **Article 20. Operating procedures of the Executive apparatus**

1. To ensure the effective operation of the Executive Board, the General Director is responsible for issuing the operating procedures of the Executive Board, including but not limited to the following:

a) The number of regular meetings (chaired by the General Director or a person authorized by the General Director to chair - collectively referred to as meetings of the General Director);

b) Procedures for organizing and conducting meetings of the General Director;

c) Convening, content, organization, and chairing of meetings of the General Director;

d) Procedures for making decisions in meetings of the General Director and signing all documents, decisions, and minutes of meetings of the General Director;

e) Form and timeframe for meeting notices;

f) Meeting secretary, minutes of meetings of the General Director, and archiving procedures;

2. Meetings of the General Director and the Executive Board are only valid when at least two-thirds of the members are present (excluding meetings and direct discussions between the General Director and the Deputy General Director, and the Chief Accountant...). Absences of members must have a valid reason and be approved.

3. Members of the Executive Board are responsible for providing full reports as required on their assigned tasks and proposing solutions, but must adhere to the General Director's directives and conclusions. If they have differing opinions, they have the right to reserve their views or report them to the Company's Board of Directors in writing.

#### **Article 21. Salary, bonuses, and other benefits for the Executive Board**

1. The Board of Directors determines the salaries and bonuses of the General Director, Deputy General Director, and Chief Accountant based on the General Director's proposal, as stipulated in the Company's Charter.

2. The Board of Directors is responsible for issuing policies/regulations regarding salaries, bonuses, and other benefits for management personnel appointed by the Board of Directors.

**Article 22. Assessment of the operational capacity of the Executive apparatus**

1. The Board of Directors is responsible for issuing regulations on evaluating the performance and results of members of the Executive Board. These regulations must include at least the following: methods, frequency, procedures, and sequence of evaluation.

2. The Board of Directors may also rely on: (i) self-assessments of the performance of members of the Executive Board and (ii) the General Director's evaluation of those members of the Executive Board.

**CHAPTER V  
SUPERVISORY BOARD**

**Article 23. Regarding the organization, rights, obligations, and activities of the Supervisory Board**

The organization, rights, obligations, and activities of the Supervisory Board are stipulated in the Company's Charter and the Regulations on the operation of the Supervisory Board issued by the Company's Supervisory Board.

**CHAPTER VI  
PROCEDURES AND PROCESSES FOR COORDINATED ACTIVITIES**

**Article 24. Working Principles**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and the Executive Management are responsible for carrying out their assigned duties and must seriously coordinate their activities to protect the legitimate interests of shareholders and promote the development of the Company.

2. All members have the right to reserve their opinions, agreeing or disagreeing on a matter, and are responsible for explaining their opinions when requested.

**Article 25. Procedures for coordinating the activities of the Supervisory Board.**

1. When needing to access the Company's information and documents, the Supervisory Board is obligated to clearly state the reason in the written request and to maintain absolute confidentiality of the information obtained during the monitoring of the Company's operations. Disclosure of such information is only permitted upon request from a competent authority or with the consent of the General Meeting of Shareholders.

2. This information and documentation includes, but is not limited to:

- a) Meeting notices and related documents, opinion forms for Board of Directors members;
- b) Minutes and resolutions of the Board of Directors;
- c) Reports of the General Director;
- d) Information and documents on the management and operation of business activities;
- e) Business performance reports, financial statements;
- f) Reports evaluating the management work of the Board of Directors;

And are provided according to the following principle: Documents of the Board of Directors and the General Director are sent to the Supervisory Board at the same time as they are sent to the members of the Board of Directors.

3. In relation to the Company's management and executive apparatus: The Supervisory Board has the function of inspecting and supervising according to the following specific procedures:

a) Members of the Supervisory Board have the right to request the General Director and other management members to facilitate access to records and documents related to the Company's business operations at the Head Office or where records are stored.

b) Regarding the activities of the General Director and the management and executive apparatus, based on regular activity reports and individual information requests from the Supervisory Board, the Supervisory Board has the right to propose to the Board of Directors to review the General Director's decisions. In case of signs of violations of the law, the Company's Charter and potentially causing significant material damage or damage to the Company's reputation, the Supervisory Board has the right to propose to the General Director to immediately stop the implementation of those decisions. Within one (01) hour from the time of the request, the Supervisory Board must inform the members of the Board of Directors of its opinion. The Chairman of the Board will issue a notice regarding the suspension of the CEO's decision.

c) For information and documents on business management and operation, business performance reports, and financial reports, the Supervisory Board's request must be sent to the Company at least forty-eight (48) hours in advance.

d) For the use of independent external consultants, the Supervisory Board must provide information on the scope, value, and other material contents within forty-eight (48) hours from the time of establishing such services.

4. In its relationship with the Board of Directors, the Supervisory Board has the role of monitoring, coordinating, advising, and providing complete, timely, and accurate information in accordance with the following procedures:

a) Regularly inform the Board of Directors about the results of the Supervisory Board's activities, and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

b) When inspecting and monitoring, if a member of the Supervisory Board discovers an ongoing incident causing damage to the Company's assets, they shall propose solutions and report to the Head of the Supervisory Board for timely guidance. If no better corrective measures are available, the Head of the Supervisory Board shall discuss the matter with the Board of Directors for resolution, and then report to the General Meeting of Shareholders.

c) The Supervisory Board's periodic and unscheduled inspections must have written conclusions within ten (10) working days from the date of completion of the inspection, and send them to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Directors

may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders.

d) For proposals to amend, supplement, or improve the organizational structure of management and operation, the Supervisory Board must send the written document along with relevant documents at least ten (10) working days before the expected date of receiving the response.

e) For the verification of audited financial statements, the Supervisory Board must provide written feedback within ten (10) working days.

f) For other files and documents that the Board of Directors sends to the Supervisory Board for comments, the Supervisory Board will respond within five (5) working days.

#### **Article 26. Procedures for coordinating the activities of the Board of Directors**

##### 1. Coordination with the Supervisory Board:

a) The agenda and content of the Board of Directors' meetings must be sent to the members of the Supervisory Board at the same time as the Board of Directors' members.

b) Resolutions of the Board of Directors must be sent to the Supervisory Board (at the same time as the General Director) within five (5) days from the date of issuance of the resolution.

c) For proposals to select independent auditors, the Board of Directors must request written feedback within five (5) working days.

##### 2. Coordination with the Company's Management and Executive apparatus:

a) For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources at least forty-five (45) days in advance.

b) When the Board of Directors delegates authority to subordinate staff of the Board of Directors or members of the Management and Executive apparatus, this delegation must ensure: (i) the content must be expressed in a resolution or authorization document with a majority of signatures of the members of the Board of Directors; (ii) the original copy must be sent to the General Director and the information must be provided to the person in charge of Company administration; and (iii) other legal requirements regarding delegation must be met.

c) For matters that the Board of Directors must approve based on the General Director's proposal, the Board of Directors must respond within seven (7) working days or another period agreed upon by the parties.

d) Decisions to temporarily suspend decisions of the General Director and the Chairman of the Board of Directors must be in writing and sent by registered mail or delivered in person in the presence of the Company Secretary.

e) The Board of Directors uses the Company's personnel and equipment to serve its work. The General Director is responsible for ensuring the provision of personnel and equipment for the Board of Directors upon receiving a request.

f) Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and managers of the Company's units to provide information and documents on the financial situation and business operations of the Company and its units.

The requested managers must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors.

g) The Board of Directors is responsible for responding to the following: recommendations regarding the Charter; internal regulations on governance of the Company; organizational structure and number of Managers within fifteen (15) working days from the date of receipt of the proposal.

h) For matters approving transactions with related parties or material transactions, the Board of Directors must respond in writing within seven (7) working days.

i) For reports evaluating the General Director and members of the Executive Management Team, the Board of Directors must send the draft to the relevant parties in advance at a reasonable time.

j) In case the Board of Directors meeting invites members of the Supervisory Board, members of the Executive Management Team or any management level, the Board of Directors is responsible for sending the meeting invitation notice and preparation materials (if any) at least five (5) days in advance.

k) Matters sent for the General Director's opinion: salary and other benefits of managers, personnel matters must be sent at least three (3) working days in advance.

**Article 27. Procedures for coordinating the activities of the Executive apparatus.**

1. In relation to the Board of Directors: The General Director and members of the executive management team are the executive and operational bodies of the Company.

a) The General Director has the right to decide on measures exceeding his/her authority in emergency situations such as natural disasters, enemy attacks, fires, unexpected incidents, or force majeure events, but must report in writing to the Board of Directors as soon as possible and is responsible to the Board of Directors and the nearest General Meeting of Shareholders for such decisions.

b) The General Director has the right to refuse to implement and reserve his/her opinions on decisions of the Board of Directors if he/she believes that such decisions are unlawful or harmful to the interests of shareholders. In this case, the General Director must immediately submit a written explanation to the Board of Directors and the Supervisory Board.

c) Before undertaking tasks requiring approval from the Board of Directors, the General Director shall submit a proposal along with supporting documents to the Board of Directors as soon as possible.

2. In their relationship with the Supervisory Board, the General Director and members of the Executive Board are responsible for receiving feedback, providing explanations, and coordinating their work.

**Article 28. Reporting of the Executive Board to the Board of Directors on the performance of assigned duties and powers.**

1. The General Director is responsible for reporting in writing to the Board of Directors on the performance of assigned duties and powers, periodically (quarterly, semi-annually, annually) or when requested.

2. When necessary, the Board of Directors has the right (through communication from the General Director or in writing from the Chairman of the Board of Directors) to request members of the Executive Board and heads and deputy heads of departments and units under the Company to report on the performance of assigned duties and powers.

**Article 29. Review of the implementation of notices, conclusions, resolutions, decisions, and other delegated matters of the Board of Directors to the Executive Board.**

1. Periodically (monthly, quarterly, every six months, annually), the General Director must convene a meeting of the Company's Executive Board to review and evaluate the implementation of notices, conclusions, resolutions, and decisions of the Board of Directors.

2. Meeting minutes must be archived and used as a basis for quoting and including information in the Executive Board's reports.

**Article 30. Issues that the Executive Board must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.**

1. Results of implementing notices, conclusions, resolutions, and decisions of the Board of Directors and the General Meeting of Shareholders; the Company's business plan and investment plan; and the business plan approved by the Board of Directors and the General Meeting of Shareholders.

2. Report on the Company's operational activities, including detailed information on the Company's organization and operations.

3. On October 31st of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the following fiscal year.

4. Proposals for measures to improve the Company's operations and management.

5. Propose the number of management personnel and other positions that the Company needs to recruit for the Board of Directors to appoint or dismiss as necessary, in order to implement the good management practices and structures proposed by the Board of Directors, and advise the Board of Directors on policies regarding management personnel.

6. Consult with the Board of Directors to decide on the number of employees, policies, and other terms related to employment contracts.

7. Prepare and submit to the Board of Directors for approval long-term, annual, and monthly budgets (including balance sheets, business performance reports, and projected cash flow statements) to support the Company's management activities according to the business plan.

8. All information and reports shall be submitted in writing to the Chairman of the Board of Directors and the Head of the Supervisory Board.

**Article 31. Coordination of control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and members of the Executive Board.**

1. Members of the Board of Directors, Supervisory Board, and Executive Board regularly exchange information and provide mutual support and assistance in accordance with the Charter, working regulations, and joint action plan.

2. Members of the Board of Directors, Supervisory Board, and Executive Board do not interfere with the operational work according to the different functional responsibilities of each organization.

3. In urgent cases, members of the Board of Directors, Supervisory Board, and Executive Board may immediately inform (through meetings, phone calls, emails, etc.) the Chairman of the Board of Directors, the Head of the Supervisory Board, the General Director, or all three for resolution.

## **CHAPTER VII**

### **RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL MANAGER AND OTHER EXECUTIVES**

#### **Article 32. Responsibilities of Company Managers**

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a) To exercise the rights and obligations assigned to them in accordance with the Law on Enterprises, other relevant laws, the Company Charter, and resolutions of the General Meeting of Shareholders;

b) To exercise the rights and obligations assigned to them honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company;

c) To be loyal to the interests of the Company and its shareholders; not to abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d) To promptly, fully, and accurately inform the Company of the contents stipulated in Clause 2, Article 56 of the Company Charter;

2. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and fully indemnify the Company and third parties for all damages.

#### **Article 33. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those

entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

**Article 34. Transactions with Shareholders, Company Managers, and related parties of these entities.**

1. The company is prohibited from providing loans or guarantees to individual shareholders and their related parties.

2. The company is prohibited from providing loans or guarantees to institutional shareholders and their related parties.

3. The company is prohibited from providing loans or guarantees to related parties of institutional shareholders, except when the company and the related party are a group of companies, including a parent company and its subsidiaries, and this transaction is approved by the General Meeting of Shareholders or the Board of Directors as stipulated in the Company's Charter and where the law provides otherwise.

4. The Company may only conduct the following transactions after obtaining approval from the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director, and Chief Accountant who are not shareholders, and related individuals or organizations of these individuals or entities;

In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director, and Chief Accountant, where the Company and that organization are companies operating as a group of companies, including parent company - subsidiary company, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Company's Charter;

b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, and related parties of these parties;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company, and their related parties;

- Enterprises that members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant are required to declare according to the provisions of Clause 2, Article 56 of the Company's Charter;

c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.

d) Other contracts and transactions not specified in Clause 5 of this Article.

5. The Board of Directors approves contracts and transactions stipulated in point b, clause 4 of this Article that have a value less than 35% of the total asset value recorded in the Company's most recent financial statement. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

6. In cases where a contract or transaction is approved as stipulated in Clause 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and send a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 3 and 4 of Article 27 of the Company's Charter.

7. A contract or transaction shall be invalidated by a court decision and processed according to the provisions of the law when it is signed in violation of the provisions of this Article; 7. The signatories of contracts and transactions, shareholders, members of the Board of Directors, or the

General Director involved shall be jointly liable for compensation for damages incurred and shall reimburse the Company for any profits obtained from the execution of such contracts and transactions.

8. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

**Article 35. Disclosure of related interests**

The disclosure of the company's interests and related parties is carried out according to the following regulations:

1. The company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law and their corresponding contracts and transactions with the company. The person in charge of corporate governance is responsible for advising the Board of Directors on the implementation and inspection and supervision of the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, the Deputy General Director, and the Chief Accountant must declare to the company their related interests, including:

a) The name, enterprise code, head office address, industry, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital;

3. The declaration stipulated in Clause 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions;

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

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

b) The list of related parties and related interests shall be kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director and other managers have the right to review, extract and copy part or all of the contents of the declaration;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director, and other managers have the right to review, extract, and copy part or all of the declaration;

d) The company must facilitate access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the declaration of related parties and related interests shall be carried out in accordance with the Company's Charter;

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of others, to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may only perform such work with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

#### **Article 36. Disclosure of Information**

1. The company must submit annual financial statements approved by the General Meeting of Shareholders to the competent state authority in accordance with the law on accounting and other relevant laws.

2. The company shall publish the following information on its website:

a) Company Charter;

b) Curriculum vitae, educational qualifications and professional experience of the members of the Board of Directors, members of the Supervisory Board, and the General Director of the Company;

c) Annual financial statements approved by the General Meeting of Shareholders;

d) Annual performance evaluation reports of the Board of Directors and the Supervisory Board.

3. The company shall disclose and publicize information in accordance with the securities law and other applicable laws.

### **CHAPTER VIII PERFORMANCE EVALUATION, REWARDS AND DISCIPLINE**

#### **Article 37. Performance Evaluation**

1. The Board of Directors is responsible for establishing performance evaluation standards for its members, the General Director, and members of the executive management team.

2. Performance evaluation standards must harmonize the interests of the executive management personnel with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each given time. Non-financial indicators may be categorized by area such as stakeholders, operational processes and efficiency, and internal growth.

3. Annually, based on assigned functions and responsibilities and established evaluation standards, the Board of Directors conducts performance evaluations of its members.

4. The evaluation of the Supervisory Board members' performance is conducted according to the methods outlined in the Supervisory Board's operating regulations.

5. The evaluation of the General Director's performance is carried out by the Board of Directors. When evaluating performance, the General Director may not participate in the evaluation as a member of the Board of Directors (if the General Director is also a member of the Board of Directors).

6. The evaluation of the Deputy General Directors, Chief Accountant, and other managers is conducted according to regulations proposed by the General Director and approved by the Board of Directors.

**Article 38. Awards**

The Board of Directors is responsible for establishing the reward system. Rewards are given based on performance evaluations as stipulated in Article 37 of these Regulations.

**Article 39. Discipline**

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violation. Disciplinary action must take the highest form of dismissal or removal from office.

2. Members of the Board of Directors, the Supervisory Board, and the Executive Board who fail to fulfill their duties in accordance with the requirements of honesty, diligence, care, and responsibilities will be held personally liable for any damages caused.

3. Members of the Board of Directors, the Supervisory Board, and the Executive Board who violate legal regulations or company regulations while performing their duties will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, as stipulated by the disciplinary system and the law. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation will be required according to the law.

**Article 40. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations with conscientiousness and professional competence, shall be held liable for any damages caused by their misconduct.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be compensated by the Company

when becoming a party involved in claims, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Having acted honestly, carefully, and diligently in the interests of and not in conflict with the interests of the Company;

b) Complying with the law and having no evidence confirming that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorney fees), judgment costs, fines, and payments arising in practice or considered reasonable in resolving these cases within the framework of the law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

## **CHAPTER IX COMPANY GOVERNANCE TRAINING**

### **Article 41. Training in company governance**

Members of the Board of Directors and Supervisory Board, the General Director, Deputy General Directors, and other management staff of the Company are required to participate in basic company governance training courses organized by training institutions that offer training programs related to company governance.

## **CHAPTER X AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS**

### **Article 42. Amendments and additions to the Governance Regulations**

1. Amendments and additions to these Regulations must be approved by the Company's General Meeting of Shareholders.

2. In the event that there are provisions of law related to the Company's operations not addressed in these Regulations, or in the event that new provisions of law differ from the provisions of these Regulations, those provisions of law shall automatically apply and govern the Company's operations.

## **CHAPTER XI ENFORCEMENT CLAUSES**

### **Article 43. Enforcement Clause**

1. Members of the Board of Directors, the General Director and the Executive Board, the Supervisory Board, shareholders and employees of the Company are responsible for complying with this Regulation.

2. In the course of implementation, if any difficulties arise, individuals and units shall report to the Chairman of the Board of Directors in writing for compilation and submission to the General Meeting of Shareholders for consideration.

**Article 43. Enforcement Clause**

1. Members of the Board of Directors, the General Director and the Executive Board, the Supervisory Board, shareholders and employees of the Company are responsible for complying with this Regulation.

2. In the course of implementation, if any difficulties arise, individuals and units shall report to the Chairman of the Board of Directors in writing for compilation and submission to the General Meeting of Shareholders for consideration./.

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

**COMPARISON OF AMENDMENTS AND ADDITIONS TO THE INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE  
SAIGON PORT JOINT STOCK COMPANY**

*(Attached is Report No. ....../..... dated ...../...../2026 from the Board of Directors)*

*Regarding the amendment and supplementation of the Internal Regulations on Corporate Governance of Saigon Port Joint Stock Company)*

No.	Clause	Before the change	After the change	Reason for change
1	Foundations	<p>Subject to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;</p> <p>Subject to the Securities Law No. 54/2019/QH14 dated November 26, 2019;</p> <p>Subject to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;</p>	<p>Subject to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 <b><u>and its amendments and supplements;</u></b></p> <p>Subject to the Securities Law No. 54/2019/QH14 dated November 26, 2019 <b><u>and its amendments and supplements;</u></b></p> <p>Subject to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law <b><u>and its amending and supplementary documents;</u></b></p>	<p>Additional references are included to expand the scope to include amendments and supplements to the Law and Decree.</p>
2	Clause 1, Article 1	<p><b>Article 1. Scope of Regulation and Applicable Subjects</b></p> <p>1. Scope of application:</p> <p>The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of</p>	<p><b>Article 1. Scope of Regulation and Applicable Subjects</b></p> <p>1. Scope of application:</p> <p>The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of</p>	<p>Add to include the CEO appointment process.</p>

No.	Clause	Before the change	After the change	Reason for change
		Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the Articles of Association of the Company and other current legal regulations.	Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, <b><u>appointment,</u></b> dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the Articles of Association of the Company and other current legal regulations.	
3	Point a, Clause 1, Article 2	- The Board of Directors and the Supervisory Board effectively lead and supervise the Company.	<b><u>- The Board of Directors provides effective leadership, and the Supervisory Board effectively monitors the Company.</u></b>	Amendments were made because the Supervisory Board does not have leadership functions within the Company.
4	Point h, Clause 1, Article 2	h) “Company Managers” include: Chairman of the Board of Directors, members of the Board of Directors, and General Director;	h) “Company Managers” include: Chairman of the Board of Directors, members of the Board of Directors, General Director , <b><u>Deputy General Director, Chief Accountant;</u></b>	Amendments to ensure consistency with the Articles of Association.
5	Point i, Clause 1, Article 2		<b><u>i) "Company executives" include the General Director, Deputy General</u></b>	Amendments to ensure consistency with the

No.	Clause	Before the change	After the change	Reason for change
			<b><u>Director, and Chief Accountant;</u></b>	Articles of Association.
6	Point m, Clause 1, Article 2		m) “ <b>Enterprise Law</b> ” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments and supplements;	Amendments to ensure consistency with the Articles of Association.
7	Point n, Clause 1, Article 2		n) " <b>Securities Law</b> " refers to Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements.	Amendments to ensure consistency with the Articles of Association.
8	Points k and n, Clause 1, Article 3	k) Approve the internal regulations on corporate governance; the operating regulations of the Board of Directors and the Supervisory Board; ... n) Other rights and obligations as prescribed by law, the Articles of Association of the Company, and the Company's internal regulations and rules.	k) Approve the internal regulations on corporate governance; the operating regulations <u>of</u> the Board of Directors and the Supervisory Board; ... n) Other rights and obligations as stipulated in <b><u>the Articles of Association of the Company, internal regulations and rules , and applicable laws .</u></b>	- Added to match the name of the actual regulation. - Revised to expand the scope of referenced documents.
9	Clause 2, Article 3	2. The General Meeting of Shareholders discussed and approved the following matters:	2. The General Meeting of Shareholders discussed and approved the following matters:	Remove the phrase "at the meeting" to avoid the interpretation that a face-to-face meeting is required

No.	Clause	Before the change	After the change	Reason for change
				without subsequent input being sought.
10	Point q, Clause 2, Article 3 (old)	q) The company enters into contracts or transactions with the entities specified in point b, clause 4, Article 55 of the Articles of Association of the Company with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statement;		Omitted due to duplicate content (amendment to Article 21 of the Regulations accordingly)
11	Point q, Clause 2, Article 3	r) Approve the transactions stipulated in Clause 4, Article 55 of the Articles of Association of the Company;	<u>q)</u> Approve the transactions stipulated in Clause <u>3,</u> Article 55 of the Articles of Association of the Company;	Revise to correct the number of referenced articles, removing the previous point due to duplicate content (correct accordingly to Article 21 of the Regulations).
12	Point r, Clause 2, Article 3	s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;	<u>r)</u> Approve the internal regulations on corporate governance, the operating regulations <u>of</u> the Board of Directors, and the operating regulations <u>of</u> the Supervisory Board;	Adjust to match the names of the regulations in practice.

No.	Clause	Before the change	After the change	Reason for change
13	Clause 1, Article 4	1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 20 of the Articles of Association of the Company.	1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 20 of the Articles of Association of the Company <b><u>and in accordance with the law.</u></b>	The amendments are made to include both the Supervisory Board and the group of Shareholders as stipulated in Article 140 of the 2020 Enterprise Law.
14	Point b, Clause 2, Article 4		<b><u>(b) Providing information and resolving complaints related to the shareholder list;</u></b>	
15	Points c, d, f, h, Clause 2, Article 4	b) Prepare the program and content for the congress; c) Prepare documents for the conference; e) Determine the time and location for holding the congress; g) Other tasks related to the congress.	<b><u>c) Prepare the agenda and content for the meeting;</u></b> <b><u>d) Prepare documents for the meeting;</u></b> <b><u>f) Determining the time and place of the meeting;</u></b> <b><u>h) Other tasks related to the General Meeting of Shareholders.</u></b>	Amend Article 24 of the Regulations accordingly.
16	Point d, Clause 5, Article 4	d) Other cases as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.	d) Other cases as prescribed by law, <b><u>the Articles of Association of the Company,</u></b> and the Company's internal <b><u>regulations and rules.</u></b>	
17	Point a, Clause		<b><u>a) The organizing committee of the</u></b>	Add details to the

No.	Clause	Before the change	After the change	Reason for change
	1, Article 5		<p><b><u>General Meeting of Shareholders will assign one or more individuals to verify the eligibility of shareholders (“Shareholder Eligibility Verification Committee”). Shareholders or their authorized representatives attending the General Meeting of Shareholders must register at the designated registration area before entering the meeting and sign the list of shareholders attending. The Shareholder Eligibility Verification Committee will verify the eligibility of shareholders when they register to attend. Subject to the list of shareholders entitled to attend the meeting, the Shareholder Eligibility Verification Committee will compare the personal documents of the shareholders or their authorized representatives, check the meeting invitation/notice, the power of attorney (if any), and other authentic documents as required for each General Meeting of Shareholders or when the Shareholder</u></b></p>	registration procedure.

No.	Clause	Before the change	After the change	Reason for change
			<p><b><u>Eligibility Verification Committee deems it necessary.</u></b></p> <p><b><u>If a shareholder or their authorized representative fails to meet the shareholder eligibility requirements, the Shareholder Eligibility Verification Committee reserves the right to refuse their or their authorized representative's attendance at the general meeting. If an issue arises that exceeds the Committee's authority, the Shareholder Eligibility Verification Committee shall seek the opinion of the Chairman of the Board of Directors or the Chairperson for resolution.</u></b></p>	<p>Additional provisions to handle issues beyond the authority of the Shareholder Eligibility Verification Committee.</p>
18	Point d, Clause 1, Article 5		<p><b><u>d) The authorization of a representative to attend the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 22 of the Articles of Association of the Company, Article 144 of the Enterprise Law, the guidance in the Notice of Meeting, the Company's guiding</u></b></p>	<p>Supplement according to the model regulations.</p>

No.	Clause	Before the change	After the change	Reason for change
			<p><u>documents, and the provisions of current law. The convener or organizing committee of the General Meeting of Shareholders may employ various methods for shareholders to declare and confirm their authorization of a representative, in accordance with the actual circumstances and legal regulations.</u></p>	
19	Point e, Clause 1, Article 5		<p><u>e) The conditions for holding a General Meeting of Shareholders are stipulated in Article 25 of the Articles of Association of the Company, Article 145 of the Enterprise Law, and other current legal regulations.</u></p>	Supplement according to the model regulations.
20	Clause 5, Article 5	<p>5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote in favor, against, or abstention. The results of the vote count will be announced by the chairman immediately before the closing of the meeting.</p>	<p>5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, or abstention, <b><u>as prescribed in Clause 6, Article 17 of the Articles of Association of the Company.</u></b> The results of the vote count shall be announced by the presiding officer</p>	Additional information is provided to refer to the voting methods as stipulated in the Articles of Association.

No.	Clause	Before the change	After the change	Reason for change
			immediately before the closing of the meeting.	
21	Clause 10, Article 5	10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.	10. <b><u>The person convening the General Meeting of Shareholders reserves the right to to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time.</u></b> If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law.	Supplementing the similarity to Clause 10, Article 26 of the Articles of Association.
22	Clause 1, Article 6	1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the General Meeting of Shareholders	1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the General Meeting of	The amendments are intended to be consistent with the Articles of

No.	Clause	Before the change	After the change	Reason for change
		or by obtaining shareholder opinions in writing.	Shareholders, or by obtaining shareholder opinions in writing, <b><u>or by other forms as stipulated in the Articles of Association of the Company, internal regulations and rules, and applicable laws.</u></b>	Association.
23	Clause 1, Article 7	<p>Article 9. Request for annulment of a Shareholders' General Meeting resolution</p> <p>Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 16 of the Articles of Association of the Company reserves the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1. The procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and these Articles of</p>	<p><b><u>Article 7. Methods of objecting to resolutions of the General Meeting of Shareholders</u></b></p> <p><b><u>1. Shareholders or groups of shareholders reserve the right to request the annulment of a resolution of the General Meeting of Shareholders in accordance with Article 30 of the Articles of Association of the Company and the provisions of the law;</u></b></p>	This is the old Article 9, which has been updated, renamed, and moved to Article 7 to comply with the Model Regulations and Article 12 of the Articles of Association.

No.	Clause	Before the change	After the change	Reason for change
		Association, except as stipulated in Clause 7, Article 27 of the Company's Articles of Association.		
24	Paragraphs 2 and 3 of Article 7	2. The resolution's content violates the law or the Articles of Association of the Company. If a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider rescheduling the meeting within 30 days, following the procedures stipulated in the Enterprise Law and the Articles of Association of the Company.	<p><b><u>2. Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in the Company's Articles of Association have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopted the resolution on the matter stipulated in this clause;</u></b></p> <p><b><u>3. The company must repurchase the shares at market price as requested by the shareholder as stipulated in Clause 2 of this Article within 90 days from the date of</u></b></p>	Amendments are made in accordance with Article 12 of the Regulations.

No.	Clause	Before the change	After the change	Reason for change
			<p><b><u>receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization. The company shall introduce at least three valuation organizations for the shareholder to choose one, and that choice shall be final.</u></b></p>	
25	Paragraphs 1 and 8 of Article 9	<p>1. The Board of Directors reserves the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 21 of the Articles of Association of the Company;</p> <p>...</p> <p>8. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.</p>	<p>1. The Board of Directors reserves the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause <b><u>2, Article 3 of these Regulations;</u></b></p> <p>...</p> <p>8. A resolution <b><u>of the General Meeting of Shareholders</u></b> shall be adopted <b><u>by</u></b> written shareholder consultation <b><u>if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.</u></b></p>	<p>- Since the content is equivalent, a direct reference to the Regulations is recommended instead of the Statutes.</p> <p>- Corresponding to Clause 4, Article 27 of the Articles of Association, this clause is added to complete the content according to the model regulations.</p>
26	Clause 9 of Article 9		<p><b><u>9. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a</u></b></p>	<p>Supplement the Articles of Association accordingly.</p>

No.	Clause	Before the change	After the change	Reason for change
			<b><u>General Meeting of Shareholders.</u></b>	
27	Clause 1, Article 10		<p><b><u>Article 10. Procedures for holding a General Meeting of Shareholders to adopt resolutions via online conference.</u></b></p> <p><b><u>In addition to in-person meetings, annual and extraordinary general meetings of shareholders may be held via online conferencing in cases where the Board of Directors deems it appropriate.</u></b></p> <p><b><u>The organization of the General Meeting of Shareholders via online conference will include the following main contents; however, if deemed necessary, the convener of the General Meeting of Shareholders may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the General Meeting of Shareholders in the aforementioned format, ensuring compliance with current legal regulations.</u></b></p> <p><b><u>1. Notice of convening the General Shareholders' Meeting online.</u></b></p>	Supplement according to the model regulations.

No.	Clause	Before the change	After the change	Reason for change
			<p><u>The method for notifying shareholders of an online General Meeting is the same as the method for notifying shareholders of an in-person General Meeting, as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of an online General Meeting, the convener or the organizing committee of the General Meeting is obligated to prepare additional guidance documents for shareholders registering and attending the meeting online.</u></p>	
28	Clause 2, Article 10		<p><u>2. How to register to attend the online General Shareholders' Meeting .</u></p> <p><u>a) Shareholders will register to attend the General Meeting of Shareholders online according to the instructions sent to shareholders and/or posted on the Company's website. Accordingly, shareholders will access the published link and declare and verify their shareholder status to attend the meeting.</u></p>	To ensure flexibility for

No.	Clause	Before the change	After the change	Reason for change
			<p><b><u>b) Shareholders are only considered to have attended the online General Meeting of Shareholders when they have logged in and followed the procedures stipulated in the Regulations on the organization of that online General Meeting of Shareholders.</u></b></p> <p><b><u>c) The organizing committee will provide shareholders with the contact information of the technical support person as well as a hotline to assist shareholders in accessing and participating in the meeting.</u></b></p>	<p>each meeting (as per the regulations applicable to that meeting)</p>
29	Paragraphs 3, 4, and 5 of Article 10		<p><b><u>3. Authorization of a representative to attend the General Meeting of Shareholders online.</u></b></p> <p><b><u>The authorization of a representative to attend the General Meeting of Shareholders online is carried out in accordance with the provisions of point d, clause 1, Article 5 of these Regulations.</u></b></p> <p><b><u>4. Conditions for conducting the experiment</u></b></p> <p><b><u>An online General Shareholders' Meeting shall be conducted when the number of</u></b></p>	<p>Add to complete the content according to the model regulations.</p>

No.	Clause	Before the change	After the change	Reason for change
			<p><u>shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.</u></p> <p><u>5. How to vote online</u></p> <p><u>The meeting convener or organizing committee will prepare the system, technical equipment, or means and methods by which shareholders/authorized representatives can vote online, electronically, and/or through other electronic means, and will record these online votes of shareholders or authorized representatives on the agenda items. The specific method will depend on the electronic system or equipment used by the Company for voting and will be announced to shareholders before each meeting.</u></p>	
30	Clause 6 of Article 10		<p><u>6. Method of vote counting</u></p> <p><u>The organizing committee will employ modern systems and technologies to conduct the vote counting of shareholders.</u></p>	To open for online conferences but without electronic voting, or to receive votes via mail, fax,

No.	Clause	Before the change	After the change	Reason for change
			<p><u>The vote count will be subject to the number of votes cast by shareholders and/or their authorized representatives through online voting, electronic voting, and/or other methods as stipulated by the convenor or organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this counting and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.</u></p>	<p>or other means...</p>
31	<p>Paragraphs 7 and 8 of Article 10</p>		<p><u>7. Announce the vote count results.</u></p> <p><u>The vote count results will be announced at the online General Shareholders' Meeting immediately after the vote count is completed and before the meeting adjourns.</u></p> <p><u>8. Resolutions and Minutes of the Online General Meeting of Shareholders</u></p> <p><u>Implement the procedures and content as stipulated in Articles 6 and 8 of this Regulation.</u></p>	<p>Add to complete the content according to the model regulations.</p>

No.	Clause	Before the change	After the change	Reason for change
32	Article 11		<p><b><u>Article 11. Procedures for holding a General Meeting of Shareholders to adopt resolutions using a combination of in-person and online conferencing.</u></b></p> <p><b><u>In addition to holding the General Meeting of Shareholders in person or online, annual and extraordinary General Meetings of Shareholders may be held in a hybrid format (a combination of in-person and online) in cases where the Board of Directors deems it appropriate.</u></b></p> <p><b><u>The General Meeting of Shareholders, conducted in a hybrid format (in-person and online), will include the following main contents. However, if deemed necessary, the convenor of the General Meeting of Shareholders may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the General Meeting of Shareholders in the aforementioned format, ensuring compliance with current legal regulations.</u></b></p>	<p>According to the model regulations, Clause 5 is added to allow for cases where votes can be received via mail, fax, letter, etc.</p>

No.	Clause	Before the change	After the change	Reason for change
			<p><b><u>1. Notice of convening the General Meeting of Shareholders, combining in-person and online participation.</u></b></p> <p><b><u>The method of notifying shareholders of a combined in-person and online meeting is the same as the method of notifying shareholders of a combined in-person meeting as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of a combined in-person and online meeting, the convener or the organizing committee of the meeting is obligated to prepare additional guidance materials for shareholders registering and attending the meeting online/in person, and to prepare and arrange appropriate equipment at the venue for the in-person meeting.</u></b></p> <p><b><u>2. How to register to attend the General Shareholders' Meeting, combining in-person and online participation.</u></b></p> <p><b><u>a) For shareholders attending the meeting in person: registration should be done at the meeting venue in the same manner as</u></b></p>	<p>Amendments in accordance with the referenced terms.</p>

No.	Clause	Before the change	After the change	Reason for change
			<p><u>the registration for in-person meetings as stipulated in point a, Clause 1, Article 5 of these Regulations.</u></p> <p><u>b) For shareholders attending the meeting online: registration should be done as instructed in Clause 2, Article 10 of these Regulations.</u></p> <p><u>3. Conditions for conducting the experiment</u></p> <p><u>A combined in-person and online General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.</u></p> <p><u>4. Voting method</u></p> <p><u>Shareholders may exercise their voting rights by: (i) voting in person at the meeting, (ii) voting electronically or by other electronic means, or (iii) other means as prescribed by the meeting convener or organizing committee in</u></p>	

No.	Clause	Before the change	After the change	Reason for change
			<p><u>accordance with the law.</u></p> <p><b><u>5. Method of vote counting</u></b></p> <p><u>The organizing committee will employ modern systems and technologies to conduct the vote counting of shareholders.</u></p> <p><u>The vote count will be subject to the number of votes cast by shareholders and/or their authorized representatives through online voting, electronic voting, and/or other methods as stipulated by the convenor or organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this counting and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.</u></p> <p><b><u>6. Announce the vote count results.</u></b></p> <p><u>The vote count results will be announced at the online General Shareholders' Meeting immediately after the vote count is completed and before the meeting adjourns.</u></p>	

No.	Clause	Before the change	After the change	Reason for change
			<p><b><u>7. Resolutions and Minutes of the Online General Meeting of Shareholders</u></b></p> <p><b><u>Implement the procedures and content as stipulated in Articles 6 and 8 of this Regulation.</u></b></p>	
33	Article 12		<p><b><u>Other forms of General Meeting of Shareholders</u></b></p> <p><b><u>The sequence and procedures for organizing a General Meeting of Shareholders in other forms are decided by the convenor depending on the circumstances, but must ensure compliance with the law, the Articles of Association of the Company, this Regulation, and other relevant regulations and rules.</u></b></p>	Supplement according to the model regulations.
34	Article 13	<p>Article 10. Regarding the organization and operation of the Board of Directors</p> <p>The Board of Directors operates in accordance with the Rules of Operation issued by the Company's Board of Directors.</p>	<p>Article 13. Regarding the organization, <b><u>rights, obligations,</u></b> and activities of the Board of Directors</p> <p><b><u>The organization, rights, obligations, and activities of the Board of Directors are stipulated in the Articles of Association of</u></b></p>	Revise the name and content to encompass the content items listed in the sample Rules of Operation submitted to the Rules of Operation of the Board of Directors, which are not

No.	Clause	Before the change	After the change	Reason for change
			<b><u>the Company and</u></b> the Regulations on the Operation <b><u>of the Board of Directors</u></b> issued by the Company's Board of Directors.	directly stated in this the Rules of Operation.
35	Article 14	Article 11. Subcommittees of the Board of Directors	Article <b><u>14.</u></b> Subcommittees of the Board of Directors	Revise the article title according to the new amendment/supplement.
36	Article 15	Article 12. Person in charge of Company administration	Article <b><u>15.</u></b> Person in charge of Company administration	Revise the article title according to the new amendment/supplement.
37	Points i and j, Clause 3, Article 15	i) To protect the Company's information in accordance with the law and these Articles of Association; j) Other rights and obligations as prescribed by law, the Articles of Association, and the Company's internal regulations and rules.	<b><u>the Company</u></b> 's Articles of Association ; j) Other rights and obligations as prescribed by applicable law, <b><u>the Articles of Association of the Company</u></b> , and the Company's internal <b><u>regulations and rules.</u></b>	Correct spelling errors and expand the scope of the referenced text.
38	Article 16	Article 13. Organizational structure of the management apparatus	Article <b><u>16.</u></b> Organization of the administrative apparatus	Revise the article title according to the new amendment/supplement.
39	Article 17, paragraph 2 of	Article 14. Company Managers	Article <b><u>17.</u></b> Company Managers	- Revise the article title according to the new

No.	Clause	Before the change	After the change	Reason for change
	Article 17	<p>...</p> <p>2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for performing their duties in the best and most efficient way to support the Company in achieving its operational and organizational goals.</p>	<p>...</p> <p>2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. The <u>Company's executives</u> are responsible for performing their duties in the best and most efficient way to support the Company in achieving its operational and organizational goals.</p>	<p>amendments/additions.</p> <p>- Edit to fit the definition</p>
40	Article 18	Article 15. Appointment, dismissal, duties and powers of the General Director	Article <b>18.</b> Appointment, dismissal, duties and powers of the General Director	Revise the article title according to the new amendment/supplement.
41	Point d, Clause 4, Article 18	d) Decisions on matters related to the Company's business and daily operations are made according to the hierarchical structure, authorizations, requests, directives, and assignments of the Board of Directors, and are not within the authority of the General	d) Deciding on matters related to the Company's business and daily operations according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority of the General Meeting of	The content regarding the Vice Chairman of the Board of Directors has been omitted to reflect reality.

No.	Clause	Before the change	After the change	Reason for change
		Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other legal representatives of the Company;	Shareholders, the Board of Directors, the Chairman of the Board of Directors, and other legal representatives of the Company;	
42	Paragraphs 6 and 7 of the Article 18	<p>6. The General Director must manage the Company's daily business operations in accordance with the law, the Articles of Association, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; and implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director acts contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.</p> <p>7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with</p>	<p>6. The General Director must manage the Company's daily business operations in accordance with the law, <b><u>the Articles of Association of the Company</u></b>, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; and implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director acts contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.</p> <p>7. The Board of Directors may dismiss or terminate the contract of the General</p>	<p>- Correct spelling errors</p> <p>- Revise to be consistent with Article 45 of the Regulations.</p>

No.	Clause	Before the change	After the change	Reason for change
		voting rights present at the meeting approve and sign a contract, appointing a new General Director to replace him. During the process of appointing a new General Director, the Board of Directors may decide to assign duties to another Business Manager or Business Executive to perform the rights and obligations of the General Director.	Director when a majority of the Board members with voting rights present at the meeting approve and sign a contract, appointing a new General Director to replace him. During the process of appointing a new General Director, the Board of Directors may decide to assign duties <b><u>to another Company Manager or Company Executive to perform the rights and obligations of the General Director.</u></b>	
43	Article 19	Article 16. Standards and conditions for becoming General Director	Article <b><u>19.</u></b> Standards and conditions for becoming General Director	
44	Point b, Clause 1, Article 19	b) Not a family member of the company's managers, members of the Supervisory Board of the Company and its parent company; representatives of state capital, or representatives of enterprise capital in the Company and its parent company;	b) Not a family member of the <b><u>Company Manager</u></b> , a member of the Company's Supervisory Board and parent company; a representative of state capital, or a representative of enterprise capital in the Company and parent company;	Adjust to be consistent with the definition.
45	Point f, Clause 3, Article 19	f) Other cases as prescribed by applicable law, the Articles of Association of the Company, and the Company's internal regulations and rules.	f) Other cases as stipulated <b><u>in the Articles of Association of the Company, internal regulations and rules, and applicable laws.</u></b>	Revised to expand the scope of referenced documents.

No.	Clause	Before the change	After the change	Reason for change
46	Article 20	Article 17. Operating procedures of the Executive apparatus	Article <b>20.</b> Operating Procedures of the Executive Apparatus	Revise the article title according to the new amendment/supplement.
47	Paragraphs 2 and 3 of Article 20	<p>2. Meetings of the General Director and the Executive Management Team are only valid when at least two-thirds of the members are present (excluding meetings and direct discussions between the General Director and the Deputy General Director, and the Chief Accountant...). The absence of members must have a valid reason and be approved.</p> <p>3. Members of the management team are responsible for providing full reports as required on assigned matters and proposing solutions, but must adhere to the directives and conclusions of the General Director. If they have differing opinions, they have the right to reserve their views or report them to the Company's Board of Directors in writing.</p>	<p>2. Meetings of the General Director and <b>the Executive Board</b> are only valid when at least two-thirds of the members are present (excluding meetings and direct discussions between the General Director and the Deputy General Director, and the Chief Accountant...). The absence of members must have a valid reason and be approved.</p> <p>3. Members <b>of the Executive Board</b> are responsible for providing full reports as required on matters assigned to them and proposing solutions, but must adhere to the directives and conclusions of the General Director. If they have differing opinions, they have the right to reserve their views or report them to the Company's Board of Directors in writing.</p>	Remove the word "management" to ensure consistency and avoid misunderstanding, as the term "company/business manager" now includes the Board of Directors.
48	Article 21	Article 18. Salary, bonuses, and other benefits for the Executive Board	Article <b>21.</b> Salary, bonuses and other benefits for the Executive Staff	Revise the article title according to the new

No.	Clause	Before the change	After the change	Reason for change
				amendment/supplement.
49	Article 22	Article 19. Assessment of the operational capacity of the Executive apparatus	Article <b>22.</b> Assessment of the operational capacity of the Executive apparatus	Revise the article title according to the new amendment/supplement.
50	Article 23	<p>Article 20. Activities of the Supervisory Board</p> <p>The Supervisory Board operates in accordance with the Regulations on Operation issued by the Company's Supervisory Board.</p>	<p>Article <b>23.</b> Regarding the organization, rights, obligations, and activities of the Supervisory Board.</p> <p><b><u>The organization, rights, obligations, and activities of the Supervisory Board are stipulated in the Articles of Association of the Company and the Regulations on the Operation of the Supervisory Board issued by the Company's Supervisory Board.</u></b></p>	Add to complete the content according to the model regulations.
51	Clause 1, Article 24	<p>Article 21. Principles of Operation</p> <p>1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and the management team are responsible for carrying out their assigned duties and must seriously coordinate their activities to protect the legitimate rights of shareholders and promote the development of</p>	<p>Article <b>24.</b> Principles of Operation</p> <p>1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and <b><u>the Executive Management team</u></b> are responsible for carrying out their assigned duties and must seriously coordinate their activities to protect the legitimate rights of shareholders and</p>	Remove the word "management" to ensure consistency and avoid misunderstanding, as the term "company/business manager" now includes the Board of Directors.

No.	Clause	Before the change	After the change	Reason for change
		the Company.	promote the development of the Company.	
52	Article 25	Article 22. Procedures for coordinating the activities of the Supervisory Board	Article <b><u>25.</u></b> Procedures for coordinating the activities of the Supervisory Board.	Revise the article title according to the new amendment/supplement.
53	Article 26	Article 23. Procedures for coordinating the activities of the Board of Directors	Article <b><u>26.</u></b> Procedures for coordinating the activities of the Board of Directors.	Revise the article title according to the new amendment/supplement.
54	Article 27	Article 24. Procedures for coordinating the activities of the Executive apparatus.	Article <b><u>27.</u></b> Procedures for coordinating the activities of the Executive apparatus.	Revise the article title according to the new amendment/supplement.
55	Article 28	Article 25. Reporting of the Executive Board to the Board of Directors on the performance of assigned duties and powers.	Article <b><u>28.</u></b> Reporting of the Executive Board to the Board of Directors on the performance of assigned duties and powers.	Revise the article title according to the new amendment/supplement.
56	Article 29	Article 26. Review of the implementation of notices, conclusions, resolutions, decisions, and other delegated matters of the Board of Directors to the Executive Board.	Article <b><u>29.</u></b> Review of the implementation of notices, conclusions, resolutions, decisions, and other delegated matters of the Board of Directors to the Executive Board.	Revise the article title according to the new amendment/supplement.
57	Article 30	Article 27. Issues that the Executive Board must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.	Article <b><u>30.</u></b> Issues that the Executive Board must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.	Revise the article title according to the new amendment/supplement.

No.	Clause	Before the change	After the change	Reason for change
58	Article 31	Article 28. Coordination of control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and members of the Executive Board.	Article <b>31.</b> Coordination of control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and members of the Executive Board.	Revise the article title according to the new amendment/supplement.
59	Article 32	Article 29. Responsibilities of Company Managers	Article <b>32.</b> Responsibilities of Company Managers	Revise the article title according to the new amendment/supplement.
60	Article 33	Article 30. Responsibility for honesty and avoiding conflicts of interest	Article <b>33.</b> Responsibility for honesty and avoidance of conflicts of interest	Equivalent to Article 54 of the Articles of Association, the Company will refer to the Articles of Association for reference so that any amendments to the Articles of Association do not need to be revised here.
61	Points a and b, Clause 4, Article 34	Article 31. Transactions with shareholders, business managers, and related parties of these entities.  4. The company may only conduct the following transactions after obtaining approval from the General Meeting of	Article <b>34.</b> Transactions with Shareholders, <b><u>Company Managers</u></b> and Related Parties  4. The company may only conduct the following transactions after obtaining approval from the General Meeting of Shareholders:	Add the following sections: "Deputy General Director, Chief Accountant" to complete the list of Company Managers.

No.	Clause	Before the change	After the change	Reason for change
		<p>Shareholders:</p> <p>a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director who are not shareholders, and individuals or organizations related to these entities;</p> <p>In cases where loans or guarantees are granted to related parties of members of the Board of Directors, members of the Supervisory Board, or the General Director, and the Company and that organization operate as a group of companies, including parent-subsidary companies, approval must be granted by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association of the Company;</p> <p>b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement between the</p>	<p>a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, Chief Accountant</u></b> who are not shareholders, and individuals or organizations related to these entities;</p> <p>In cases where loans or guarantees are granted to related parties of members of the Board of Directors, members of the Supervisory Board, the General Director, <b><u>Deputy General Director, or Chief Accountant</u></b>, and the Company and such organization are operating as a group of companies, including parent-subsidary companies, approval must be granted by the General Meeting of Shareholders or the Board of Directors as stipulated in the Articles of Association of the Company;</p> <p>b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>Company and one of the following entities:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, members of the Supervisory Board, the General Director, and related parties of these individuals;</li> <li>- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;</li> <li>- Businesses where members of the Board of Directors, members of the Supervisory Board, and the General Director are required to declare their assets as stipulated in Clause 2, Article 56 of the Articles of Association of the Company;</li> </ul>	<p>more of the total asset value recorded in the most recent financial statement between the Company and one of the following entities:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, Chief Accountant</u></b>, and related parties of these individuals;</li> <li>- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;</li> <li>- Businesses where members of the Board of Directors, members of the Supervisory Board, General Director, <b><u>Deputy General Director, and Chief Accountant</u></b> are required to declare their assets as stipulated in Clause 2, Article 56 of the Articles of Association of the Company;</li> </ul>	
62	Clause 5 of Article 34	The Board of Directors approves contracts and transactions between the Company and any of the entities specified in point c, clause	The Board of Directors approves contracts and <b><u>transactions stipulated in point b, clause 4 of this Article that have a value</u></b>	<ul style="list-style-type: none"> <li>- Correct the reference to the correct subject.</li> <li>- Decree 245 abolished the</li> </ul>

No.	Clause	Before the change	After the change	Reason for change
		<p>4 of this Article, provided that the value is less than 35% of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions specified in point c, clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the relevant parties involved in that contract or transaction and must include a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest in the contracts or transactions do not have the right to vote.</p>	<p><b><u>less than 35% of the total asset value recorded in the Company's most recent financial statement</u></b>. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to <b><u>the parties in</u></b> the contract or transaction do not have the right to vote.</p>	<p>possibility for the Board of Directors to approve transactions as stipulated in Point c, Clause 3.</p> <p>- To standardize the definition of "contracts..." →and "parties to the contract..." in accordance with Clause 2, Article 167 of the Enterprise Law.</p>
63	Clause 6 of Article 34	<p>6. In cases where a contract or transaction is approved as stipulated in Clause 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board</p>	<p>6. In cases where a contract or transaction is approved as stipulated in Clause 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the</p>	<p>Adjust to correctly refer to the Terms and Conditions.</p>

No.	Clause	Before the change	After the change	Reason for change
		of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 2 and 4 of Article 27 of the Articles of Association of the Company.	Supervisory Board of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in <b><u>Clauses 3</u></b> and 4 of Article 27 of the Articles of Association of the Company.	
64	Article 35	Article 32. Disclosure of related interests	Article <b><u>35</u></b> . Disclosure of relevant <b><u>interests</u></b>	Revise the article title according to the new amendments/additions.
65	Clause 1, Article 35	1. The company must compile and update a list of its related parties as stipulated in Clause 23, Article 4 of the Enterprise Law,	1. The Company must compile and update a list of its related parties as stipulated in <b><u>Clause 46, Article 4 of the Securities Law</u></b> ,	The amendment is due to the Securities Law's provisions regarding these

No.	Clause	Before the change	After the change	Reason for change
		and their corresponding contracts and transactions with the company. The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.	and their corresponding contracts and transactions with the Company. The person <b><u>in charge of</u></b> corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.	entities, which already include the Enterprise Law, and to ensure consistency with the Articles of Association.
66	Clause 2, Article 35	2. Members of the Board of Directors, Supervisory Board, General Director, and other managers of the Company (including the Deputy General Director, Chief Accountant, and other managers of the Company as decided by the Board of Directors) must declare to the Company their related interests, including:  ...	2. Members of the Board of Directors, <b><u>members of the Supervisory Board,</u></b> the General Director, <b><u>the Deputy General Director, and the Chief Accountant</u></b> must declare to the Company their related interests, including:  ...	The positions of Company Managers have been finalized, so please add "Deputy General Director and Chief Accountant" directly here.
67	Article 36	Article 33. Disclosure of Information	Article <b><u>36.</u></b> Disclosure of Information	- Amend the article title according to the new amendments/additions.
68	Paragraphs 2 and 3 of Article 36	2. The company publishes the following information on its website: a) The Articles of Association of the Company;	2. The company publishes the following information on its website: a) Company Charter; b) Curriculum vitae, educational	Revise to align with the definition and broaden the scope of reference.

No.	Clause	Before the change	After the change	Reason for change
		<p>b) Curriculum vitae, educational qualifications, and professional experience of the members of the Board of Directors, Supervisory Board, and General Director of the Company;</p> <p>c) Annual financial statements approved by the General Meeting of Shareholders;</p> <p>d) Annual performance review report of the Board of Directors and the Supervisory Board.</p> <p>3. The company shall disclose and publicize information in accordance with the provisions of securities law.</p>	<p>qualifications, and professional experience of the members of the Board of Directors, <b><u>members of the Supervisory Board</u></b>, and the General Director of the Company;</p> <p>c) Annual financial statements approved by the General Meeting of Shareholders;</p> <p>d) Annual performance review report of the Board of Directors and the Supervisory Board.</p> <p>3. The company shall disclose and publicize information in accordance with the securities law <b><u>and other applicable laws.</u></b></p>	
69	Article 37	Article 34. Performance Evaluation	Article <b><u>37.</u></b> Performance Evaluation	Revise the article title according to the new amendment/supplement.
70	Article 38	<p>Article 35. Awards and Commendations</p> <p>The Board of Directors is responsible for establishing the reward system. Rewards are given subject to performance evaluations as stipulated in Article 29 of these Regulations.</p>	<p>Article <b><u>38.</u></b> Awards and Commendations</p> <p>The Board of Directors is responsible for establishing the reward system. Rewards are given subject to performance evaluations as stipulated in <b><u>Article 37</u></b> of these Regulations.</p>	<p>- Revise the article title according to the new amendments/additions.</p> <p>- Correct the referenced article number.</p>
71	Article 39	Article 36. Discipline	Article <b><u>39.</u></b> Discipline	Revise the article title according to the new amendment/supplement.

No.	Clause	Before the change	After the change	Reason for change
72	Paragraphs 1, 2, and 3 of Article 40	<p>Article 37. Liability for damages and compensation caused by their misconduct .</p> <p>2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, Supervisory Board, General Director, other executive, employee, or authorized representative of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, executive of the Company, employee, or authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interest of or in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.</p> <p>3. When performing functions, duties, or</p>	<p>Article 40. Liability for damages and compensation</p> <p>1. Members of the Board of Directors, <b><u>members of the Supervisory Board</u></b>, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations with conscientiousness and professional competence, shall be held liable for any damages caused by their violations.</p> <p>2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Company) if that person has been or is a member of the Board of Directors, <b><u>a member of the Supervisory Board</u></b>, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive of the Company, an</p>	<p>- Revise the article title according to the new amendments/additions.</p> <p>- Change "Inspector" to "Member of the Supervisory Board" to be consistent with the definition.</p>

No.	Clause	Before the change	After the change	Reason for change
		<p>carrying out tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:</p> <p>a) Acted honestly, carefully, and diligently in the best interests of the Company and in no conflict with those interests;</p> <p>b) Complying with the law and there is no evidence to confirm that they failed to fulfill their responsibilities.</p>	<p>employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.</p> <p>3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, <b><u>members of the Supervisory Board</u></b>, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:</p> <p>a) Acted honestly, carefully, and diligently in the best interests of the Company and in no conflict with those interests;</p>	

No.	Clause	Before the change	After the change	Reason for change
			b) Complying with the law and there is no evidence to confirm that they failed to fulfill their responsibilities.	
73	Article 41	Article 38. Training in corporate governance	Article <u>41</u> . Training in corporate governance	Revise the article title according to the new amendment/supplement.
74	Revise chapter number X	<b>CHAPTER XX AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS</b>	<b>CHAPTER <u>X</u> AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS</b>	Adjust the chapter number accordingly.
75	Article 42	Article 39. Amendments and additions to the Governance Regulations	Article <u>42</u> . Amendments and additions to the Governance Regulations	Revise the article title according to the new amendment/supplement.
76	Revise Chapter XI	<b>CHAPTER XXI AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS</b>	<b>CHAPTER <u>XI</u> AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS</b>	Adjust the chapter number accordingly.
77	Article 43	Article 40. Enforcement Provisions	Article <u>43</u> . Enforcement Provisions	Revise the article title according to the new amendment/supplement.

**APPENDIX 3:**

**REGULATIONS ON ACTIVITIES OF THE BOARD OF DIRECTORS  
OF SAIGON PORT JOINT STOCK COMPANY**

*(Issued together with Decision No. ..../QD-CSG dated .... month..... year 2026  
of the Board of Directors of Saigon Port Joint Stock Company)*

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Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements;

Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;

Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of provisions of the Securities Law and its amendments and supplements;

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

Based on the Charter of Saigon Port Joint Stock Company;

Based on Resolution No. .../NQ-DHĐCĐ-CSG dated .../.../2026 of the General Meeting of Shareholders of Saigon Port Joint Stock Company at the 2026 annual meeting;

The Board of Directors hereby promulgates the Regulations on the Operation of the Board of Directors of Saigon Port Joint Stock Company;

The Regulations on Activities of the Board of Directors of Saigon Port Joint Stock Company include the following contents:

**CHAPTER I  
GENERAL REGULATIONS**

**Article 1. Scope of Adjustment and Applicable Subjects**

1. Scope of adjustment:

a) The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the Company Charter, and other relevant legal provisions.

b) These regulations are part of the system of internal regulations applied uniformly within the Company. Other matters related to the Board of Directors not covered in these regulations will be governed by the Company Charter, the Enterprise Law, and other relevant documents.

2. Applicable Subjects:

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

- a) The Board of Directors, the General Director, the Deputy General Directors, the Chief Accountant, the supporting staff and the Company Secretary, and the representative of the Company's capital contribution in other enterprises.
- b) Branches and subsidiaries of the Company.
- c) One-member limited liability companies wholly owned by the Company.
- d) Companies in which the Company holds shares or capital contributions.

### **Article 2. Role of the Board of Directors**

1. The Board of Directors exercises the right to manage or direct the business operations and affairs of the Company; it has full authority to exercise all rights on behalf of the Company except those powers belonging to the General Meeting of Shareholders.

2. The Board of Directors uses the Company's seal to perform its duties and exercise its powers.

### **Article 3. Principles of Organization and Operation of the Board of Directors**

1. The organization and operation of the Board of Directors, its members, and the supporting apparatus shall comply with the provisions of the law, the Company Charter, and ensure the interests of the Company.

2. The Board of Directors operates on the principle of collective leadership and individual responsibility. Members of the Board of Directors are responsible for their assigned areas of work and are jointly responsible before the law and before the General Meeting of Shareholders for resolutions and decisions in the Company's operation and development; members who oppose the adoption of such decisions may be considered for exemption from liability.

3. The Board of Directors assigns responsibility to the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

## **CHAPTER II**

### **ORGANIZATIONAL STRUCTURE AND TERM OF ACTIVITY OF THE BOARD OF DIRECTORS; STANDARDS AND CONDITIONS FOR NOMINATION, ELECTION, REMOVAL, AND DISMISSAL OF MEMBERS OF BOARD OF DIRECTORS**

#### Article 4. Nomination and candidacy of Board of Directors members

##### **Article 4. Nomination and candidacy of Board of Directors members**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in those companies (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 20% of the total common shares have the right to nominate 1 candidate; owning from 20% to less than 30% of the total common shares have the right to nominate a maximum of 2 candidates; owning from 30% to less than 40% of the total common shares have the right to nominate a maximum of 3 candidates; owning from 40% to less than 50% of the total common shares have the right to nominate a maximum of 4 candidates; owning from 50% to less than 60% of the total common shares have the right to nominate a maximum of 5 candidates; owning from 60% to less than 70% of the total common shares have the right to nominate a maximum of 6 candidates; owning from 70% to 80% of the total common shares have the right to nominate a maximum of 7 candidates; Shareholders owning between 80% and less than 90% of the total common shares are entitled to nominate a maximum of 8 candidates.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Article 33 of the Company Charter and Article 6 of these Regulations.

### **Article 5. Composition and term of office of members of the Board of Directors**

1. The Company's Board of Directors consists of 9 members.

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.

3. In the event that all members of the Board of Directors complete their terms simultaneously, those members shall continue to serve on the Board until new members are elected to replace them and take over their duties, ensuring uninterrupted management and operation of the Company.

4. The company must ensure that there are at least 3 non-executive members on the Board of Directors. If the company is a listed company, the total number of independent members on the Board of Directors must ensure a minimum of 3 independent members.

5. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 34 of the Company's Charter.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

7. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

### **Article 6. Standards and conditions for membership of the Board of Directors**

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

a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;

c) Members of the Board of Directors may simultaneously be members of the Board of Directors of another company;

d) Not be related to: the General Director and other managers of the Company; or to the managers or persons authorized to appoint managers of the parent company. The concept of family relationship in this Regulation is understood and applied according to the provisions of Clause 22, Article 4 of the Enterprise Law.

e) Members of the Company's Board of Directors may only simultaneously be members of the Board of Directors or Board of Members in a maximum of 05 other companies.

2. Independent members of the Company's Board of Directors (if any) must meet the following standards and conditions:

a) Not be currently employed by the Company, its parent company, or its subsidiary; not have previously worked for the Company, its parent company, or its subsidiary for at least three consecutive years prior to the appointment;

b) Not be receiving a salary or remuneration from the Company, except for allowances granted to Board members as stipulated;

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;

d) Not directly or indirectly own at least 1% of the total voting shares of the Company;

e) Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the independent member of the Board of Directors concerned.

### **Article 7. Dismissal, removal, replacement, and appointment of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Not meeting the qualifications and conditions stipulated in Article 33 of the Company's Charter;

b) Submitting a resignation letter and having it accepted;

c) Having limited or lost civil capacity or having difficulties in understanding and controlling their actions.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Ceasing to be an authorized representative of a shareholder that is an organization, as decided by that organization;

c) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors is reduced, failing to meet the number stipulated in Clause 4, Article 32 of the Company's Charter;

c) Except in the cases stipulated in points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

### **Article 8. Procedures for electing, dismissing, and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors. The nomination of individuals to the Board of Directors shall be carried out in accordance with the provisions of Clause 5, Article 16 of the Company's Charter.

2. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or nominate individuals in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. The election of Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the election regulations or the company's charter.

4. The election, dismissal, and removal of Board of Directors members are decided by the General Meeting of Shareholders according to the principle of voting.

### **Article 9. Election, dismissal, and removal of the Chairman and Vice-Chairman of the Board of Directors.**

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Vice-Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members to perform duties assigned by the Board of Directors and the Chairman of the Board of Directors.

3. The Chairman of the Board of Directors may not also hold the position of General Director.

4. The Chairman of the Board of Directors has the following powers and obligations:

a) To prepare the monthly, quarterly, and annual work program and plan of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors; to organize the collection of written opinions from the Board of Directors to approve matters within the Board's decision-making authority, except for matters requiring a separate meeting of the Board of Directors for discussion;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

e) To chair the General Meeting of Shareholders;

f) On behalf of the Board of Directors, sign decisions, resolutions, and conclusions of the Board of Directors; sign other documents to direct and handle work within the authority and responsibility of the Board of Directors;

g) Ensure that members of the Board of Directors receive complete, objective, accurate information and sufficient time to discuss issues that the Board of Directors must consider;

h) Prepare work plans and assign tasks to members of the Board of Directors. The specific task assignments for each member must be in writing and signed by the Chairman of the Board of Directors;

i) Supervise members of the Board of Directors in the performance of their assigned tasks;

j) Exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of the Company Charter; other powers and duties as stipulated in the Company Charter, internal regulations and rules of the Company, and current legal regulations.

5. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

6. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days of receiving the resignation or dismissal. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the

Company's Charter. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

**CHAPTER III**  
**POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS;**  
**POWERS AND RESPONSIBILITIES OF THE CHAIRMAN AND MEMBERS**  
**OF THE BOARD OF DIRECTORS**

**Article 10. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and responsibilities:

a) Deciding on the Company's strategy, operational objectives, medium-term development plan, annual business plan, and annual budget;

b) Proposing the types of shares and the total number of shares authorized for sale for each type;

c) Deciding on the sale of unsold shares within the authorized number of shares for each type; deciding on other forms of capital mobilization;

d) Deciding on the selling price of the Company's shares and bonds;

e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 11 of the Company's Charter;

f) Deciding on solutions for the Company's market development, marketing, and technology.

g) Deciding on investment plans and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

h) Deciding on the sale of assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;

i) Approving purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21, and clause 3, Article 55 of the Company's Charter; Deciding on guarantees for subsidiaries with a value less than 35% of the total asset value recorded in the Company's most recent financial statement; Decisions regarding project investments, procurement, repair, maintenance, dredging, and other urgent unforeseen expenses for production and business operations arising outside the Company's annual plan have been approved by the General Meeting of Shareholders;

j) Deciding on the organizational structure of the Company; deciding on the issuance of internal management regulations and rules of the Company; deciding on the establishment of subsidiaries, branches, representative offices, business locations and the contribution of capital or purchase of shares in other enterprises; deciding on capital investment outside the enterprise;

k) Electing, dismissing, and removing the Chairman of the Board of Directors; electing, dismissing, and removing the Vice Chairman of the Board of Directors; appointing, dismissing, recruiting, signing contracts, and terminating contracts for the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;

l) Assigning tasks and delegating authority to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the members of the Board of Directors to oversee and monitor various aspects of work to exercise the powers, responsibilities, and obligations of the Board of Directors as stipulated in the Company's Charter, internal regulations and rules of the Company, and current legal regulations;

m) Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders, Board of Directors in other companies, deciding on the remuneration and other benefits of those representatives; nominating candidates for election to the Board of Directors, Supervisory Board or recommending candidates for appointment as supervisors in other enterprises;

n) Deciding on the appointment, dismissal, recruitment, signing of contracts, and termination of contracts for Deputy General Directors and Chief Accountants, and deciding on their salaries, remuneration, bonuses, and other benefits as proposed by the General Director;

o) Approving the General Director's appointment, dismissal, recruitment, signing of contracts, and termination of contracts for Directors/Deputy Directors of branches and equivalents, Heads/Deputy Heads of departments and equivalents;

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

p) Approving the General Director's Action Program to implement the Company's annual business plan; approving the monthly, quarterly, and annual operational plans of the Company's Executive Board;

q) Assigning tasks and supervising, inspecting, monitoring, and evaluating the level of task completion as a basis for paying salaries and bonuses to the General Director; directing and requiring reports and explanations, inspecting and supervising the Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Company to ensure compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors;

r) Deciding on changes to the form and content of the Company's logo and brand identity;

s) Delegating or authorizing the General Director to: make decisions regarding investment plans and investment projects; plans for liquidation, sale of fixed assets, leasing, and renting of fixed assets; issuing certain internal management regulations and rules of the Company;

t) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting written opinions for the General Meeting of Shareholders to pass resolutions;

u) Submitting the audited annual financial statements to the General Meeting of Shareholders;

v) Propose the dividend rate to be paid; decide on the timeframe and procedures for dividend payment or handling of losses incurred during business operations; decide on capital raising, borrowing, and the implementation of mortgages, guarantees, and compensation of the Company within its authority;

w) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

x) Decide on the issuance of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders;

y) Report to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved in previous General Meeting of Shareholders that have not yet been implemented. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation;

z) Other rights and obligations as stipulated in the Company's Charter, internal regulations and rules, and applicable laws.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board's activities at the annual General Meeting of Shareholders on the following matters:

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 36 of the Company's Charter.

b) Summary of the Board of Directors' meetings and decisions.

c) Reporting on transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; and transactions between the Company and companies in which members of the Board of Directors are founding members or business managers during the three years immediately preceding the transaction.

d) Activities of independent Board members and the results of each independent member's evaluation of the Board's performance (if any).

e) Activities of other subcommittees of the Board of Directors (if any).

f) Results of oversight of the CEO.

g) Results of oversight of other executives.

h) Future plans of the Board of Directors.

### **Article 11. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the company's charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. Members of the Board of Directors have the obligations stipulated in the Company's Charter and the following obligations:

a) To perform their duties honestly and diligently for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and to express their opinions on the issues discussed;

c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction;

e) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

f) Each independent member of the Board of Directors (if any) of the Company must prepare an evaluation report on the activities of the Board of Directors.

3. The powers and obligations of the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are stipulated in Article 37 of the Company's Charter.

**Article 12. Right of Board of Directors members to access information**

1. Members of the Board of Directors have the right to request the Company's Executive to provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.

2. The Company's Executive is required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

**Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings 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 remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members prescribed by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of the Company's Charter; the request to convene a General Meeting of Shareholders must be 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 include sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

e) Other cases as prescribed by law and the Company's Articles of Association.

2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members stipulated in the Company's Charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;

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 list of shareholders;

c) Prepare the agenda and content of the meeting;

d) Prepare the documents for the meeting;

- e) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
- f) Determine the time and place of the meeting;
- g) Send meeting invitation notices to each shareholder entitled to attend the meeting as prescribed by the Enterprise Law;
- h) Other tasks serving the meeting.

**Article 14. Duties and powers of the Board of Directors in approving and signing transaction contracts.**

The Board of Directors approves and signs contracts in accordance with Clause 4, Article 55 of the Company's Charter, the Company's internal regulations and rules, and applicable laws.

**Article 15. Assignment of duties to members of the Board of Directors**

1. Members of the Board of Directors may be assigned or authorized to oversee and be responsible for one or more aspects of the Company's work. The specific duties and powers of the members are stipulated in documents related to each area of the Company's operations. In cases where the work content is not specifically defined in terms of duties and powers, the assigned member is responsible for reporting to the Chairman of the Board of Directors to reach a consensus on how to resolve the issue.

2. The Board of Directors approves the plan for assigning duties to each member of the Board of Directors as proposed by the Chairman of the Board of Directors, and the changes, additions, and adjustments to the duties of Board members at any given time to meet the Company's management requirements.

3. The Chairman of the Board of Directors directly oversees the work aspects that are not assigned to other members of the Board of Directors.

**Article 16. Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to salaries, remuneration for their work, and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member based on mutual agreement. The total amount of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration, salaries, and bonuses of each member of the Board of Directors are included in the company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a Board member's duties, 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.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Charter.

## **CHAPTER IV BOARD OF DIRECTORS MEETING**

### **Article 17. Program of Activities of the Board of Directors**

1. The Board of Directors' work program is developed monthly, quarterly, according to meeting schedules, and annually in accordance with the Company's Charter, resolutions of the General Meeting of Shareholders, and the Company's work requirements.

2. Based on the resolutions, the work program of the Board of Directors, and the specific tasks assigned, each member of the Board of Directors must have a plan and measures to implement their assigned duties.

### **Article 18. Meetings of the Board of Directors and the process of obtaining written opinions to adopt resolutions and decisions of the Board of Directors.**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes. In the event that more than one member has the highest number of votes and they are tied, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all meetings of the Board of Directors, except for internal meetings of the Board of Directors. Board of Directors meetings may be held in person, online, in-person and online conferences, and/or other forms as decided by the Chairman of the Board of Directors or the person convening the meeting of the Board of Directors in accordance with the provisions of the law.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least 05 other managers;

c) Upon the request of at least 02 members of the Board of Directors;

4. The request stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he/she shall be responsible for any damages incurred by the Company; the person making the request has the right to convene the meeting of the Board of Directors on his/her behalf.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 5 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting, the voting ballot for the members, and instructions for attending/voting at the meeting (if any).

The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, or electronic means, and must ensure that it reaches the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not the right to vote.

8. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

required number of members present, a second meeting shall be convened within 3 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic means;
- d) Sending a ballot to the meeting via mail, fax, or email;
- e) Other forms and means as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting, in accordance with the provisions of the law.

10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the Board members.

12. Resolutions and decisions of the Board of Directors are adopted at the Board meeting if approved by a majority of the Board members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The process of obtaining written opinions from the Board of Directors to approve matters within the Board's decision-making authority is as follows:

a) The Chairman of the Board of Directors sends a written opinion request form along with relevant documents related to the matter requiring the Board's opinion;

b) Board members consider and vote on the matters requiring their opinion within the timeframe specified in the opinion request form and return it to the Chairman of the Board of Directors. Board members may submit their voting opinions to the Board's support staff via email, the Company's electronic office system (PO), or other online communication methods; the paper copy of the opinion request form is then sent to the Company for archiving purposes as per regulations;

c) The Chairman of the Board of Directors presides over the preparation of the minutes of the Board of Directors' opinion vote. The main content of the Minutes of the Board of Directors' Vote Counting is similar to the Minutes of the Board of Directors' Meeting as stipulated in Clause 1, Article 39 of the Company's Charter;

d) Based on the vote counting results, the Chairman of the Board of Directors, on behalf of the Board of Directors, signs the resolution, decision, and directive of the Board of Directors regarding the matter for which opinions were sought.

14. Resolutions and decisions of the Board of Directors shall be adopted by written ballot if approved by a majority of the Board members; in case of a tie, the final decision shall rest with the side whose opinion is supported by the Chairman of the Board of Directors. Resolutions and decisions of the Board of Directors adopted by written ballot shall have the same validity as resolutions and decisions adopted at a Board meeting.

### **Article 19. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in English, containing the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or authorized representatives and their attendance; full names of members absent from the meeting and their reasons;
- e) Issues discussed and voted on at the meeting;
- f) Summary of the opinions expressed by each member attending the meeting in chronological order;
- g) Voting results, clearly indicating which members approved, disapproved, and abstained;
- h) Issues approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes and they contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in the Enterprise Law, the Company Charter, and relevant laws.

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

3. The chairperson, the person recording the minutes, and all signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. Content approved by a majority of the members present at the Board of Directors meeting must be formalized into a Resolution. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

5. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to all members of the Board of Directors. These minutes serve as authentic evidence of the work performed at the meeting and the validity of the voting at the meeting, unless objections to the content of the minutes are raised within 10 days of sending. After this period, if no objections are raised by the members of the Board of Directors, they shall be deemed to have agreed with the minutes. The minutes must be signed by the chairperson and the person recording the minutes, except as stipulated in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for agreement on the content before signing.

### **Article 20. Procedures for organizing and conducting Board of Directors meetings**

1. The Chairman of the Board of Directors approves the meeting documents prepared by the support staff and sends them to the meeting participants.

2. The Chairman of the Board of Directors is responsible for conducting the meeting in accordance with democratic and objective principles and in compliance with the regulations set forth in this Statute and the Company's Articles of Association.

3. The meeting chair is the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman to present the Report of the Chairman of the Board of Directors, which clearly states and evaluates the results of implementing the resolutions of the General Meeting of Shareholders, the Board of Directors, and other matters; and simultaneously presents to the meeting the work contents for the Board of Directors to consider and decide. Members of the Board of Directors attending the meeting report on the work contents assigned to them and participate in discussions and voting on issues under consideration at the meeting. The Board of Directors adopts decisions by voting according to one or more methods stipulated in Clauses 9 and 10 of Article 18 of these Regulations or by show of hands.

## **CHAPTER V**

**THE SUPPORT STAFF AND CONDITIONS,  
OPERATING EXPENSES OF THE BOARD OF DIRECTORS**

**Article 21. Subcommittees assisting the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in a subcommittee shall be determined by the Board of Directors and shall be at least three, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members present and voting on them at the subcommittee meeting are present.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Company Governance.

**Article 22. Person in charge of Company governance**

1. The Board of Directors shall appoint at least one person to be in charge of company governance to support the company's governance. The person in charge of company governance may also serve as the company secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance shall not simultaneously work for an approved auditing firm that is auditing the company's financial statements.

3. The person in charge of company governance has the following rights and obligations:

a) Advising the Board of Directors and the Chairman of the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders. Providing advice, assistance, and carrying out tasks assigned by the Board of Directors, the Chairman, and members of the Board of Directors.

b) Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advising on the procedures for meetings of the General Meeting of Shareholders and the Board of Directors;

d) Attending meetings of the General Meeting of Shareholders and the Board of Directors;

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

- e) Advising on the procedures for drafting resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with legal regulations;
- f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Serving as the point of contact with the Company's stakeholders;
- i) Maintaining the confidentiality of the Company's information in accordance with the law and the Company's Articles;
- j) Other rights and obligations as stipulated in the Company's Articles, internal regulations and rules of the Company, and applicable laws.

### **Article 23. Specific decentralization in certain important areas**

Based on the scope, scale, and nature of the work, the Board of Directors delegates authority to the General Director to make decisions on certain matters. Specific delegation of authority in the areas of financial and accounting management, human resources organization, and other areas will be stipulated in the Financial Regulations and other regulations of the Company, within the authority of the Board of Directors.

### **Article 24. Meeting and business trip regulations**

1. The Chairman of the Board of Directors has the right to attend meetings of the Company, its branches, and units. If the Chairman of the Board of Directors is unable to attend, another member of the Board of Directors may be assigned to attend the meeting.

2. Members of the Board of Directors and the General Director traveling abroad must have a specific itinerary and inform the Chairman of the Board of Directors so that the Board's work plan can be adjusted.

3. The Chairman of the Board of Directors' weekly work program is shown on the Company's weekly work schedule for departments and management to contact each other.

### **Article 25. Working Conditions of the Board of Directors**

The offices of the Chairman of the Board of Directors and the members of the Board of Directors are located at the Company's Head Office. Working conditions, facilities, and stationery for the activities of the members of the Board of Directors shall be applied according to the Company's general regulations.

**Article 26. Operating Budget of the Board of Directors**

1. At the annual meeting of the General Meeting of Shareholders, the Board of Directors shall propose to the General Meeting of Shareholders to allocate a budget to ensure the operation of the Board of Directors. The use of the budget shall be accounted for in the annual financial report and must comply with the following principles:

- a) Serving management work.
- b) Practical, effective, economical, and transparent.

2. The Chairman of the Board of Directors shall decide on the approval of expenditures serving the activities of the Board of Directors, but these expenditures shall not exceed the travel expense limits stipulated by the Company.

3. Operating expenses to serve the tasks of the Board of Directors shall be paid based on documents and invoices in accordance with the accounting and financial regulations prescribed by law and by the Company.

**CHAPTER VI**

**WORKING RELATIONSHIP OF THE BOARD OF DIRECTORS**

**Article 27. Principles of work coordination**

The coordination of work between the Board of Directors, its members, and other management departments of the Company must adhere to the following principles:

1. Always be loyal to the interests of shareholders and the Company.
2. Comply with the laws of the State, the Company's Charter, and internal regulations.
3. Implement the principles of democratic centralism, openness, and transparency.
4. Perform duties with caution, high responsibility, honesty, cooperation, and proactive coordination in resolving arising difficulties and obstacles.

**Article 28. Relationship between members of the Board of Directors**

1. The relationship between the members of the Board of Directors is one of coordination; members are responsible for informing each other about relevant issues in the process of handling their assigned tasks.

2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling of issues related to the area of responsibility of another member of the Board of Directors. If there are differing opinions among the members of the Board of Directors, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or organize a meeting or seek

the opinions of the members of the Board of Directors in accordance with the law, the company's charter, and this Regulation.

3. In the event of a reassignment of responsibilities among the members of the Board of Directors, the members must hand over the work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 29. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

#### **Article 30. Relationship with the General Director and the Support Staff**

The duties and powers of the General Director are stipulated in Article 45 of the Company Charter. The relationship between the Board of Directors and the General Director and the supporting staff is regulated as follows:

1. The Board of Directors is responsible for:

a) Leading and supervising all activities of the Executive Board; creating all necessary favorable conditions for the General Director and the supporting staff to fulfill their assigned tasks.

b) Appointing, recruiting, and maintaining the stability of Executive Board members with good qualifications, competence, and ethics for the Company; and promptly dismissing Executive Board members who do not meet the conditions and standards as prescribed by law and the Company Charter.

2. The General Director is responsible for seriously implementing the resolutions and decisions of the Board of Directors. During the implementation of the resolutions and decisions of the Board of Directors, if any content is found to be detrimental to the Company, the General Director is responsible for proposing to the Board of Directors to review and adjust it accordingly.

3. If the Board of Directors does not amend the Resolution or Decision, the General Director must still implement it but has the right to reserve his/her opinion.

3. The General Director is responsible for reporting to the Board of Directors on the performance of his/her duties and powers, and is accountable for those actions.

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

4. The Chairman of the Board of Directors has the right to attend or authorize other members of the Board of Directors to attend briefing meetings and meetings to prepare content for submission to the Board of Directors chaired by the General Director. The Chairman of the Board of Directors or the assigned member of the Board of Directors to attend the meeting has the right to speak and contribute opinions but does not have the right to conclude the meeting.

5. At meetings of the Board of Directors, the Chairman of the Board of Directors or the person authorized to chair the meeting may decide to invite the Deputy General Directors, Heads of departments/divisions/specialized units, and leaders of relevant branches to attend, report on their work and participate in discussions.

6. The General Director and other management officers are responsible for creating all conditions for members of the Board of Directors to perform their assigned tasks, access information, and report fully and promptly.

7. The General Director shall proactively decide on matters within his/her authority according to the Company Charter; decide on measures exceeding his/her authority in emergency situations but shall be responsible for those decisions and shall immediately report to the Board of Directors. The reporting deadline shall not be later than twenty-four (24) hours from the time an emergency occurs.

8. Periodically, quarterly, every six (06) months, and annually, the General Director shall submit reports on the Company's production and business activities to the Board of Directors, along with necessary recommendations to perform assigned tasks within his/her authority. When risks or incidents occur that may negatively affect the reputation or production and business activities of the Company, the General Director and the manager shall promptly report to the Chairman of the Board of Directors and the members of the Board of Directors directly in charge of that work so that timely measures can be taken. In addition, as requested by the Board of Directors, the Executive Board and management staff of the Company are responsible for directly reporting to or providing information and reports on the direction and resolution of issues related to their assigned areas of work, responsibilities, and performance.

9. All documents signed and issued by the General Director and Deputy General Director must be sent to the Board of Directors for monitoring of implementation.

10. The Board of Directors assigns each member of the Board of Directors and the Executive Board to direct the organization of quarterly review meetings for Branch Directors to report on the results of work and tasks assigned in the previous quarter and the plan for implementing work and tasks in the next quarter.

11. Monthly, the Board of Directors holds a briefing meeting with the Executive Board to directly supervise the work to be carried out. Quarterly, the Board of Directors holds a meeting with the Company's Executive Board to review and evaluate the results of the tasks performed in the quarter.

## **CHAPTER VII**

### **REPORTING AND DISCLOSING BENEFITS**

#### **Article 31. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the Company's management and operation;
- d) Report on the audit by the Supervisory Board.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for audit no later than 30 days before the opening of the annual General Meeting of Shareholders, unless the Company's Charter stipulates otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the audit report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period. Shareholders who have continuously held shares in the Company for at least one year have the right to review the reports stipulated in this Article themselves, or together with a lawyer, accountant, or auditor holding a professional license.

#### **Article 32. Disclosure of relevant interests**

The disclosure of the Company's interests and related parties is carried out in accordance with the following regulations:

1. The Company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and transactions with the Company. The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.

## Regulations on activities of the Board of Directors of Saigon Port Joint Stock Company

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, the Deputy General Director, and the Chief Accountant must declare to the Company their related interests, including:

a) The name, enterprise code, head office address, business sector, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital;

3. The declaration stipulated in Clause 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions;

4. The retention, disclosure, review, extraction, and copying of the list of related persons and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

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

b) The list of related persons and related interests shall be kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director, and other managers have the right to review, extract, and copy part or all of the declaration;

d) The Company must facilitate access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the declaration of related parties and related interests shall be carried out in accordance with the Company's Charter;

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of others, to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may only perform such work with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

**Article 33. Disclosure of Information**

1. The company must submit annual financial statements approved by the General Meeting of Shareholders to the competent state agency in accordance with the law on accounting and other relevant laws.

2. The company shall publish the following information on its website:

a) Company Charter;

b) Curriculum vitae, educational qualifications and professional experience of the members of the Board of Directors, members of the Supervisory Board, and the General Director of the Company;

c) Annual financial statements approved by the General Meeting of Shareholders;

d) Annual performance evaluation reports of the Board of Directors and the Supervisory Board.

3. The company shall disclose and publicize information in accordance with the law on securities and other applicable laws.

**CHAPTER VIII  
ENFORCEMENT CLAUSES**

**Article 34. Effective Date**

1. The Operating Regulations of the Board of Directors of Saigon Port Joint Stock Company consist of 8 chapters and 34 articles and shall come into effect from...day...month...year 2026.

2. Any amendments or additions to these Regulations shall be considered and decided by the Board of Directors and submitted to the General Meeting of Shareholders for approval./.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN  
Huynh Van Cuong**

**A COMPARISON OF THE REVISED AND ADDITIONAL CONTENT AT  
REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS  
SAIGON PORT JOINT STOCK COMPANY**

*(Attached is Report No. ..../..... dated ..../...../2026 from the Board of Directors)*

*Regarding the amendment and supplementation of the Regulations on the operation of the Board of Directors of Saigon Port Joint Stock Company)*

No.	Clause	Before the change	After the change	Reason for change
1	Legal basis section	Subject to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020; Subject to the Securities Law No. 54/2019/QH14 dated November 26, 2019; Subject to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law	Subject to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 <b><u>and its amendments and supplements;</u></b> Subject to the Securities Law No. 54/2019/QH14 dated November 26, 2019 <b><u>and its amendments and supplements;</u></b> Subject to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law <b><u>and its amending and supplementing documents;</u></b>	Additional references are included to expand the scope to include amendments and supplements to the Law and Decree.
2	Clause 2, Article 1	2. Scope of application:	<b><u>Applicable</u></b> subjects:	Modified to conform to the Model Regulations
3	Name, Clauses 1, 2, and 4 of Article 5	Article 5. Composition and term of office of Board of Directors members 1. The Company's Board of Directors has 9 members, including both full-time and part-	Article 5. Composition and <b><u>term of</u></b> office of members of the Board of Directors 1. The Company's Board of Directors has <b><u>7</u></b> members.	- Revise the Article title to match the content and be consistent with the model regulations.

No.	Clause	Before the change	After the change	Reason for change
		<p>time members.</p> <p>2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited term. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.</p> <p>...</p> <p>4. The composition of the Company's Board of Directors must ensure that at least one-third of the total number of Board members are full-time, non-executive members. If the Company is a listed company, the total number of independent Board members must ensure a minimum of three independent members.</p>	<p>2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited <b><u>number of terms. An individual may only be</u></b> elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.</p> <p>...</p> <p>4. <b><u>The company must ensure that there are at least 2 non-executive members on the Board of Directors.</u></b> If the company is a listed company, the total number of independent members on the Board of Directors must ensure that there are at least <b><u>2 independent</u></b> members.</p>	<p>- It was agreed to omit the terms "specialized" and "non-specialized" from the entire document.</p> <p>- Adjust the number of board members to reflect the actual situation.</p> <p>- The term limit is not limited to the number of terms, but the term limit is not limited (Article 154 of the Law on Enterprises).</p> <p>- This section is amended according to Clause 2, Article 275 of Decree 155, as amended by Decree 245.</p>
4	Clause 7, Article 5	Not applicable	7. <b><u>Members of the Board of Directors do not necessarily have to be shareholders of the Company.</u></b>	- Supplement according to the model regulations
5	Points b, c,	Article 6. Standards and conditions for	Article 6. Standards and conditions for	- Amend the terms

No.	Clause	Before the change	After the change	Reason for change
	and d of Clause 1, Article 6	<p>membership of the Board of Directors</p> <p>1. Members of the Board of Directors must meet the following standards and conditions.</p> <p>...</p> <p>b) Possess professional qualifications and experience in business management or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;</p> <p>c) A member of the Board of Directors may also be a member of the Board of Directors of another company;</p> <p>d) Not a family member of: the parent company's manager; the person authorized to appoint the parent company's manager; the General Director, members of the Supervisory Board, and other managers and executives of the Company. The concept of a family member in the Articles of Association is understood and applied according to the provisions of Clause 22, Article 4 of the Enterprise Law.</p>	<p>membership of the Board of Directors</p> <p>1. Members of the Board of Directors must meet the following standards and conditions.</p> <p>...</p> <p>b) Possess professional qualifications and experience in business administration <u>or</u> in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;</p> <p>c) A member of the Board of Directors may also be a member of the Board of Directors of another company; <b><u>a member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or the Board of Members of a maximum of 05 other companies;</u></b></p> <p>d) Not a family member of: <b><u>the General Director and other managers of the Company; or of the manager or person authorized to appoint managers of the parent company.</u></b> The concept of a family member in these <b><u>Regulations</u></b> is understood and applied according to the provisions of</p>	<p>"management" → and "administration" according to Article 155 of the Enterprise Law.</p> <p>- Supplemented according to Clause 3 - Article 275 of Decree 155 (Amended by Decree 245)</p> <p>- Adjustments to comply with the provisions of Point d, Clause 1, Article 155 of the Enterprise Law.</p>

No.	Clause	Before the change	After the change	Reason for change
			Clause 22, Article 4 of the Enterprise Law.	
6	Point a, Clause 2, Article 6	2. Independent members of the Company's Board of Directors, when the Company is listed, must meet the following standards and conditions: a) Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least three consecutive years prior to the application;	2. Independent members of the Company's Board of Directors <b>(if any)</b> The following standards and conditions must be met: a) Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least three consecutive years <b>prior</b> to the application;	- Modify "When the company is listed" to "(if any)" to include the option for companies that are not yet listed but still need independent board members.
7	Clause 3, Article 6	3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the requirements stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to	3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet <b>the standards and</b> conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a	- Supplementing to align with Clause 3, Article 155 of the Law on Enterprises.

No.	Clause	Before the change	After the change	Reason for change
		elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the relevant independent member of the Board of Directors.	General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the independent member of the Board of Directors concerned.	
8	Clause 1, Article 8	Article 8. Procedures for electing, dismissing, and removing members of the Board of Directors  1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares reserve the right to nominate individuals to the Board of Directors.	Article 8. Procedures for electing, dismissing, and removing members of the Board of Directors  1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares reserve the right to nominate individuals to the Board of Directors. <b><u>The nomination of individuals to the Board of Directors shall be carried out in accordance with the provisions of Clause 5, Article 16 of the Articles of Association of the Company.</u></b>	- Supplemented to conform to the content of the model regulations.
9	Article 9	Article 9. Election, dismissal, and removal of the Chairman and Vice-Chairman of the Board of Directors.	Article 9. Election, dismissal, and removal of the Chairman of the Board of Directors	Remove the position of Vice Chairman of the Board of Directors to better reflect reality.
10	Clause 2 of	2. The Vice Chairman of the Board of Directors	Omitted	Remove the content

No.	Clause	Before the change	After the change	Reason for change
	Article 9 (former)	is elected, dismissed, or removed from office by the Board of Directors from among its members to perform the duties assigned by the Board of Directors and the Chairman of the Board of Directors.		related to the Vice Chairman of the Board of Directors to reflect reality.
11	Point j, Clause 3, Article 9	4. The Chairman of the Board of Directors has the following powers and responsibilities: ... j) To exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of the Articles of Association of the Company; and other powers and duties as prescribed by law, the Articles of Association, and the Company's internal management regulations and rules.	3. The Chairman of the Board of Directors has the following powers and responsibilities: ... j) To exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of the Articles of Association of the Company; and other powers and duties as stipulated in <b><u>the Articles of Association of the Company, the Company's internal regulations and rules, and applicable laws.</u></b>	To open the referenced text
12	Clause 5, Article 9	6. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days of receiving the resignation or dismissal. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize	5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Articles of Association of the	Content omitted due to duplication with the previous item.

No.	Clause	Before the change	After the change	Reason for change
		<p>another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Articles of Association of the Company. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.</p>	<p>Company. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.</p>	
13	Points g, h, i, k, l, m, p, r, y	Article 35. Powers and obligations of the Board of Directors	Article 10. Powers and obligations of the Board of Directors	Correct the number of the referenced articles.

No.	Clause	Before the change	After the change	Reason for change
	Clause 2 , Article 10	<p>2. The Board of Directors has the following powers and responsibilities:</p> <p>...</p> <p>g) Decisions on investment options and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;</p> <p>h) Decisions to sell assets whose value is less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>i) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21 and clause 4, Article 55 of the Articles of Association; Decisions on guarantees for subsidiaries with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement;</p>	<p>2. The Board of Directors has the following powers and responsibilities:</p> <p>...</p> <p><b><u>g) Investment decisions for each investment project or investment item (including but not limited to projects, purchases, repairs, maintenance, dredging, and unforeseen and urgent expenses for production and business activities arising outside the business plan and investment plan approved by the General Meeting of Shareholders) with a value less than 35% of the total asset value recorded in the Company's most recent financial statement; In cases where the investment project or investment item has a value greater than this amount, the Board of Directors shall make the investment decision after approval by the General Meeting of Shareholders; For projects, purchases, repairs, maintenance, dredging, and expenses arising outside the plan, the Board of Directors must report at the next</u></b></p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>Decisions on investment projects, procurement, repair, maintenance, dredging, and other urgent and unforeseen expenses for production and business activities arising outside the Company's annual plan approved by the General Meeting of Shareholders;</p> <p>...</p> <p>k) Electing, dismissing, and removing the Chairman of the Board of Directors; electing, dismissing, and removing the Vice Chairman of the Board of Directors; appointing, dismissing, recruiting, signing contracts with, and terminating contracts with the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;</p> <p>l) Assigning tasks and delegating authority to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the members of the Board of Directors to oversee and monitor various aspects of work in order to exercise the powers, responsibilities, and obligations of the Board of Directors as</p>	<p><b><u>General Meeting of Shareholders;</u></b></p> <p>h) Decisions <b><u>to purchase, lease-purchase, or sell assets</u></b> with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>i) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21, and <b><u>clause 3, Article 55 of the Articles of Association of the Company;</u></b> Deciding on guarantees for subsidiaries with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>...</p> <p>k) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, recruiting, signing contracts with, and terminating contracts with</p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>prescribed by law, the Articles of Association of the Company, and the Company's internal management regulations and rules;</p> <p>m) Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders, or the Board of Directors in other companies, deciding on the remuneration and other benefits of those representatives; nominating candidates for membership in the Board of Directors, Supervisory Board, or recommending candidates for appointment as supervisors in other enterprises;</p> <p>n) To decide on the appointment, dismissal, recruitment, signing of contracts, and termination of contracts for the Deputy General Director and Chief Accountant, and to determine the salary, remuneration, bonuses, and other benefits of these individuals upon the recommendation of the General Director;</p> <p>...</p> <p>q) Assigning tasks and urging, inspecting, monitoring, and evaluating the level of task</p>	<p>the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;</p> <p><b><u>l) Appointing representatives of the Company's capital in other enterprises; appointing representatives of the Company's capital to participate in or run for membership in the Board of Members, Board of Directors, or to run for membership in the Supervisory Board or to appoint Supervisors in other enterprises; appointing authorized representatives to attend the General Meeting of Shareholders; deciding on the remuneration and other benefits of those representatives;</u></b></p> <p><b><u>m) To decide on the appointment, dismissal, recruitment, signing of contracts, and termination of contracts for the Deputy General Director and Chief Accountant, and to determine the salary, remuneration, bonuses, and other benefits for these individuals subject to the General</u></b></p>	

No.	Clause	Before the change	After the change	Reason for change
		<p>completion as a basis for paying salaries and bonuses to the General Director; directing and requiring reports and explanations, inspecting and monitoring the Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Company to ensure compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors;</p> <p>...</p> <p>s) Delegating or authorizing the General Director to: make decisions regarding investment plans and investment projects; plans for liquidation, sale, and leasing of fixed assets; and to issue certain internal management regulations and rules of the Company;</p> <p>....</p> <p>z) Other rights and obligations as prescribed by law, the Articles of Association of the Company, and the Company's internal management regulations and rules.</p>	<p><b><u>Director's proposal;</u></b></p> <p>...</p> <p>p) Assigning tasks and supervising, inspecting, monitoring, and evaluating the level of task completion as a basis for paying salaries and bonuses to the General Director;</p> <p>...</p> <p>r) Delegating or authorizing the General Director to make decisions regarding investment plans and investment projects; investment, purchase, lease-purchase, sale of fixed assets, transfer of investment capital of the Company; <b><u>borrowing, lending; plans for liquidation, sale of fixed assets, leasing, renting of fixed assets and other matters within the authority of the Board of Directors;</u></b> issuing certain internal management regulations and rules of the Company;</p> <p>...</p> <p>y) Other rights and obligations as prescribed by law.</p>	
14	Points a and	3. The Board of Directors must report the	3. The Board of Directors must report the	- Adjust the references

No.	Clause	Before the change	After the change	Reason for change
	d, Clause 3, Article 10	<p>results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:</p> <p>a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 36 of the Articles of Association of the Company.</p> <p>...</p> <p>d) The activities of independent board members and the results of independent board members' evaluations of the board's performance.</p>	<p>results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:</p> <p>a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Article 36 of the Articles of Association of the Company.</p> <p>...</p> <p>d) The performance of independent Board members and the results of <b>each</b> independent member's evaluation of the Board's performance <b><u>(if any)</u></b>.</p>	<p>accordingly.</p> <p>- Amendments pursuant to Clause 4, Article 280 of Decree No. 155, as amended by Decree No. 245</p>
15	Point f, Clause 2, Article 11	Not applicable	<p>Article 11. Rights and obligations of members of the Board of Directors</p> <p>...</p> <p>2. Members of the Board of Directors have the obligations stipulated in the Company's Articles of Association and the following obligations:</p> <p>...</p> <p><b><u>f) Each independent member of the Company's Board of Directors (if any)</u></b></p>	<p>- Amended according to Clause 4, Article 280 of Decree 155, as amended by Decree 245</p>

No.	Clause	Before the change	After the change	Reason for change
			<b><u>must prepare an evaluation report on the performance of the Board of Directors.</u></b>	
16	Clause 3, Article 11	Not applicable	<b><u>3. The powers and obligations of the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are stipulated in Article 37 of the Articles of Association of the Company.</u></b>	- Add more content to match the sample Rules of Operation.
17	Paragraphs 1 and 2 of Article 12	<p>Article 12. Right of Board of Directors members to access information</p> <p>1. Members of the Board of Directors reserve the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.</p> <p>2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the Company's Articles of Association.</p>	<p>Article 12. Right of Board of Directors members to access information</p> <p>1. Members of the Board of Directors reserve the right to request <b><u>the Company's Executive</u></b> to provide information and documents regarding the financial situation and business operations of the Company and its <b><u>subsidiaries</u></b>.</p> <p>2. <b><u>The Company's executives</u></b> are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.</p>	<p>- Adjust the terms "business executive" and →"company executive" to ensure consistency throughout the text.</p> <p>- Revise the role of →the Company's Executive Manager to align with the Articles of Association and legal regulations.</p>

No.	Clause	Before the change	After the change	Reason for change
18	Point c, Clause 1, Article 13	<p>Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.</p> <p>1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p> <p>...</p> <p>c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;</p>	<p>Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.</p> <p>1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p> <p>...</p> <p>c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, <b><u>Article 16 of the Articles of Association of the Company</u></b>; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;</p>	Amend to refer to the Regulations.
19	Article 14	Not applicable	<p><b><u>Article 14. Duties and powers of the Board of Directors in approving and signing transaction contracts.</u></b></p> <p><b><u>The Board of Directors approves and signs contracts in accordance with Clause 4,</u></b></p>	Add this to fully comply with the sample Rules of operation.

No.	Clause	Before the change	After the change	Reason for change
			<b><u>Article 55 of the Articles of Association of the Company, the Company's internal regulations and rules, and applicable laws.</u></b>	
20	Article 14	Article 14. Assignment of duties to members of the Board of Directors	<b><u>Article 15.</u></b> Assignment of duties to members of the <b><u>Board of Directors</u></b>	Amend the Article number
21	Name, Clause 2, Article 16	<p>Article 15. Remuneration, salaries, bonuses and other benefits of members of the Board of Directors</p> <p>...</p> <p>2. Members of the Board of Directors receive salaries (for full-time members) and remuneration (for part-time members) for their work and bonuses. Remuneration is calculated subject to the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member subject to mutual agreement. The total amount of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.</p>	<p><b><u>Article 16.</u></b> Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors</p> <p>...</p> <p>2. Members of the Board of Directors receive salaries, remuneration for their work, and bonuses. Remuneration is calculated subject to the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.</p>	<ul style="list-style-type: none"> <li>- Amend the Article number</li> <li>- Remove all content related to "full-time" and "part-time" members from the entire document.</li> </ul>
22	Article Name	Article 16 . Chapter presentation active actions	<b><u>Article 17 .</u></b> Chapter presentation active	- Amend the Article

No.	Clause	Before the change	After the change	Reason for change
	17	of the Board of Directors	actions of the Board of Directors	number
23	Article 18	Article 17. Meetings of the Board of Directors and the process of obtaining written opinions to adopt resolutions and decisions of the Board of Directors.	<b>Article 18.</b> Meetings of the Board of Directors and the process of obtaining written opinions to adopt resolutions and decisions of the Board of Directors.	Amend the Article number
24	Clause 2, Article 18	2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all meetings of the Board of Directors, except for internal meetings of the Board of Directors.	2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all Board of Directors meetings, except for internal meetings of the Board of Directors. <b><u>Board of Directors meetings may be held in person, online, in-person and online conferences, and/or other forms as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting in accordance with the law.</u></b>	To allow for different forms of meetings in accordance with Clause 23, Article 38 of the Articles of Association.
25	Clause 4 of Article 18	4. Proposals referred to in Clause 3 of this Article must be in writing, clearly stating the	4. The proposals <b><u>stipulated</u></b> in Clause 3 of this Article must be in writing, clearly stating	Amend “stated in” to “stipulated in”

No.	Clause	Before the change	After the change	Reason for change
		purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.	the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.	corresponding to Clause 4, Article 38 of the Articles of Association.
26	Clause 6 of Article 18	6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 05 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.	6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 5 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting, <b><u>the voting ballot for the members, and instructions for attending/voting at the meeting (if any).</u></b>	Additional provisions to facilitate online meetings, electronic voting, etc., as stipulated in Clause 6, Article 38 of the Articles of Association.
27	Point ek, Clause 9, Article 1, Section 8	Not applicable	9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:  ...  <b><u>e) Other forms and means as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting, in accordance with the</u></b>	- Expand to include other meeting formats.

No.	Clause	Before the change	After the change	Reason for change
			<b><u>provisions of the law.</u></b>	
28	Point bk, Clause 13, Article 18	13. The process of obtaining written opinions from the Board of Directors to approve matters within the Board's decision-making authority is as follows:  ... b) Board members shall consider and vote on the matters for which opinions are sought within the timeframe specified in the Opinion Form and return it to the Chairman of the Board of Directors.	13. The process of obtaining written opinions from the Board of Directors to approve matters within the Board's decision-making authority is as follows:  ... b) Board members shall consider and vote on the matters for which opinions are sought within the timeframe specified in the Opinion Form and return it to the Chairman of the Board. <b><u>Board members may submit their voting opinions to the Board's support staff via email, the Company's electronic office system (PO), or other online communication methods; the paper copy of the Opinion Form shall then be sent to the Company for record keeping as required.</u></b>	Additional items will be added subject to actual needs.
29	Article 19	Article 18. Minutes of the Board of Directors Meeting	<b><u>Article 19.</u></b> Minutes of the Board of Directors Meeting	Amend the Article number
30	Clause 4, Article 19	4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at	4. <b><u>Content approved by a majority of the members present at the Board of Directors</u></b>	- Supplemented according to Article 279

No.	Clause	Before the change	After the change	Reason for change
		the Company's headquarters.	<b><u>meeting must be formalized into a Resolution.</u></b> The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarter.	of Decree 155 - legal equality, →equal legal status
31	Clause 5 of Article 19	5. Minutes prepared in both Vietnamese and English have equal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.	5. Minutes prepared in both Vietnamese and English have <b><u>equal legal validity.</u></b> In case of discrepancies between the Vietnamese and English versions, the Vietnamese version <b><u>shall</u></b> prevail.	Adjusting Clause 5 of Article 39 of the Regulations for consistency.
32	Clause 6 of Article 19	6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors, and these minutes serve as authentic evidence of the work carried out at the meeting unless objections are raised regarding the content of the minutes within 10 days of the date of sending. The minutes must be signed by the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a	6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors. These minutes serve as authentic evidence of the work performed at the meeting <b><u>and the validity of the voting at the meeting,</u></b> unless there are objections to the content of the minutes within 10 days of sending. <b><u>After this period, if the members of the Board of Directors do not raise any objections, they shall be deemed to have agreed to the minutes.</u></b> The minutes must be	- Adjust the format so that "no comment" is synonymous with "agreement with the content of the Meeting Minutes".

No.	Clause	Before the change	After the change	Reason for change
		draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for agreement on the content before signing.	signed by the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for agreement on the content before signing.	
33	Clause 3, Article 20	<p>Article 19. Procedures for organizing and conducting Board of Directors meetings</p> <p>...</p> <p>3. The meeting is chaired by the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman to present the Chairman's Report, which clearly outlines and evaluates the results of implementing the resolutions of the General Meeting of Shareholders, the Board of Directors, and other matters; and simultaneously presents to the meeting the work items for the Board of Directors to consider and decide. Members of the Board of Directors attending the meeting report on their</p>	<p><b>Article 20.</b> Procedures for organizing and conducting Board of Directors meetings</p> <p>...</p> <p>3. The meeting is chaired by the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman to present the Chairman's Report, which clearly states and evaluates the results of implementing the resolutions of the General Meeting of Shareholders, the Board of Directors, and other matters; and simultaneously presents to the meeting the work items for the Board of Directors to consider and decide. Members of the Board of Directors attending the meeting report on</p>	<ul style="list-style-type: none"> <li>- Amend the Article number</li> <li>- Remove the requirement for "secret" voting, as public voting is possible. Additionally, add a reference to the voting method.</li> </ul>

No.	Clause	Before the change	After the change	Reason for change
		assigned work and participate in discussions and voting on issues under consideration at the meeting. The Board of Directors adopts decisions by secret ballot or by show of hands.	their assigned work items and participate in discussions and voting on issues under consideration at the meeting. The Board of Directors adopts decisions by voting by ballot <b><u>using one or more methods stipulated in Clauses 9 and 10 of Article 18 of these Regulations</u></b> or by show of hands.	
34	Article 21	Article 20. Subcommittees assisting the Board of Directors	<b><u>Article 21.</u></b> Subcommittees assisting the Board of Directors	Amend the Article number
35	Article 22	Article 21. Person in charge of Company administration	<b><u>Article 22.</u></b> Person in charge of Company administration	Amend the Article number
36	Point i, Clause 3, Article 22	3. The person in charge of company administration has the following rights and obligations:  ...  i) To protect the Company's information in accordance with the law and these Articles of Association.	3. The person in charge of company administration has the following rights and obligations:  ...  <b><u>the Company</u></b> 's Articles of Association ;	
37	Point j, Clause 3, Article 22	j) Other rights and obligations as prescribed by law, the Company's Articles of Association, and the Company's internal regulations and rules.	j) Other rights and obligations as stipulated in <b><u>the Articles of Association of the Company, internal regulations and rules, and</u></b>	Revised to expand the scope of referenced documents.

No.	Clause	Before the change	After the change	Reason for change
			<b><u>applicable laws.</u></b>	
38	Article 23	Article 22. Specific decentralization in certain important areas	<b><u>Article 23.</u></b> Specific decentralization in certain important areas	Amend the Article number
39	Article 24	Article 23. Meeting and business trip regulations	<b><u>Article 24.</u></b> Meeting and business trip regulations	Amend the Article number
40	Article 25	Article 24. Working conditions of the Board of Directors	<b><u>Article 25.</u></b> Working conditions of the Board of Directors	Amend the Article number
41	Article 26	Article 25. Funding for the Board of Directors' operations	<b><u>Article 26.</u></b> Funding for the Board of Directors' operations	Amend the Article number
42	Chapter VI	CHAPTER IV WORKING RELATIONSHIP OF THE BOARD OF DIRECTORS	<b><u>CHAPTER VI</u></b> WORKING RELATIONSHIP OF THE BOARD OF DIRECTORS	Correct the chapter number .
43	Article 27	Article 26. Principles of work coordination	<b><u>Article 27.</u></b> Principles of work coordination	Amend the Article number
44	Article 28	Article 27. Relationship between members of the Board of Directors	<b><u>Article 28.</u></b> Relationship between members of the Board of Directors	Amend the Article number
45	Article 29	Article 28. Relationship with the Supervisory Board	<b><u>Article 29.</u></b> Relationship with the Supervisory Board	Amend the Article number
46	Article 30	Article 29. Relationship with the General Director and the Support Staff	<b><u>Article 30.</u></b> Relationship with the General Director and the Support Staff	Amend the Article number
47	Article 31	Article 30. Submission of Annual Reports	<b><u>Article 31.</u></b> Submission of annual reports	Amend the Article

No.	Clause	Before the change	After the change	Reason for change
				number
48	Article 32	Article 31. Disclosure of related interests	<b><u>Article 32.</u></b> Disclosure of relevant <b><u>interests</u></b>	- Add the word "the" to align with Article 56 of the Standard Regulations + Quality Control Form.
49	Clause 1, Article 32	1. The company must compile and update a list of its related parties as stipulated in Clause 23, Article 4 of the Enterprise Law, and their corresponding contracts and transactions with the company . The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.	1. The company must compile and update a list of its related parties as stipulated in Clause <b><u>46,</u></b> Article 4 <b><u>of the Securities Law,</u></b> and their corresponding contracts and transactions with the company. The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.	Adjustments to align with the Articles of Association and broader scope.
50	Clause 2, Article 32	2. Members of the Board of Directors, Supervisory Board, General Director, and other managers (including the Deputy General Director, Chief Accountant, and other management officers of the Company as decided by the Board of Directors) of the Company must declare to the Company their	2. Members of the Board of Directors, <b><u>members of the Supervisory Board,</u></b> the General Director, <b><u>the Deputy General Director, and the Chief Accountant</u></b> must declare to the Company their related interests, including: ...	- Adjustments to standardize terminology used in the text. - The job titles are Company Managers, so please add "Deputy General Director and

No.	Clause	Before the change	After the change	Reason for change
		related interests, including: ...		Chief Accountant" directly here.
51	Point d, Clause 3, Article 32	3. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows: ... d) The company must facilitate the access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the company's regulations;	3. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows: ... d) The company must facilitate the access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the Company 's <b><u>Articles of Association;</u></b>	Correct missing words
52	Article 33	Article 32. Disclosure of Information	<b><u>Article 33.</u></b> Disclosure of Information	Amend the Article number

No.	Clause	Before the change	After the change	Reason for change
53	Clause 2, Article 33	2. The company shall disclose and publicize information in accordance with the provisions of securities law.	2. The company shall disclose and publicize information in accordance with the securities law <b><u>and other applicable laws</u></b> .	It is added that in cases where the State holds more than 50% of the Articles of Association capital, the company will be required to disclose information as stipulated in Articles 109 and 110 of the Enterprise Law, similar to Clause 3, Article 69 of the Articles of Association.
54	Article 34	Article 33. Effective Date	<b><u>Article 34.</u></b> Effective Date	Amend the Article number
55	Clause 1, Article 34	1. The operating regulations of the Board of Directors of Saigon Port Joint Stock Company consist of 8 chapters and 33 articles and are effective from June 1, 2023.	1. The operating regulations of the Board of Directors of Saigon Port Joint Stock Company consist of 8 chapters and <b><u>34 pages</u></b> . <b><u>This provision</u></b> shall take effect from the date of <b><u>...</u></b> month <b><u>...</u></b> year <b><u>2026</u></b> .	Amend the article according to the new amendments/additions.