

No. 212 /VOSCO-KHTH

Hai Phong, 23 April 2026

Information disclosure of the 2026 Annual
General Meeting Documents

INFORMATION DISCLOSURE

To:

- The State Securities Commission;
- Ho Chi Minh Stock Exchange

- Name of company: Viet Nam Ocean Shipping Joint Stock Company
- Stock code: **VOS**
- Address of head office: No 215 Lach Tray Street, Gia Vien Ward, Hai Phong City
- Telephone: 0225 3731 033; Fax: 0225 3731 952
- Information disclosure officer: Mr Vũ Trường Thọ
- Position: Manager of General & Planning Department

Type of information disclosed: periodic extraordinary 24h upon request

Content of Disclosure

Vietnam Ocean Shipping Joint Stock Company would like to announce the organization of the 2026 Annual General Meeting of Shareholders and its related documents as follows:

1. Venue: Meeting Hall – Vietnam Ocean Shipping Joint Stock Company; No. 215 Lach Tray Street, Hai Phong City.
2. Time: Half-day, starting from 08:30 AM on Friday, May 15, 2026.
3. Meeting Documents: The documents for the Meeting are attached to this Information Disclosure.

The information is disclosed on the Company's website at the link: <http://www.vosco.vn>.

We hereby certify that the information disclosed above is true and we take full legal responsibility for the content of the disclosed information.

Respectfully announced.

Recipients:

- As above;
- Archive: VT, KHTH

INFORMATION DISCLOSURE OFFICER



Vũ Trường Thọ



VIETNAM OCEAN SHIPPING JOINT STOCK COMPANY

No. 215 Lach Tray, Gia Vien Ward, Hai Phong City

Tel: 0225.3731033/3731090

E-mail: pid@vosco.vn; Website: www.vosco.vn

INVITATION

to attend the 2026 Annual General Meeting of Shareholders

The Board of Directors of Vietnam Ocean Shipping Joint Stock Company (Stock Code: VOS) would like to respectfully announce and invite all honoured shareholders named in the list of shareholders of the Company on April 17, 2026 to attend the 2026 Annual General Meeting of Shareholders.

1. Location: Meeting Hall – Vietnam Ocean Shipping Joint Stock Company; No. 215 - Lach Tray - Hai Phong

2. Time: 1/2 day, from 8:30 a.m. on Friday, May 15, 2026

3. Main contents of the Meeting:

- Report on business results in 2025; Plan for 2026;
- Approval of the 2025 Audited Financial Statements and the 2025 Profit Distribution Plan;
- Reports on 2025 activities of the Board of Directors and the Supervisory Board; Report of the Independent Board Members for 2025;
- Remuneration of the Board of Directors and Supervisory Board in 2025 and the 2026 Remuneration Plan;
- Proposal for the selection of an independent auditing company for the 2026 fiscal year;
- Election of replacement of members of the Board of Directors;
- Amendments and supplements to: The Company's Charter; the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; and the Operating Regulations of the Supervisory Board;
- Other matters within the jurisdiction of the General Meeting of Shareholders.

Respectfully invited./.

Notes:

1) Shareholders are requested to bring their original ID cards/Citizen Identification Card/passports and Power of Attorney (in case of receiving authorization). For further information, please contact: *General & Planning Department – Vietnam Ocean Shipping Joint Stock Company - No. 215 Lach Tray – Gia Vien - Hai Phong; Phone: 0225.3731033*

2) Documents related to the General Meeting are posted in the Investor Relations section on the Company's website: www.vosco.vn

Hai Phong, April 22nd, 2026

**ON BE HALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed and sealed)

Hoang Long

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

POWER OF ATTORNEY

To: Vietnam Ocean Shipping Joint Stock Company

Shareholder Name:

Representative (for organization):

Business Registration No. /ID CARD /Passport No.:

Issued Date:/...../..... Place of issue:

Address:

Phone Number: Fax:.....

Own..... shares of Vietnam Ocean Shipping Joint Stock Company at the time of closing the list of shareholders on April 17, 2026.

AUTHORIZE TO:

Mr. (Mrs.):

ID Card/Passport number:

Issued Date:/...../..... Place of issue:

Authorized to attend and vote on all relevant issues at the 2026 Annual General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company.

If shareholders are unable to attend the General Meeting and have not yet appointed a proxy, they may authorize one of the following members of the Company's Board of Directors as follows:

No	Full name	Position	Identification Number	Issue Date	Place of issue
1	Hoang Long	Chairman of the Board of Directors	031073006642	10/7/2021	Police Department on Administrative Management of Social Order
2	Nguyen Quang Minh	Member of the Board of Directors, General Director	031073016203	28/6/2021	Police Department on Administrative Management of Social Order

Sincerely thank you./.

.....day..... month..... 2026

ATTORNEY

MANDATOR

Notes:

- The power of attorney must be accompanied by a copy of ID card/Passport (for individuals) or stamped (for organizations)

AGENDA FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDER

Time: From 08:00 on May 15, 2026

Time	Content
8h00 - 8h30	- Welcoming delegates and shareholders - Distributing meeting documents
8h30 - 8h35	Start of the meeting Flag salute, statement of purpose, introduction of delegates
8h35 - 8h40	Report on the verification of shareholder eligibility
8h40 - 8h45	Election of the Presidium and the Secretariat
8h45 - 8h50	Approval of the agenda and working regulations
8h50 - 9h05	- Opening of the General Meeting - Report of the Board of Directors on the activities in 2025 and Report of the Independent Board member in 2025
9h05 - 9h20	Report on Business results for 2025; 2025 Audited Financial Statement; and Plan for 2026
9h20 - 9h35	- Submission on the 2025 Profit Distribution - Report on Remuneration for Members of the Board of Directors and the Supervisory Board in 2025 and Plan for 2026
9h35 - 10h00	Election of additional and replacement members of the Board of Directors - Presentation of nomination forms for members of the Board of Directors by voting groups - Proposal to establish the Election Committee - The Election Committee conducts the election of the Board of Directors
10h00 - 10h15	Submissions on the Amendments and Supplements to: - The Company's Charter - Internal Regulations on Corporate Governance - Regulations on the Operations of the Board of Directors - Regulations on the Operations of the Supervisory Board
10h15 - 10h30	- Report of the Supervisory Board in 2025 - Submission on the selection of an independent auditing firm for the 2026 fiscal year
10h35 - 11h20	Discussion Session
11h20 - 11h30	Voting to approve the contents at the General Meeting of Shareholders: - Report of the Board of Directors' operations in 2025 and Report of the Independent Board member in 2025 - Report on Business performances for 2025 and Plan for 2026 - 2025 Audited Financial Statements and 2025 Profit distribution - Remuneration fund for the Board of Directors and Supervisory Board in 2025 and Proposed remuneration for 2026 - Report of the Supervisory Board for 2025 - Submission on the selection of an auditing firm for 2026. - Amendments and supplements to: The Company's Charter; Internal Regulations on Corporate Governance; Regulations on the Operations of the Board of Directors; and Regulations on the Operations of the Supervisory Board.

11h30 - 11h40	Announcement of voting results
11h40 - 11h50	Approval of resolutions and minutes of the General Meeting
	Summary and Closing of the General Meeting

No. 204/BC-VOSCO

Hai Phong, 22 April 2026

REPORT

On the Activities of the Board of Directors in 2025 and Operational Orientations for 2026

To: The General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company

Based on the Enterprise Law 2020;

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

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

Based on the Charter of Vietnam Ocean Shipping Joint Stock Company;

The Board of Directors of the Company reports on the activities of the Board of Directors in 2025 and the operational orientation for 2026 as follows:

I. Report on the Activities of the Board of Directors in 2025

1. Regarding Personnel and Summary of Board Meetings

In 2025, there were changes in the composition of the Board of Directors. Two members, Mr. Hoang Le Vuong and Mr. Phan Nhan Thao, resigned at the Annual General Meeting of Shareholders held on April 18, 2025. The Annual General Meeting of Shareholders subsequently elected two new members: Mr. Le Duy Duong and Mr. Nguyen Vu Ha. On January 31, 2026, the Board received a resignation letter from Ms. Nguyen Thi Thu Hoai. Currently, the Board of Directors consists of 06 members.

Throughout 2025, the Board operated with a high sense of diligence, holding 04 meetings and issuing 34 Resolutions and 26 Opinion Polls to ensure timely decision-making and strategic direction for the Company. Board members maintained full attendance and leveraged their expertise with a high sense of responsibility during meetings and in providing written feedback. All meetings

were attended by the Supervisory Board and relevant management personnel as required.

2. Regarding Remuneration and Operating Expenses of the Board of Directors

In 2025, despite continued challenges in the shipping market, the Board of Directors remained proactive. The Board closely monitored and provided timely guidance to the Board of Management to capitalize on market opportunities, control costs, ensure effective commercial operations, and implement digital transformation. Concurrently, the Board implemented diverse fleet development strategies, successfully acquiring 03 Supramax bulk carriers: Vosco Starlight, Vosco Sunlight, and Vosco Jubilant. Additionally, the Company secured the charter of 04 vessels, including 02 chemical tankers (Dai Quang and Dai Vinh) and 02 bulk carriers (Vosco Prosper and Vosco Defender). As a result, the Company has successfully achieved its targets for fleet expansion, shipping revenue, and profit before tax.

The total proposed remuneration for Board members in 2025 is VND 816 million, representing 100% of the approved budget. The specific breakdown for each member is as follows:

Unit: VND

The Unit	Name	Position	Remuneration	Note
BOD				
	Hoàng Long	Chairman	168.000.000	
	Nguyễn Quang Minh	Board Member	108.000.000	
	Trần Thị Kiều Oanh	Board Member	108.000.000	
	Nguyễn Thị Thu Hoài	Board Member	108.000.000	
	Nguyễn Trung Hiếu	Board Member	108.000.000	
	Lê Duy Dương	Board Member	75.600.000	As of April 18, 2025
	Nguyễn Vũ Hà	Board Member	75.600.000	As of April 18, 2025
	Hoàng Lê Vượng	Board Member	32.400.000	Resigned effective April 18, 2025
	Phan Nhân Thảo	Board Member	32.400.000	Resigned effective April 18, 2025
Total			816.000.000	

Additionally, no costs related to the activities of the Board of Directors were incurred.

3. Report on transactions between the company and related parties

In 2025, the company conducted transactions with related parties, including companies with capital contributions from Vietnam Maritime Corporation – JSC (a major shareholder holding 51% of the company's charter capital) and companies with capital contributions from VOSCO through mutual service provision/use. Information about these transactions was disclosed in accordance with disclosure regulations.

4. Report on the activities of committees

In 2025, the company does not have any committees.

5. Activities and evaluation results of independent board members

(Separate report available)

6. Supervision results of the Board of Directors on the Board of Management and other management staff.

- In the Board's assessment, amid rapid and complex domestic and global socio-political developments that impacted the shipping market, the Management Board and other key managers demonstrated exceptional effort in executing business operations. By closely monitoring market trends and seizing favorable opportunities, they made timely and appropriate decisions. The leadership was proactive in implementing robust measures for fleet operations, technical management, fuel and spare parts control, as well as crew deployment and rotation. Furthermore, the Company intensified digital transformation and IT applications to enhance governance and operational efficiency. Through a strong commitment to fleet expansion, the Company successfully acquired 03 Supramax bulk carriers and chartered 02 chemical tankers and 02 Supramax bulk carriers.

- The General Director, the Management Board, and the advisory departments have strictly, fully, and promptly implemented the Resolutions of the 2025 Annual and Extraordinary General Meetings of Shareholders, as well as the Resolutions and Decisions issued by the Board of Directors. Notably, they showed great determination in optimizing cash flow to fund strategic fleet investment and development.

As a result, in 2025, the Company successfully achieved its targets for fleet development, shipping revenue, transport turnover, and profit before tax. Key figures from the Company's consolidated business results are as follows:

No	Indicators	Unit	Year 2024	Plan 2025	Year 2025	Comparison of Actual 2025 with (%)	
						Performance 2024	Plan 2025
<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>	<i>Performance 2024</i>	<i>Plan 2025</i>
1	Transport Volume	1.000T	6.456	7.500	6.790	105,17	90,53
	<i>Transport Turnover</i>	<i>Million Tkm</i>	<i>20.656</i>	<i>20.135</i>	<i>25.026</i>	<i>121,15</i>	<i>124,29</i>
2	Total Revenue	Billion VND	6.050	6.000	3.485	57,60	58,08
	Of which: Transport Revenue	Billion VND	2.152	1.979	2.108	97,96	106,51
	<i>Trading Revenue</i>	<i>Billion VND</i>	<i>3.399</i>	<i>3.800</i>	<i>983</i>	<i>29,00</i>	<i>25,87</i>
3	Profit Before Tax	Billion VND	418	376	380,85	91,11	101,19

The primary reason for the shortfall in the trading revenue target was the Company's proactive risk assessment when participating in coal supply tenders for thermal power plants; we prioritized avoiding potential losses over securing contracts at any cost. Nonetheless, trading activities in 2025 contributed a profit of approximately VND 10 billion. Consequently, a comparison of the profit-to-revenue ratio between 2024 and 2025 shows a significant improvement in operational efficiency. Specifically, 2024 recorded a profit of approximately VND 25 billion on revenue of VND 3.399 billion, whereas 2025 achieved a profit of approximately VND 10 billion on revenue of only VND 983 billion.

Regarding fleet operations, the Company shifted its Supramax bulk carrier operating strategy to the Atlantic region. Due to longer voyage durations, while transport volume reached 90,53% of the target, transport turnover (tonne-kilometers) achieved 124,29% of the 2025 annual plan.

However, the Board of Directors acknowledges that certain management areas require further attention to enhance efficiency, such as controlling vessel speed and fuel consumption during navigation. Additionally, the issue of off-hire (unpaid downtime while on charter) persists, adversely affecting operational efficiency, alongside the suboptimal technical condition of certain vessels. The coordination between shore-based management departments and offshore crew members must be more rigorous to improve performance, minimize accidents and incidents, and reduce technical deficiencies that lead to corrective costs. The Board of Directors has instructed the Management Board to implement appropriate management measures to rectify these issues, continuously upgrade overall management standards, and demonstrate higher levels of professionalism to meet market and customer demands in today's increasingly fierce competitive environment.

II. Board of Directors operational orientation for 2026

The shipping industry is inherently sensitive to any global economic and political fluctuations. Conflicts in hotspots and trade or political tensions between major economies all impact import-export activities and the global flow of goods. Most recently, the conflict in the Strait of Hormuz involving the U.S.-Israeli coalition and Iran has exerted significant influence on the global economy, the shipping market, and maritime trade routes.

The Board of Directors will focus on closely monitoring, directing, and collaborating with the Management Board and the administrative apparatus to oversee business operations in the most rigorous, decisive, and effective manner, ensuring the Company's continued stability and profitability.

Governance Orientation under Resolution No. 79-NQ/TW on State-Owned Enterprise Management

The corporate governance mindset is oriented around 05 strategic pillars:

1. Transitioning from state-owned enterprise management to international maritime competitive enterprise management.
2. Centering all decision-making processes on fleet operational efficiency.
3. Upgrading governance standards to meet international benchmarks.
4. Implementing digital transformation and operational discipline as mandatory tools.
5. Developing a management team capable of meeting the demands of the new global context.

Continue to strengthen corporate governance solutions under the core values of "Discipline – Solidarity – Creativity – Dedication – Integrity"; advance the limits of decentralization and delegation of authority; accelerate digital transformation and the digitization of processes; and review corporate resources to eliminate waste, thereby creating additional resources for business operations. This includes fleet modernization and development, and the expansion of commercial trading activities. We aim to unleash the potential of both individuals and collectives to meet market and customer demands, contributing to the Company's sustainable development.

The Board of Management is required to implement the following key solutions:

–Focus on Fleet Development: Continuously monitor market trends and concentrate financial resources on searching for and chartering suitable vessels through various methods, or investing in additional vessels via newbuilding, resale, purchasing second-hand vessels, or sale-and-leaseback arrangements.

–Regional Market Assessment: Evaluate specific regional markets to provide appropriate operational orientations for each vessel group in line with global geopolitical developments. Ensure peak readiness regarding crew competency,

technical condition, and regulatory permits to operate in high-standard regions such as Australia, Europe, and the Americas, opening new potential routes and improving operational efficiency.

- Enhance Operational Management: Particularly regarding fuel, spare parts, and supplies. Improve crew-led maintenance to reduce consumption and prevent loss or waste. Strictly evaluate and control dry-docking periods in terms of both time and repair costs; minimize incidents and optimize expenses to reduce vessel OPEX (operating expenses); and minimize waiting time and off-hire periods.

- Expand Commercial Trading: Proactively seek opportunities in distant and high-potential markets such as Australia and South Africa, diversifying commodities beyond coal to include products like cement and clinker.

- Customer-Centric Culture: Promote a "Customer-Centric" culture, integrating synchronous solutions to improve service quality, efficiency, and labor productivity to exceed customer expectations.

- Governance Quality and Digital Transformation: Increase the application of information technology to enhance management efficiency and reduce operating costs. Research and implement AI technology to closely monitor and provide timely, effective direction for business activities.

- Human Resource Development: Continue to prioritize recruitment, training, and performance evaluation to improve the quality of human resources. Focus on competitive remuneration packages to motivate employees.

The above is the Report on the Board of Directors' activities in 2025 and the operational orientation for 2026.

On behalf of the Board of Directors, I would like to express my sincere gratitude for the companionship and support of our valued shareholders. We look forward to receiving your constructive feedback to help Vietnam Ocean Shipping Joint Stock Company (VOSCO) overcome all challenges and move towards a future of stable and sustainable development.

Wishing all shareholders health and happiness.

Sincerely,

Recipients:

- As above;
- Supervisory Board;
- To be filed: VT, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed and sealed)

Hoang Long

Hai Phong, 22 April 2026

**EVALUATION REPORT
of the Independent Board Member for the year 2025**

To: The General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

Based on the Enterprise Law 2020;

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

Based on the Charter of Vietnam Ocean Shipping Joint Stock Company;

The independent member of the Board of Directors of the Company evaluates the
activities of the Board of Directors in 2025 as follows:

1. Organizational Structure:

In 2025, there was a change in the composition of the Company's Board of
Directors. Two members resigned at the Annual General Meeting of Shareholders
(AGM) held on April 18, 2025 (Mr. Hoang Le Vuong and Mr. Phan Nhan Thao). The
Meeting elected two new members: Mr. Le Duy Duong and Mr. Nguyen Vu Ha.
Currently, the Board consists of 06 members, including 02 independent members
(Note: Ms. Nguyen Thi Thu Hoai – Board Member, has submitted a resignation letter
effective from January 31, 2026).

All members of the Board of Directors actively and fully participate in planning,
compliance control, and ensuring good corporate governance practices.

2. Operational Mechanism

In 2025, the Board operated with high discipline, holding 04 meetings and
issuing 34 Resolutions and 26 Opinion Polls to promptly decide on and direct the
Company's activities.

The Board members worked with high responsibility and transparency in
governance, strictly complying with regulations for public companies. The Board
meetings were convened timely and conducted according to the procedures stipulated
in the Charter and the Internal Regulations on Corporate Governance. Meeting
agendas was thoroughly discussed and evaluated by the members to provide directions
and solutions that bring the highest benefits to the Company.

Decisions made during meetings or via written opinions were approved based on
the majority principle. Meeting minutes were fully documented and signed by all
attending members.

3. Governance and Supervision Results

Overall, the Board of Directors has effectively fulfilled its role in implementing the plans, policies, and strategic directions set by the General Meeting of Shareholders.

The Board has complied with corporate governance regulations, convening meetings as required to promptly direct and issue decisions appropriate to the actual situation.

The Board has properly performed its role and responsibilities in directing, supporting, and supervising the Board of Management on the matters approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with the law and balancing the interests of the Company and its shareholders.

Board members holding positions in the Board of Management regularly attended Board of Management meetings. Important decisions of the Board of Management were carefully analyzed and evaluated to ensure the Company's interests.

4. Conclusion

The Board of Directors has fully performed its function of representing the shareholders in supervising the Company's operations, providing appropriate direction, and timely guidance to ensure the effective use of resources to achieve the targets set by the General Meeting of Shareholders, based on compliance with the law and the Company's Charter.

In addition to performing the management and supervisory functions over the Board of Management 's operations, the Board of Directors has closely coordinated with the Board of Management to find solutions to overcome challenges and exceed the targets set by the General Meeting of Shareholders.

**Independent member of the
Board of Directors
(Signed)**

**Independent member of the
Board of Directors
(Signed)**

Nguyen Trung Hieu

Nguyen Vu Ha

No. 205/BC-VOSCO

Hai Phong, 22 April 2026

REPORT
Business Production Results for 2025 and Plan for 2026

To: Annual General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

Based on the Enterprise Law 2020;

Based on the Charter of Vietnam Ocean Shipping Joint Stock Company;
Based on the resolutions of the Annual General Meeting of Shareholders and the
Extraordinary General Meeting of Shareholders in 2025 of Vietnam Ocean
Shipping Joint Stock Company;

Based on the resolutions and decisions of the Board of Directors of Vietnam
Ocean Shipping Joint Stock Company in 2025;

Based on the Company's business performance and market forecasts,

The Board of Directors of Vietnam Ocean Shipping Joint Stock Company
presents to the Annual General Meeting of Shareholders the report on the business
results for 2025 and the plan for 2026 as follows:

I. Business and Production Performance of 2025

1. Business and Production Performance

As of December 31, 2025, the fleet managed and operated by VOSCO consisted of 16 vessels with a total deadweight of approximately 560.000 DWT, comprising 10 dry bulk carriers, 02 container ships, and 04 product/chemical tankers. Among these, the product tanker Dai Phu, the oil/chemical tankers Dai Thanh, Dai Quang, and Dai Vinh, and the bulk carriers Vosco Prosper and Vosco Defender were chartered by the Company for management and operation under long-term bareboat charter parties. During the year, the Company sold the vessels Vosco Star and Vosco Unity.

No	Indicators	Unit	Year 2024	Plan 2025	Year 2025	Comparison DK 2025 with (%)	
						TH 2024	KH 2025
1	Transport Volume	1.000T	6.456	7.500	6.790	105,17	90,53
	<i>Transport Work</i>	<i>Million Tkm</i>	20.656	20.135	25.026	121,15	124,29

No	Indicators	Unit	Year 2024	Plan 2025	Year 2025	Comparison DK 2025 with (%)	
2	Total revenue	Billion VND	6.050	6.000	3.485	57,60	58,08
	Including, transport revenue	Billion VND	2.152	1.979	2.108	97,96	106,51
	Trading revenue	Billion VND	3.399	3.800	983	29,00	25,87
3	Profit before tax	Billion VND	418	376	380,85	91,11	101,19

The Company has fulfilled the targets for transport work, transport revenue, profit before tax, and fleet development.

2. Shipping Market Overview and Fleet Performance

The shipping market in 2025 experienced complex and unpredictable developments. The Company closely monitored and proactively assessed the market, staying abreast of political and socio-economic situations to make timely and rational decisions, effectively seizing market opportunities. We maintained strong customer relationships and exerted great efforts to secure back-to-back contracts with minimal ballast time. Overall, the Company's fleet operated stably throughout the year.

Dry Bulk Fleet: In the early months of the year, the market faced significant challenges due to unstable tax policies from the Donald Trump administration. A severe imbalance between excessive vessel supply and scarce cargo demand pushed Supramax freight rates to very low levels at times; specifically, the Baltic Dry Index (BDI) plunged to just 715 points in Q1, significantly impacting the dry bulk fleet's business results.

Extreme weather events and heavy rainfall in Southeast Asia affected the vessels Lan Hả and Lucky Star. Similarly, adverse weather at African ports such as Abidjan caused major disruptions for the Vosco Sunrise, Vosco Starlight, and Vosco Sunlight while carrying fertilizer and bagged rice.

Supramax vessels operating on long-haul voyages encountered hull fouling and bad weather, leading to reduced operating speeds, loss of hire days, and increased fuel costs. The Company strived to leverage all opportunities to ensure stable operations, and this fleet regained profitability in Q3 and Q4/2025.

Tanker Fleet: The product and chemical tanker market recorded high volatility and instability at the beginning of the year. Starting on a gloomy note due to holiday breaks and fierce competition, the market only saw a slight recovery toward the end of Q1 before a sudden and widespread downturn in April. Following a period of mixed trends in May, the market broke out in early June with rising freight rates across most routes, particularly from South Korea and Singapore. The market remained at a fair level from Q3 to early Q4 but faced numerous difficulties toward the end of Q4.

Container Fleet: To enhance the efficiency of the container fleet with a "customer-centric" objective, marketing efforts remained closely aligned with clients and market trends to ensure an optimal cargo structure and improved operational efficiency. The Company increased external bookings and expanded logistics activities. We also coordinated with vendors and collaborated with other units to enhance slot exchange, thereby increasing sailing frequency.

As a result, the container fleet operated with high efficiency in 2025, especially driven by the rise in consumer demand during the final months of the year.

3. Investment Activities

During the year, the Company successfully completed the purchase of 03 bulk carriers: Vosco Starlight (delivered in January 2025), Vosco Sunlight (delivered in April 2025), and Vosco Jubilant (delivered in August 2025). We also took delivery of 02 oil/chemical tankers (Dai Quang, Dai Vinh) and 02 Supramax bulk carriers (Vosco Prosper, Vosco Defender) under bareboat charter arrangements.

The Company is proactively seeking and evaluating opportunities to invest in MR product tankers, container ships (capacity of 1.000 – 2.000 TEUs), and Ultramax/Supramax bulk carriers.

Vessel sourcing and chartering remain a key focus. The Company has worked with various domestic and international partners, including leasing companies from Hong Kong, China, and Malaysia, to cooperate under the model of investment partners purchasing vessels and leasing them back to VOSCO on a long-term bareboat basis.

Regarding Disposals: The vessel Vosco Star was handed over in July 2025. The vessel Vosco Unity was handed over in December 2025.

3.1. Ongoing Investment Plans under the 2025 Annual General Meeting of Shareholder Resolution

– Newbuilding and/or purchasing resale and/or acquiring 04 used MR product tankers (under 08 years old, approx. 50.000 DWT, price \leq USD 52 million/vessel): *The Company is currently negotiating the newbuilding of 02 MR product tankers in South Korea, with expected delivery in Q2 and Q3 of 2028.*

– Purchasing 01 - 02 used container ships (capacity approx. 1.000 TEUs, under 15 years old, price \leq USD 20 million/vessel): *The Company is searching for and selecting suitable vessels.*

– Newbuilding and/or purchasing resale and/or acquiring 04 used Ultramax bulk carriers (under 10 years old, approx. 62.000 – 66.000 DWT, price \leq USD 40 million/vessel): *As Ultramax prices are currently high, the Company is evaluating cash flows and vessel valuations to select the right vessels and timing.*

– To take initiative in container operations, the Company plans to invest in approximately 700 units of 20' containers and 900 units of 40' containers: *Since no*

additional container ships were purchased during the year, the container shortage was covered through leasing. Container investment will be considered alongside the acquisition of more container ships.

Approval is sought to carry forward the investment plans for the aforementioned vessels to 2026 (*implementation period until the 2027 Annual General Meeting of Shareholder*).

The Company continues to work with domestic and international credit institutions and leasing companies to access suitable funding sources for these projects.

- Regarding the liquidation of 02 container ships in 2025 or subsequent years: *In 2025, the 02 container ships operated with high efficiency and are expected to continue delivering positive business results in the coming period. Therefore, the Company will retain these vessels for operation and will consider their disposal at an appropriate time in subsequent years.*

3.2. Implementation of the investment/liquidation plan according to the Resolution of the 2025 Extraordinary General Meeting of Shareholders:

Selling or Selling and Leasing back 01 – 03 Supramax bulk carriers: *The Company has closely monitored the market to evaluate the implementation; however, it was deemed unsuitable in 2025.*

The Company proposes to carry forward the Selling or Selling and Leasing back plan for the aforementioned vessels to 2026 (*implementation period until the 2027 Annual General Meeting of Shareholders*).

3.3. Organizational Structure, Capital Investment, and Divestment:

– Dissolving VOSCO Manpower Supply Co., Ltd.:

– Terminating the operations of VOSCO Branch – Crew Supply Center:

Status: For the two items above, the Company has submitted dissolution/termination dossiers to the Haiphong Department of Finance. We are currently awaiting tax finalization from the tax authorities to proceed.

– Divestment from SSV Joint Stock Company: *The Company has exerted efforts to find suitable partners for divestment but has not yet been successful. This will continue to be implemented in 2026.*

– Establishing a subsidiary for ship management:

Status: At this stage, it is necessary to focus on better management of the Company's current fleet; therefore, the establishment of VOSCO Ship Management Company has not yet been initiated.

The Company proposes to transfer the aforementioned items to the 2026 plan, with an implementation period until the 2027 Annual General Meeting of Shareholders.

4. Commercial Activities

In 2025, commercial revenue reached VND 983 billion out of the planned VND 3.800 billion. The primary reason for not achieving the commercial revenue target was the Company's proactive risk assessment when participating in coal supply tenders for thermal power plants. We refrained from participating at all costs if there was a risk of loss. In fact, in 2025, several other units that won these coal supply tenders suffered losses due to price reductions caused by the coal quality failing to meet commitments.

In 2025, the Company's commercial activities generated a profit of approximately VND 10 billion. A comparison of the profit-to-revenue ratio between 2024 and 2025 shows a significant improvement in efficiency. Specifically, in 2024, profit was approximately VND 25 billion on revenue of VND 3.399 billion. In 2025, profit was approximately VND 10 billion on revenue of VND 983 billion.

In 2026, the Company will continue to actively participate in coal supply tenders for thermal power plants based on careful risk assessment. Additionally, we will continue to collaborate with partners to sell commercial coal for heat generation projects to increase revenue and enhance the efficiency of this activity.

5. Technical and Supply Management

- Strengthen daily fuel consumption control according to approved norms and ensure full records are maintained in the Engine Logbook. Proactively utilize vessel waiting times (at berths/anchorages) to intensify maintenance and repair work to maintain optimal technical conditions and save costs.

- Strictly monitor vessel requisitions and verify actual inventory levels when vessels arrive at convenient ports. Prioritize the use of OEM/KHA spare parts from reputable suppliers to ensure quality at the most competitive prices.

Regarding Fuel: Monitor fluctuations in global oil prices to select the optimal timing for negotiating bulk fuel purchases at competitive prices for bulk carriers on long-haul voyages.

Regarding Lubricants: Negotiate lubricant brand conversions with suitable suppliers for each vessel to secure the best pricing.

During the year, the vessels Lucky Star, Blue Star, Vosco Starlight, Fortune Freighter, and Dai Thanh underwent dry-docking.

6. Corporate Governance and Digital Transformation

- Continue reforming the governance system and organizational structure with a customer-centric orientation.

- Reviewed, amended, and supplemented several internal regulations and policies.

- Regarding Digital Transformation:

- + Installed fuel consumption monitoring systems (Flowmeters) on 02 vessels.
- + Implemented the development of Planned Maintenance System (PMS) software (basic modules). Developed and operated the Cost Control module (technical management and ship repairs) and the Certificate Management module.

7. Learning and Development

The movement for innovation and creativity has been widely implemented. During the year, the Company's Innovation Council recognized 31 initiatives and cost-saving solutions. The Company also acknowledged 138 Kaizen improvements from both office departments and the fleet.

8. 2025 Consolidated Financial Statements (Audited)

Based on the Company's Financial Statements audited by UHY Auditing and Consulting Co., Ltd., the Board of Directors hereby submits to the General Meeting of Shareholders for approval the "2025 Consolidated Financial Statements" with the following key indicators:

KEY INDICATORS FOR 2025

No	Indicators	Value (Billion VND)
1	Total Assets	3.907
2	Charter Capital	1.400
3	Owner's Equity	2.116
4	Total Revenue	3.485
5	Profit before tax	381
6	Profit after tax	305

II. Business production plan for 2026

1. For 2026 Shipping Market Forecast

The market in 2026 is forecasted to remain highly volatile and unpredictable due to the following reasons:

- Clear trends of trade tensions among major economies, including tariff hikes and retaliatory measures, and the application of policies that directly impact the global economy, leading to shifts in traditional shipping routes.

- Geopolitical and military conflicts at various global hotspots, particularly the Strait of Hormuz, are severely impacting global production, trade, and consumption.

- Natural disasters and adverse weather developments which may negatively impact shipping demand and vessel operations.

The aforementioned factors could disrupt trade flows, increase commodity prices, freight rates, and fuel costs... thereby exerting a negative impact on regional and global economic outlooks.

2. 2026 Business and Production Plan

In 2026, the Company faces several challenges:

– Although the Company invested in 03 Supramax bulk carriers and took 04 vessels under bareboat charters in 2025, overall fleet capacity remains limited. Some vessels are aged, leading to restricted technical conditions and higher fuel consumption compared to the new generation of eco-friendly vessels. Consequently, repair and maintenance costs to sustain vessel conditions are on the rise.

– Regulations and standards under the maritime safety management codes issued by the International Maritime Organization (IMO) are becoming increasingly stringent regarding pollution, pollution prevention, and carbon emission reduction, necessitating significant investments to ensure full compliance with IMO requirements.

– In 2026, the Company's Leadership and Employees are determined to continue implementing drastic solutions in marketing, fleet management and operation, cost control, investment, human resources, and digital transformation to formulate and achieve the year's plan with the following key targets:

No	Indicators	Unit	Performance 2025	Plan 2026	Comparison of 2026 Plan vs. 2025 Actual Results (%)
1	2	3	4	5	6=5/4
1	Transport Volume	1.000T	6.790	7.020	103,38
2	Total Revenue	Billion VND	3.485	4.851	139,19
	Transport Revenue		2.108	2.202	104,45
3	Profit Before Tax	Billion VND	381	275,5	72,31

(Profit decreased as the 2026 plan envisions the sale of only one vessel (Vosco Sky), compared to the disposal of two vessels (Vosco Star and Vosco Unity) in 2025.)

3. 2026 Investment and Liquidation Plan (Implementation period until the 2027 Annual GMS)

3.1. Investment Plan

Carried forward from 2025 to the 2026 Plan:

– Newbuilding and/or purchasing resale and/or acquiring used vessels under 08 years old: 04 MR product tankers, approximately 50.000 DWT, built in

Japan/South Korea/China/Vietnam with an estimated price of \leq USD 52 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

-Newbuilding and/or purchasing resale and/or acquiring used vessels under 10 years old: 04 Ultramax bulk carriers, approximately 62.000 – 66.000 DWT, built in Japan/South Korea/China/Vietnam with an estimated price of \leq USD 40 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

-Newbuilding and/or purchasing resale and/or acquiring used vessels under 15 years old: 02 Supramax bulk carriers, approximately 56.000 – 62.000 DWT, built in Japan/South Korea/China/Vietnam/Philippines with an estimated price of \leq USD 35 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

-Newbuilding and/or purchasing resale: 02 container ships, capacity of approximately 1.000 – 2.000 TEUs, with an estimated price of \leq USD 35 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

-Acquiring 02 used container ships: Capacity of approximately 1.000 – 2.000 TEUs, under 15 years old, built in Japan/South Korea/China/Vietnam with an estimated price of \leq USD 20 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

In addition, the Company will continue to monitor market developments to seek and charter more vessels through various methods, provided they are assessed as efficient.

To take initiative in container operations, the Company plans to invest in approximately 700 units of 20' containers and 900 units of 40' containers.

2026 Liquidation Plan (*Implementation period until the 2027 Annual General Meeting of Shareholders*)

In 2026, the Company expects to carry out the liquidation of the vessel Vosco Sky. Depending on the actual situation and business results, the liquidation of the vessel Lan Ha will be considered at the end of 2026 or in subsequent years.

Furthermore, the Company will consider the option to sell, or sell and leaseback, 01 to 03 Supramax vessels. At the same time, the vessels Lucky Star and Blue Star will be included in the plan for liquidation or conversion into container ships. Based on market assessments and the operational performance of these vessels, the Company will consider the sale or conversion at an appropriate time in 2026 or subsequent years.

4. Approval of Vessel Investment Policies and Authorization for the Board of Directors to Approve Projects and Decide on Investments (*Implementation period until the 2027 Annual General Meeting of Shareholders*)

4.1. Regarding 04 Ultramax Bulk Carriers

a) Investment Policy:

Approve the investment policy for 04 Ultramax bulk carriers through newbuilding and/or purchasing resale and/or acquiring used vessels under 10 years old, with a deadweight of approximately 62.000 – 66.000 DWT, built in Japan/South Korea/China/Vietnam at an estimated price of \leq USD 40 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

b) Project Approval and Investment Decision:

Authorize the BOD to approve the projects, decide on investments, and perform relevant tasks to complete the vessel investments, ensuring compliance with VOSCO's internal regulations and relevant legal provisions.

4.2. Regarding 04 MR Product Tankers

a) Investment Policy:

Approve the investment policy for 04 MR product tankers through newbuilding and/or purchasing resale and/or acquiring used vessels under 08 years old, with a deadweight of approximately 50.000 DWT, built in Japan/South Korea/China/Vietnam at an estimated price of \leq USD 52 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

b) Project Approval and Investment Decision:

Authorize the BOD to approve the projects, decide on investments, and perform relevant tasks to complete the vessel investments, ensuring compliance with VOSCO's internal regulations and relevant legal provisions.

4.3. Regarding 02 Container Ships

a) Investment Policy:

Approve the investment policy for newbuilding and/or purchasing resale of 02 container ships with a capacity of approximately 1.000 – 2.000 TEUs at an estimated price of \leq USD 35 million/vessel. Funding sources shall include loans and equity, with ratios determined on a project-by-project basis.

b) Project Approval and Investment Decision:

Authorize the BOD to approve the projects, decide on investments, and perform relevant tasks to complete the vessel investments, ensuring compliance with VOSCO's internal regulations and relevant legal provisions.

4.4. Approve the policy on mortgaging and pledging assets, specifically the vessels mentioned in Sections 3.1, 3.2, and 3.3 above. Simultaneously, authorize the BOD to decide on the mortgage and pledge of assets, and to sign agreements and transactions related to the mortgage and pledge of the vessels mentioned in

Sections 3.1, 3.2, and 3.3 above, ensuring full compliance with the law and the Company's regulations.

5. Plan for Organizational Structure, Capital Investment, and Divestment (*Implementation period until the 2027 Annual GMS*)

- Dissolving VOSCO Manpower Supply Co., Ltd.
- Terminating the operations of VOSCO Branch – Crew Supply Center.
- Divesting from SSV Joint Stock Company.
- Establishing a subsidiary for ship management
- Contribute additional capital to increase the charter capital of VOSAL, which is proposed to rise from VND 5 billion to VND 15 billion (*VOSCO is intended to maintain its 36% ownership interest*).

6. Key Solutions

In 2026, the Company will continue to implement a synchronized set of solutions to improve business performance. The core focus areas include:

6.1. Fleet Development

Actively research, seek, and evaluate opportunities to develop MR tankers, Ultramax/Supramax bulk carriers, and container ships (1.000 – 2.000 TEUs) through newbuilding, leasing, resale, or second-hand purchases.

- Expand the fleet through chartered-in vessels for operation.
- Liquidate the vessel Vosco Sky. For the Lan Ha, the Company will assess market conditions and operational performance to consider a sale at an appropriate time.

5.2. Enhancing Corporate Resources and Reducing Waste

- Financial health improvement: Continue upgrading the corporate credit rating to secure resources for business development. Arrange credit for vessel investment and control short-term cash flows to maximize operational efficiency.
- Review, evaluate, and implement solutions for more efficient utilization of real estate and land resources.

5.3. Enhancing Business Efficiency

a) Market and Operations:

Dry Bulk Fleet:

- Assess regional markets to provide tailored operational directions for each vessel group.
- Increase high-freight bulk shipments while carefully evaluating weather risks before contracting. Resolve outstanding demurrage claims. Complete emission certification to enter European markets and open potential new routes.

Tanker Fleet:

- Study market trends and latest regulations in high-standard regions (Australia, Europe, USA) to prepare crew competency and technical conditions. Expand operations to these areas at the right time for optimal efficiency.

- Strengthen ties with existing charterers and brokers while seeking new partners to diversify cargo sources.

Container Fleet:

Focus on transporting essential goods to increase load factors. Ensure stable volumes and balanced two-way shipments. Optimize cargo structure to increase revenue and strictly control costs.

Commercial Activities:

Boost commercial coal trading and participate more decisively in thermal coal tenders. Seek non-coal commercial activities to increase revenue in the final months of the year.

Coordinate with existing and new partners for FOB coal contracts. Continue collaborating on commercial coal sales for heat generation projects and expand into other commodities like ore, cement, clinker, or agricultural products.

b) Technical Management:

- Continue to strengthen cost management to reduce Opcost (Operating Costs) for the fleet in 2026 and subsequent years.

Set specific targets and solutions for each vessel, striving to reduce dry-docking duration from 24-28 days to 17-20 days. Develop rational docking schedules to avoid disadvantageous periods, such as the Lunar New Year holiday.

- Review maintenance procedures and operational processes for machinery and equipment to establish new or amended protocols. This aims to enhance efficiency and safety in maintenance and operation, with particular emphasis on cargo-handling gear (cranes, grabs, hatch covers, etc.) that affects cargo operations, as well as critical equipment related to vessel navigation and power (main engines, generators, etc.).

- Develop new management software including the following modules: Planned Maintenance System (PMS); Accident and Incident Reporting (including statistical analysis of occurrences and preventive solutions to avoid recurrence across the fleet); Oil Tanker Vetting software; and Vessel Inspection & RightShip Vetting software for the upcoming period.

- Leverage dry-docking periods to implement technical management solutions and apply new technologies to minimize costs.

- Continue negotiating to reduce costs and unit prices with service providers for vessel management and operation, such as lubricants, spare parts, and maintenance services.

5.4. Corporate Governance and Digital Transformation

– Continue to review, amend, and supplement the Charter, Regulations, and Procedures to ensure alignment with actual operational requirements.

– Persist with digital transformation and AI integration to standardize operational workflows. This aims to provide, analyze, and process essential corporate data—collected, stored, and statistically evaluated—with the highest level of accuracy, timeliness, and efficiency to monitor departmental activities and mitigate risks.

– Upgrade IT infrastructure appropriately. Ensure seamless data integration and connectivity among existing management software, while continuing the development of technical and supply management systems.

– Continue the implementation and application of Kaizen tools to enhance operational efficiency and labor productivity.

5.5. Human Resource Quality Improvement

Flexible Recruitment: Attract experienced officers, prioritizing those with large-vessel experience. Consider hiring foreign crew (e.g., India, Philippines) if costs and procedures permit.

Retention and Internal Development: Implement "Strategic Retention" through improved compensation and allowances. Launch promotion training programs by rotating officers to larger vessels for internships.

Succession Planning: Expand policies to attract top students from maritime universities to ensure high-quality input for the future.

Standardized Evaluation: Implement customer-centric performance appraisals to motivate employees and improve overall efficiency.

The above is the Report on 2025 Business Results and the 2026 Plan, submitted to the 2026 Annual General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company.

Respectfully submitted./.

Recipients:

- As above;
- BOD, Supervisory Board
- To be filed: VT, KHTH

MEMBER OF THE BOARD OF DIRECTORS

GENERAL DIRECTOR

(Signed and sealed)

Nguyen Quang Minh

I. BALANCE SHEET

STT	Assets	Closing balance	Opening balance
A	Current assets	1.692.028.829.960	2.098.918.083.779
1	Cash and cash equivalents	769.168.118.882	494.056.303.894
2	Current investments	0	725.000.000.000
3	Current receivables	777.373.491.145	617.821.170.561
4	Inventories	97.180.677.145	105.227.111.466
5	Other current assets	48.306.542.788	156.813.497.858
B	Non-current assets	2.215.317.487.274	792.273.653.159
1	Non-current receivables	554.482.022.409	168.015.247.610
2	Fixed assets	1.487.290.419.064	483.846.536.147
	- Tangible fixed assets	1.478.737.090.905	475.212.553.651
	- Finance lease fixed assets	0	0
	- Intangible fixed assets	8.553.328.159	8.633.982.496
3	Investment properties	0	0
4	Non-current assets in progress	0	0
5	Non-current investments	28.131.568.489	26.938.288.613
6	Other non-current assets	145.413.477.312	113.473.580.789
TOTAL ASSETS		3.907.346.317.234	2.891.191.736.938
A	Liabilities	1.791.602.874.120	902.267.290.634
1	Current liabilities	677.872.312.032	409.545.996.472
	- Bonus and welfare fund	26.344.343.236	8.581.563.837
2	Non-current liabilities	1.113.730.562.088	492.721.294.162
B	Owner's Equity	2.115.743.443.114	1.988.924.446.304
1	Owner's equity	2.115.743.443.114	1.988.924.446.304
	- Contributed capital	1.400.000.000.000	1.400.000.000.000
	- Capital surplus	1.777.018.739	1.777.018.739
	- Conversion options on convertible bonds	0	0
	- Other capital	0	0
	- Treasury shares (*)	0	0
	- Development and investment funds	392.208.296.462	237.954.751.352
	- Undistributed profit after tax	321.758.127.913	349.192.676.213
	- Non-controlling Interest		
2	Funding sources and other funds		
TOTAL RESOURCES		3.907.346.317.234	2.891.191.736.938

II. Statement of Profit or Loss

STT	Assets	Accumulation from the beginning of the fiscal year to the end of current quarter	
		Current year	Previous year
1	I. Revenues from sales of goods and renderin services	3.104.348.961.289	5.576.148.117.488
2	Revenue deductions	813.282.380	25.160.000
3	Net revenues from sales of goods and rendering services	3.103.535.678.909	5.576.122.957.488
4	Costs of goods sold	2.912.504.333.809	5.448.985.063.249
5	Gross revenues from sales of goods and rendering services	191.031.345.100	127.137.894.239
6	Financial income	53.567.376.567	80.139.301.623
7	Financial expenses	41.134.100.217	25.607.348.582
	- In which: Interest expenses	31.693.237.572	64.876.712
8	Profit or loss in joint ventures and associat	2.565.430.626	3.505.973.601
9	Selling expenses	67.924.206.914	63.340.144.466
10	General administration expenses	81.392.473.443	97.146.278.764
11	Net profits from operating activities	56.713.371.719	24.689.397.651
12	Other income	327.609.004.801	393.789.663.286
13	Other expenses	3.475.079.776	544.202.188
14	Other profits	324.133.925.025	393.245.461.098
15	Total net profit before tax	380.847.296.744	417.934.858.749
16	Current corporate income tax expenses	80.103.939.839	79.192.132.233
17	Deferred corporate income tax expenses	-3.999.446.304	3.487.458.708
18	Profits after corporate income tax	304.742.803.209	335.255.267.808
19	Profit after tax attributable to Parent Company	304.742.803.209	335.255.267.808
20	Profit after tax attributable to non-controlling interests	0	0
21	Basic earnings per share (*)	2.177	2.395
22	Diluted earnings per share (*)	2.177	2.395

III. MỘT SỐ CHỈ TIÊU TÀI CHÍNH CƠ BẢN

STT	Assets		2025	2024
1	Asset Structure			
	- Non-current Assets / Total Assets	%	56,70	27,40
	- Current Assets / Total Assets	%	43,30	72,60
2	Capital Structure			
	- Liabilities / Total Capital	%	45,85	31,21
	- Owner's Equity / Total Capital	%	54,15	68,79
3	Solvency			
	- Quick Ratio	lần	2,35	4,87
	- Current Ratio	lần	2,50	5,12
4	Profitability Ratios			
	- Earnings Before Tax / Total Assets	%		14,46
	- Earnings Before Tax / Net Revenue	%		7,50
	- Earnings Before Tax / Owner's Equity	%		21,01

No. 206/TTr-VOSCO

Hai Phong, 22 April 2026

**PROPOSAL
Regarding the 2025 Profit distribution plan**

To: General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

Based on the Enterprise Law of 2020;

Based on the Charter of Vietnam Ocean Shipping Joint Stock Company;

Based on the audited combined financial statements and the audited consolidated financial statements for 2025 by UHY Auditing and Consulting Co., Ltd.;

The Board of Directors respectfully submits to the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company the profit distribution plan for 2025 as follows:

In 2026, according to the fleet development plan, the Company expects to implement the new-building of 02 MR product tankers (the Company will provide a 10% deposit, equivalent to approximately VND 275 billion); purchase 01 – 02 container ships, and charter 01 – 02 bulk carriers and 01 product tanker (chartering requires deposit capital, estimated at USD 2 - 3 million per vessel, equivalent to approximately VND 55 – 80 billion per vessel). In addition, with the plan to further develop the commercial sector (with a revenue target of VND 2.500 billion), the Company also requires a significant source of funds to open Letters of Credit (L/C).

Unit: VND

1	Net profit after tax for 2025	303.387.438.020
2	Reward fund	30.000.000.000
3	Welfare fund	
4	Development investment fund	160.707.438.020
5	Bonus fund for the Board of Management and Executives	680.000.000
6	Remaining 2025 PAT after distribution	112.000.000.000
7	Retained PAT from previous years	0

8	Accumulated undistributed PAT	112.000.000.000
9	Cash dividend payment (8%)	112.000.000.000
	<i>Cash dividend payout ratio</i>	8%
	<i>Charter Capital</i>	1.400.000.000.000
10	Retained earnings	0

The aforementioned undistributed profit after tax meets all regulations on profit distribution and is fully eligible for distribution, including not exceeding the undistributed profit on the Consolidated Financial Statements; not being affected by gains recognized from bargain purchases; and not being affected by non-monetary items within the undistributed profit after tax (foreign exchange gains from the revaluation of monetary items).

The above profit distribution plan complies with the provisions of the Company's Charter and Financial Management Regulations.

Respectfully submitted.

Recipients:

- As above;
- BOD, Supervisory Board;
- To be filed: VT, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed and sealed)

Hoang Long

No. 207/BC-VOSCO

Hai Phong, 22 April 2026

REPORT
**Regarding The Remuneration Fund for the Board of Directors and the
Supervisory Board in 2025 and the Plan for 2026**

To: General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

The Company respectfully submits the report on the remuneration payment for the Board of Directors and the Supervisory Board in 2025 and the proposed budget for 2026 as follows:

1. Remuneration for the Year 2025

Pursuant to Resolution No. 04/NQ-DHDCD, approved by the Annual General Meeting of Shareholders on April 18, 2025, the total remuneration for the Board of Directors was 816 million VND and for the Supervisory Board was 276 million VND.

Throughout 2025, despite the persistent difficulties in the maritime transport market, the Board of Directors operated proactively, maintained close supervision, and provided timely instructions to the Executive Board. These efforts enabled the Company to effectively capitalize on market opportunities, control costs, and implement various solutions to expand the fleet. As a result, the Company successfully achieved its targets for transportation revenue, profit before tax, and fleet development.

Consequently, the Board of Directors has reached a consensus to receive the total remuneration for 2025 in the amount of 816 million VND, equivalent to 100% of the approved budget. Similarly, the Supervisory Board shall receive 276 million VND, equivalent to 100% of the approved budget.

The specific breakdown for each member is as follows:

Mr Hoang Long	Chairman	168 million VND
Mr Nguyen Quang Minh	Board Member	108 million VND
Ms Nguyen Thi Thu Hoai	Board Member	108 million VND
Ms Tran Thi Kieu Oanh	Board Member	108 million VND
Mr Nguyen Trung Hieu	Board Member	108 million VND
Mr Le Duy Duong	Board Member - Appointed on April 18, 2025	75,6 million VND
Mr Nguyen Vu Ha	Board Member - Appointed on April 18, 2025	75,6 million VND
Mr Hoang Le Vuong	Board Member - Resigned as of April 18, 2025	32,4 million VND
Mr Phan Nhan Thao	Board Member - Resigned as of April 18, 2025	32,4 million VND

Furthermore, there were no additional expenses incurred related to the activities of the Board of Directors.

Detailed remuneration for members of the Supervisory Board:

Ms Duong Thi Hong Hanh	Head of the Supervisory Board	108 million VND
Ms Vu Thi Toan	Member of the Supervisory Board	84 million VND
Ms Do Lan Huong	Member of the Supervisory Board - Appointed on April 18, 2025	58,8 million VND
Mr Bui Anh Thai	Former Member of the Supervisory Board - Resigned as of April 18, 2025	25,2 million VND

Upon the approval of the 2026 Annual General Meeting of Shareholders, the remuneration expenses for the Board of Directors and the Supervisory Board shall be recognized as operating expenses for the fiscal year 2026.

2. Proposed Remuneration Plan for 2026

Based on the projected income levels of the Company's employees for 2026 and the number of members of the Board of Directors, we respectfully submit the proposed remuneration for the Board of Directors in 2026 as 816 million Vietnam Dong. (Specifically: Chairman of the Board of Directors: 14 million VND per month – if holding concurrent positions; Board Members: 09 million VND per person per month, for 06 members).

Regarding the remuneration for the Supervisory Board, based on the projected income of the Company's employees for 2026, the number of members, and in balance with the Board of Directors' remuneration, we respectfully submit the proposed remuneration as 276 million VND. (Specifically: Head of the Supervisory Board: 09 million VND per month; Members: 07 million VND per person per month, for 02 members).

The proposed remuneration for the Internal Audit Subcommittee is 132 million VND. (Specifically: Head of the Subcommittee: 05 million VND per month; Members: 03 million VND per person per month, for 02 members).

Depending on market developments and the Company's business performance, the Board of Directors and the Supervisory Board shall adjust the remuneration levels accordingly to reflect the actual situation.

Respectfully submitted.

Recipients:

- As above;
- BOD, Supervisory Board;
- To be filed: VT, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed and sealed)

Hoang Long

No. 208/BC-BKS

Hai Phong, 22 April 2026

**REPORT OF THE SUPERVISORY BOARD AT THE
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To: The General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

- Pursuant to the Law on Enterprises dated June 17, 2020, and its amendments and supplements;

- Pursuant to the Law on Securities dated November 26, 2019, and its amendments and supplements;

- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of several articles of the Law on Securities; Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding several articles on corporate governance applicable to public companies;

- Pursuant to the Charter of Vietnam Ocean Shipping Joint Stock Company;

- Pursuant to the Operational Regulations of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company;

- Pursuant to Resolutions: No. 04/NQ-DHDCD dated April 18, 2025; and No. 05/NQ-DHDCD dated November 07, 2025, of the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company;

- Pursuant to the functions and duties of the Supervisory Board as stipulated in the Law on Enterprises and the Charter of Vietnam Ocean Shipping Joint Stock Company;

- Pursuant to the 2025 Audited Financial Statements issued by UHY Auditing and Consulting Company Limited;

The Supervisory Board of Vietnam Ocean Shipping Joint Stock Company respectfully submits to the General Meeting of Shareholders the report on the

Supervisory Board's activities in 2025 and the operational direction for 2026, with the following contents:

PART A. ACTIVITIES OF THE SUPERVISORY BOARD

I. Personnel Status of the Supervisory Board

The Supervisory Board for the 2023-2028 term consists of 03 members:

1. Ms. Duong Thi Hong Hanh Head of the Supervisory Board
2. Ms. Do Lan Huong Member of the Supervisory Board
3. Ms. Vu Thi Toan Member of the Supervisory Board

(At the 2025 Annual General Meeting of Shareholders, the Annual General Meeting of Shareholders elected Ms. Do Lan Huong as a member of the Supervisory Board, replacing Mr. Bui Anh Thai).

II. Activities of the Supervisory Board:

In 2025, performing the duties assigned by the Annual General Meeting of Shareholders, the Supervisory Board conducted inspections and oversight of the implementation of the 2025 Annual General Meeting of Shareholders Resolutions. This included ensuring compliance with the Company's Charter and legal regulations in the management and executive activities of the Board of Directors and the Board of Management, as well as auditing the Company's business operations. Specific activities include:

+ Monitored compliance with legal regulations and the Company's Charter. Organized inspections and oversight of the 2025 operational programs of the Board of Directors and the Board of Management. Reviewed Resolutions and Decisions issued by the Board of Directors and the Board of Management regarding business management; evaluated the implementation of these documents as well as the execution of Resolutions from the Annual General Meeting of Shareholders and Board of Directors throughout 2025.

+ Inspected and supervised the progress of the business production and investment plans approved by the 2025 Annual General Meeting of Shareholders.

+ Appraised the 2025 Semi-annual Reviewed Financial Statements and the 2025 Audited Financial Statements to evaluate the integrity, objectivity, and fairness of financial data in accordance with current accounting standards, regimes, and policies.

+ In 2025, the Supervisory Board held 04 regular meetings. The Board maintained frequent communication and evaluated issues related to the Company's management and operations for control purposes. Members of the Supervisory Board attended Board of Directors meetings and provided comments on business performance and matters submitted by the Board of

Management for Board of Directors approval. No requests for extraordinary inspections were received from any shareholder or group of shareholders.

+ The Board of Directors, Board of Management, and Supervisory Board maintained close coordination in corporate governance to ensure all activities complied with the law and the Charter while achieving maximum efficiency. During the performance of its inspection and oversight duties, the Supervisory Board consistently upheld integrity, due care, and professional ethics without hindering the Company's business operations.

III. Performance Evaluation of Supervisory Board Members

- Members of the Supervisory Board have operated in full compliance with legal regulations, the Company's Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board.

- Each member has fulfilled their duties in inspection, oversight, and evaluation of assigned tasks with a serious and honest attitude. Throughout the performance of their duties, members frequently exchanged information and supported one another to ensure objectivity and operational efficiency.

IV. Salary, Remuneration, and Operating Expenses of the Supervisory Board

- Remuneration: All members of the Supervisory Board serve in a concurrent (part-time) capacity. Their remuneration is implemented in accordance with the 2025 AGM Resolution. The total remuneration paid by the Company to the Supervisory Board in 2025 was VND 276 million.

- Operating Expenses: These expenses comply with the provisions of the Law on Enterprises, the Operational Regulations of the Supervisory Board, and the Company's Internal Regulations.

PART B. 2025 OVERSIGHT RESULTS

I. Oversight Results of Business Operations

1. Implementation of Business Production Plans

Unit: Million VND

Indicators	Performance 2024	Year 2025		Comparison	
		Plan	Performance	TH 2025/ 2024	TH 2025/ KH 2025
Transport Volume (thousand tons)	6.456	7.500	6.790	105%	91%
Total revenue	6.036.743	6.000.000	3.485.607	58%	58%

Net Revenue	5.561.333		3.103.536	56%	
Financial Income	81.621		54.462	67%	
Other Income	393.789		327.609	83%	
Total Cost	5.599.755		3.106.027	55%	
Cost of Goods Sold	5.441.448		2.912.281	54%	
Selling Cost	63.340		67.924	107%	
General and Administrative Cost	92.027		81.279	88%	
Financial Cost	25.398		41.069	162%	
Other Cost	542		3.475	641%	
Share of profit/(loss) in associates and joint ventures	2.565		3.506		
Profit Before Tax	413.988	376.000	379.578	92%	101%

(Figures based on the 2025 Audited Consolidated Financial Statements)

* Total throughput in 2025 reached 6,79 million tons, fulfilling 91% of the annual plan and representing 105% compared to 2024. The volume fell short of the target as the unit adjusted its strategy for the Supramax dry bulk fleet, shifting focus to the Atlantic region and long-haul voyages. Although longer voyage durations led to a decrease in cargo volume, the transport work (T.km) increased, reaching 124% of the plan.

* Total Revenue: Realized total revenue in 2025 was VND 3.486 billion, equivalent to 58% of the plan and a 42% decrease year-over-year. Of which:

– Revenue from sales and service provision: Amounted to VND 3.104 billion, a 44% decrease (corresponding to a decrease of VND 2.457 billion) compared to last year. This was primarily due to a decline in commercial revenue, specifically: (i) Fleet operation revenue reached VND 1.381 billion, an increase of VND 140 billion compared to 2024*; (ii) Commercial revenue reached VND 983 billion, a decrease of VND 2.416 billion compared to 2024*.

Compared to the 2026 plan assigned by the General Meeting of Shareholders, revenue from sales and services reached 56%, mainly due to commercial revenue only reaching 26% of its target.

– Financial Income: Reached VND 54,5 billion, down 33% year-over-year, due to a decrease in interest income (as VOSCO utilized equity as counterpart capital for investments and vessel chartering deposits) and lower foreign

exchange gains (in 2024, the company recorded VND 17,3 billion in gains from the revaluation of year-end balances).

– Other Income: Reached VND 327,6 billion, as VOSCO recorded VND 321,6 billion from vessel sales in 2025 (including VND 223 billion from the sale of Vosco Unity and VND 98,6 billion from Vosco Star).

* Total Expenses: Total expenses in 2025 were VND 3.106 billion, a 45% decrease year-over-year. The primary reason was a VND 2.529 billion reduction in the cost of goods sold (specifically from coal trading).

Compared to last year, due to fleet expansion, selling expenses increased by 7% (driven by higher commissions and brokerage fees), and financial expenses rose by 62% (interest expenses from vessel investment loans), while general and administrative (G&A) expenses decreased by 12%.

Compared to the plan assigned by the 2025 Annual General Meeting of Shareholders (AGM), the Company achieved a profit before tax of VND 379,6 billion, exceeding the target by 1%. Additionally, the Company fulfilled all targets regarding transportation turnover, shipping revenue, and fleet development.

* Fleet Operations:

As of December 31, 2025, VOSCO managed and operated a fleet of 16 vessels with a total deadweight of approximately 560.000 DWT. This includes 12 dry bulk carriers (with 03 additional vessels invested during the year: Vosco Starlight, Sunlight, and Jubilant), 02 container ships, and 04 product/chemical tankers.

+ Dry Bulk Fleet: Business results in the first half of the year were impacted by market difficulties, extended dry-docking periods, and unplanned standby/repair time. Moving into Q3/2025, the market showed positive transitions; the Company successfully capitalized on opportunities to maintain stable operations, resulting in profitable performance in Q3-Q4/2025. For the full year 2025, the dry bulk fleet (including chartered vessels) generated shipping revenue of VND 1.007,8 billion, reaching 113,32% of the annual plan.

+ Container Fleet: The container fleet performed effectively in 2025, particularly benefiting from increased consumer demand in the final months of the year. Cumulative revenue for 2025 reached VND 463,5 billion (including third-party booking services), equivalent to 152,86% of the annual plan.

+ Chartered Fleet: In 2025, the Company operated 06 chartered vessels. The 2025 volume reached 1,84 million tons; revenue reached VND 687 billion; and profit reached VND 9,8 billion. However, some of Vosco's chartered vessels have not yet performed as efficiently as planned.

2. Management of Fixed Asset Investment, Basic Construction, and Financial Investment

2.1. Vessel Investment and Liquidation:

In accordance with the Vessel Investment Plan approved by the General Meeting of Shareholders under Resolutions No. 03/NQ-DHDCD (Nov 19, 2024), No. 04/NQ-DHDCD (Apr 18, 2025), and No. 05/NQ-DHDCD (Nov 7, 2025), the Company invested in 03 used dry bulk carriers:

+ Vosco Starlight (55.868 DWT): Handed over and put into operation in late January 2025.

+ Vosco Sunlight (55.851 DWT): Handed over and put into operation in late April 2025.

+ Vosco Jubilant (57.903 DWT): Handed over and put into operation in mid-August 2025.

During the year, the Company completed the sale of Vosco Star and Vosco Unity as planned and approved by the GMS, recording VND 321,6 billion in Other Income.

Furthermore, to fulfill the fleet development plan, VOSCO successfully completed the bareboat chartering of 02 chemical tankers and 03 Supramax vessels, as well as the leaseback of the Vosco Unity for immediate operation following its sale.

2.2. Capital Investment

According to VOSCO's audited 2025 separate financial statements, the value of the Company's long-term financial investments as of December 31, 2025, was VND 18,78 billion. In 2025, VOSCO received VND 1,3 billion in dividends and distributed profits from these investments. The status of investments in specific entities is as follows:

Vosco Agency and Logistics Joint Stock Company (Vosal): Charter capital is VND 5 billion, with VOSCO holding 36%. Core businesses: Warehousing, cargo handling, shipping agency, ship supply, sea freight agency, logistics, and freight forwarding. In 2025, VOSCO recorded VND 180 million in dividends from Vosal.

Vosco Trading and Service Joint Stock Company (VTSC): Charter capital is VND 30 billion, with VOSCO holding 46,45%. Core businesses: Wholesale of paint, lubricants, and industrial/marine chemicals; retail of lubricants and specialized marine equipment; road freight transport. In 2025, VOSCO recorded VND 1.114 million in dividends from VTSC.

VOSCO Crew Management Company Limited (VCSC): A one-member limited liability company with charter capital of VND 6 billion, 100% owned by VOSCO. Core business: Training and supplying human resources and seafarers for domestic and foreign shipowners. In 2025, VCSC was undergoing dissolution procedures following the revocation of its labor export license and is currently awaiting final tax settlement.

SSV Joint Stock Company: Operates primarily in mooring buoy services in the Saigon River area with charter capital of VND 1,69 billion. VOSCO has

held 67.600 shares (40%) since August 2008. As of December 31, 2025, VOSCO maintained a provision for impairment of long-term financial investments amounting to VND 124,8 million. The plan to divest from SSV to recover capital was not completed in 2025.

3. Examination of Financial Statements

3.1. Evaluation of the 2025 Financial Statements

The Supervisory Board examined the 2025 semi-annual and full-year financial statements.

The 2025 Separate and Consolidated Financial Statements were audited by UHY Auditing and Consulting Co., Ltd. The Supervisory Board concurs with the Auditor's opinion that the financial statements reflect a true and fair view, in all material respects, of the financial position of Vietnam Ocean Shipping Joint Stock Company as of December 31, 2025, as well as its business results and cash flows for the fiscal year then ended, in accordance with Vietnamese Accounting Standards (VAS), the Vietnamese Corporate Accounting System, and relevant statutory requirements.

Additionally, the Supervisory Board notes the following matters:

(i) Depreciation Policy: In 2024, VOSCO accelerated the depreciation of its fleet (7-year period) to accumulate resources for the 2025–2030 investment phase. For new vessels acquired in 2025, the Company applied a 15-year depreciation period.

(ii) Bad Debt and Provisions: Total bad debt as of December 31, 2025, was VND 66.7 billion. VOSCO has fully provisioned VND 66,7 billion for these doubtful receivables in accordance with Circular No. 48/2019/TT-BTC. The majority of this is a 100% provision for receivables from DIC Investment and Trading JSC amounting to VND 59.6 billion. Despite ongoing collection efforts in 2025, this debt dates back to 2018–2020 and remains unresolved. In 2025, the Company recovered VND 1,2 billion from DIC and subsequently reversed the corresponding provision.

3.2. Evaluation of Financial Position

TT	Indicators	Unit	01/01/2025	31/12/2025
I	Liquidity Ratios			
	- Overall Solvency Ratio	Lần	3,20	1,46
	- Current Ratio	Lần	1,20	1,13
	- Quick Ratio	Lần	4,01	4,61
II	Debt Ratios			
	- Total Liabilities / Total Assets	%	31,21	45,85
	- Total Liabilities / Owner's Equity	%	45,36	32,04
III	Profitability Ratios			

TT	Indicators	Unit	01/01/2025	31/12/2025
	- Net Profit/ Net Revenue	%	5,96	9,74
	- Net Profit/ Total Assets	%	11,54	11,56
	- Net Profit/ Owner's Equity	%	23,66	21,59

* Evaluation: The solvency ratios as of December 31, 2025 show that the solvency of Vosco is good, and the Company ensures the ability to settle short-term debts. The overall solvency ratio decreased compared to the beginning of the year, mainly due to an increase in liabilities to invest in fleet development.

The indicators of capital structure show that the proportion of liabilities tends to increase, as reflected by the debt to total assets ratio increasing from 31.21% to 45,85%, while the scale of total assets and owners' equity both expanded, which is consistent with the Company's fleet development investment activities during the year. In 2025, the Company incurred long-term bank loans to mobilize capital for investment and fleet development. However, the Company's debt ratio remains at a safe level.

Regarding the Company's profitability, it was basically maintained as in 2024, except for the profit after tax to net revenue ratio, which increased significantly because commercial activities decreased in 2025 (this activity has a low profit margin).

II. MONITORING RESULTS OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

Through inspection and monitoring activities, the Supervisory Board noted that:

The management and executive activities of business operations by the Board of Directors and the Board of Management in 2025 complied with the Law on Enterprises, the Charter of Organization and Operation, the Resolutions of the General Meeting of Shareholders and the Board of Directors, and current legal regulations.

1. Monitoring results of the activities of the Board of Directors

1.1. In the implementation of Resolutions and Decisions of the General Meeting of Shareholders

On April 18, 2025, the Board of Directors chaired and directed the successful organization of the 2025 Annual General Meeting of Shareholders. From the beginning of the year, the Company's Board of Directors implemented the Business Production Plan to promptly have solutions to achieve the set plan. After the 2025 General Meeting of Shareholders Resolution was issued, the Company's Board of Directors continued to implement the contents approved by the General Meeting. The results of implementing some contents are as follows:

+ Implementation of the Business Production Plan: The Company exceeded the targets for transportation turnover, shipping revenue, and profit before tax

assigned by the General Meeting of Shareholders. However, the total revenue target was not met due to a decline in trading revenue.

- + Implementation of appropriation for funds and payment of dividends (11% of charter capital) according to the 2025 Annual General Meeting of Shareholders Resolution.

- + Selection of the auditing unit for the 2025 Financial Statements: The Company selected UHY Auditing and Consulting Company Limited to perform the review and audit of the 2025 Financial Statements, which is on the list of auditing firms approved by the General Meeting of Shareholders.

- + Implementation of remuneration payments for the Board of Directors and the Supervisory Board according to the plan approved by the General Meeting of Shareholders;

- + Vessel investment and liquidation activities: (i) Completed the investment in 03 used dry bulk carriers; (ii) Completed the sale of 02 vessels (VOSCO Star and VOSCO Unity).

- + Some outstanding tasks: Implementing divestment, capital investment, termination of the Branch – Seafarer Supply Center's operations, and dissolution of Vosco Crew Management Company.

1.2. In the performance of the functions and duties of the Board of Directors

The Board of Directors held regular meetings to implement and evaluate the status of the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors; regularly directed and supervised the General Director and the Board of Management in implementing the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors. The Board of Directors assigned duties to its members to promptly lead and direct the business activities.

During the year, the Board of Directors organized 04 regular meetings, requested opinions 26 times, and issued 34 Resolutions. In the sessions, the Board of Directors re-evaluated the implementation of the issued Resolutions of the General Meeting of Shareholders and the Board of Directors, as well as the results of the business production and investment plans to supervise the business activities; promptly made decisions within its authority to orient business production activities. At the meetings, all members of the Board of Directors provided opinions and demonstrated a spirit of responsibility. All meetings had the participation and discussion of the Supervisory Board. After the meetings, the Board of Directors issued Meeting Minutes and Resolutions consistent with the meeting contents. All resolutions and decisions of the Board of Directors were agreed upon by the majority of members, and the issuance of resolutions and decisions was in accordance with the authority and regulations under the Law on Enterprises and the Company's Charter.

2. Monitoring results of the activities of the Board of Management

The Board of Management promptly implemented the resolutions, decisions, and directing documents of the General Meeting of Shareholders and the Company's Board of Directors in accordance with legal regulations, the Company's Charter, and the Company's internal regulations.

The Board of General Directors proactively and diligently implemented the Business Production Plan targets assigned by the General Meeting of Shareholders; showed proactivity in vessel investment, liquidation, and business development, particularly in commercial activities.

The Board of General Directors regularly organized briefing meetings to review the progress of work and promptly direct the implementation of business production tasks. However, in 2025, due to difficulties in commercial activities, although the Board of Management made efforts in implementation, the plan was not completed.

III. REPORT ON EVALUATION OF OPERATIONAL COORDINATION BETWEEN THE SUPERVISORY BOARD AND THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

The Supervisory Board coordinated closely with the Board of Directors and the General Director in performing assigned functions and duties. The Board of Directors and the General Director created favorable conditions for the Supervisory Board to perform its duties, providing full information and documents related to the Company's activities. The Supervisory Board was invited to attend all meetings of the Company's Board of Directors and other necessary meetings.

The contributions and opinions of the Supervisory Board regarding the activities of the Board of Directors, the General Director, and the Board of Management were recorded and adjusted promptly.

The Supervisory Board performed the appraisal of the 2025 business production results report, evaluated the management and executive work of the Board of Directors, and appraised the report on the activities of Independent Members of the Board of Directors to be submitted to the 2026 General Meeting of Shareholders. The Supervisory Board concurs with the contents reported by the Board of Directors to the General Meeting of Shareholders.

IV. RECOMMENDATIONS OF THE SUPERVISORY BOARD

In the process of performing its duties, the Supervisory Board has made recommendations regarding the activities of the Board of Directors and the Board of General Directors in management and administration to improve corporate governance and executive work as follows:

1. Business production activities:

+ Requesting the enhancement of management and administration of business production activities towards modern governance; strengthening

technical management to improve fleet operational efficiency, capital utilization efficiency, and the preservation and development of investment capital.

+ Commercial activities: Urgently complete the settlement and definitively handle debts for completed shipments; Perfect the methods of cooperation and joint ventures with partners; add terms for payment guarantees and payment dossiers to limit risks and avoid capital appropriation; Standardize Standard Operating Procedures (SOP) for commercial activities to improve operational efficiency.

2. Risk management and internal control: Perfect the risk management and internal control system according to modern governance practices, ensuring efficiency and transparency; strengthen the identification, evaluation, and control of risks in new activities; Simultaneously, standardize regulations and processes; consolidate and effectively apply the "three lines of defense" model to enhance the efficiency of the legal department, the effectiveness of the monitoring and risk control system, and ensure transparency and efficiency in business production activities.

3. Fleet development investment: Cautiously implement the fleet development investment plan associated with the ability to arrange capital sources for the 2026-2030 period; select vessel types, investment/chartering methods, and allocate capital reasonably to control financial risks, ensure debt liquidity and investment efficiency, and preserve and develop capital; Simultaneously, link the fleet development plan with the management and operational capacity and resources of the Company.

4. Debt management: Strengthen the management and recovery of receivables to avoid capital appropriation; For incurred debts, especially overdue and bad debts, it is necessary to collect sufficient dossiers, reconcile debts according to regulations, and consider taking strong measures to recover bad debts if necessary.

5. Arrangement of enterprises and branches: Requesting close coordination with tax authorities to perform tax finalization and terminate the operations of branches and companies that have ceased operations; implement divestment according to the plan to recover investment capital.

6. Continue to focus on definitively handling outstanding issues according to the recommendations of the Supervisory Board and inspection and auditing agencies such as: (i) definitively resolve the outstanding debt related to the repair of the Vinashin Atlantic vessel according to the three-party agreement following the recommendation of the State Audit in 2022; (ii) Summarize dossiers and documents related to new shipbuilding activities, work with relevant agencies, and report difficulties and obstacles for focused resolution; (iii) Finalization of Personal Income Tax (PIT) and Social Insurance for employees with outstanding debts and implement provisioning according to regulations.

PART C. OPERATIONAL DIRECTION FOR 2026

Exercising the powers and responsibilities of the Supervisory Board as prescribed in the Law on Enterprises, the Company's Charter, and the duties assigned by the 2026 Annual General Meeting of Shareholders, and based on the activities of the Supervisory Board in 2025, the Supervisory Board sets forth the operational plan for 2026 as follows:

1. Supervise the compliance and adherence to State policies and laws, the Company's Charter, and the implementation status of Resolutions and Decisions of the General Meeting of Shareholders and the Company's Board of Directors, as well as the Company's internal management regulations, rules, and procedures.

2. Supervise the business production and investment status approved by the 2026 Annual General Meeting of Shareholders. Inspect and supervise the legality, reasonableness, integrity, and due care of the Board of Directors and the General Director in organizing the exercise of ownership rights and in managing and executive business production activities in accordance with the functions and duties prescribed in the Law on Enterprises and the Company's Charter.

3. Conduct the examination of business production reports and the semi-annual and annual Financial Statements for 2026; Supervise financial indicators; the preservation and development of capital; the implementation of investment projects and investment efficiency; and the adherence to financial regimes, profit distribution, and the use of funds.

4. Evaluate the operation of the Company's internal control system. Provide proposals and recommendations to enhance the operational efficiency of the internal control system.

5. Attend all meetings of the Board of Directors and other necessary meetings to keep track of the Company's business production activities, while providing timely warnings to ensure the interests of shareholders.

6. Perform other duties of the Supervisory Board as requested by the General Meeting of Shareholders and in accordance with the provisions of the Law on Enterprises.

Respectfully reported!

Recipients:

- As above
- BOD, BOM;
- Member of Supervisory Board (for implementation);
- Luru: VT, Ban KS,

**ON BEHALF OF THE SUPERVISORY
BOARD HEAD OF THE BOARD
(Signed and sealed)**

Duong Thi Hong Hanh

No: 209/TTr-BKS

Hai Phong, 22 April 2026

SUBMISSION

Regarding the selection of an independent auditing firm for the 2026 fiscal year

To: The General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company

- Pursuant to the Law on Enterprises;
- Pursuant to the Charter of Vietnam Ocean Shipping Joint Stock Company;

In compliance with legal regulations and the Charter of Vietnam Ocean Shipping Joint Stock Company, the Supervisory Board respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the criteria and the shortlist of auditing firms for the 2026 Financial Statements as follows:

1. Criteria for selecting an independent auditing firm:

a. Being a reputable and prestigious independent auditing firm trusted by many public companies, with a team of highly qualified and experienced auditors;

b. Being a firm legally operating in Vietnam and approved by the State Securities Commission to audit entities with public interest; selecting an auditor from the list of qualified auditing firms published for the year 2026 to perform the review and audit of the 2026 Financial Statements of Vietnam Ocean Shipping Joint Stock Company.

c. Offering reasonable auditing fees commensurate with the scope, quality, and progress of the audit in accordance with the Charter of Vietnam Ocean Shipping Joint Stock Company.

d. Possessing a large, professional staff and a team of auditors with high expertise and extensive experience.

2. List of proposed auditing firms:

Based on the review, the Supervisory Board has reached a consensus to propose the following list of auditing firms:

- KPMG Limited (Vietnam);
- Ernst & Young Vietnam Limited;
- PwC (Vietnam) Limited;
- Deloitte Vietnam Auditing Company Limited.

The Supervisory Board respectfully submits to the 2026 Annual General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company to consider and approve the aforementioned criteria and list of auditing firms, and to authorize the Board of Directors of Vietnam Ocean Shipping Joint Stock Company to decide on the selection of an auditing firm to perform the audit of the 2026 Financial Statements, ensuring quality, efficiency, and reasonable costs in accordance with the law.

Respectfully submitted to the General Meeting of Shareholders for consideration and voting for approval.

Respectfully,

Recipients:

- *As above;*
- *The Board of Directors, The Board of Management;*
- *Archive: VT, Supervisory Board*

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD
(Signed and sealed)**

Duong Thi Hong Hanh

Hai Phong, 22 April 2026

REGULATIONS

Regarding The Nomination and Candidacy for Election to the Board of Directors Vietnam Ocean Shipping Joint Stock Company

Pursuant to:

- The Law on Enterprises 2020 and its subsequent amendments and supplements;
- The Law on Securities 2019 and its subsequent amendments and supplements;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding corporate governance for public companies under Decree 155/2020/ND-CP;
- The Charter on Organization and Operation of Vietnam Ocean Shipping Joint Stock Company.

Objectives:

- To ensure compliance with the law and the Company's Charter;
- To ensure the principles of transparency, fairness, and democracy;
- To facilitate the organization and stabilize the Company's business operations.

To prepare for the 2026 Annual General Meeting of Shareholders, the Board of Directors of Vietnam Ocean Shipping Joint Stock Company hereby notifies shareholders of the specific regulations regarding the nomination and self-nomination for the additional election of the Board of Directors members at the 2026 Annual General Meeting of Shareholders as follows:

1. Nomination and Self-Nomination of Candidates for the Board of Directors

1.1. Standards for Board of Directors Members as prescribed in Article 34 of the Company's Charter:

- Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- Possessing professional qualifications and experience in business administration or in the fields/industries related to the Company's business lines; candidates are not required to be shareholders of the Company;
- A Board of Directors member may simultaneously serve as a board member of other companies;
- Not being a family member of the General Director or other managers of the Company; or of managers and persons with authority to appoint managers of the parent company.

Persons prohibited from enterprise management according to Clause 2, Article 17 of the Law on Enterprises include:

- State agencies and units of the people’s armed forces using state assets to establish enterprises for their own profit;
- Cadres, civil servants, and public employees as prescribed by the Law on Cadres and Civil Servants and the Law on Public Employees;
- Officers, non-commissioned officers, professional soldiers, defense workers and employees in agencies and units under the Vietnam People’s Army; professional officers, non-commissioned officers, and police workers in agencies and units under the Vietnam People’s Public Security, except for those appointed as authorized representatives to manage the State’s capital contribution in enterprises or to manage state-owned enterprises.
- Leading and professional managers in state-owned enterprises as prescribed in Point a, Clause 1, Article 88 of the Law on Enterprises, except for those appointed as authorized representatives to manage the State’s capital contribution in other enterprises;
- Minors; persons with limited civil capacity; persons who have lost their civil capacity; persons with difficulties in cognition or behavior control; organizations without legal entity status;
- Persons currently facing criminal prosecution, being held in custody, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or a compulsory educational institution, or being prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;
- Other cases as prescribed by the Law on Bankruptcy and the Law on Anti-Corruption.

1.2. Nomination and Self-nomination of Candidates for the Board of Directors as prescribed in Article 32 of the Company’s Charter:

A shareholder or a group of shareholders owning from 10% to less than 20% of the total number of ordinary shares with voting rights is entitled to nominate 01 candidate; from 20% to less than 30% is entitled to nominate up to 02 candidates; from 30% to less than 40% is entitled to nominate up to 03 candidates; from 40% to less than 50% is entitled to nominate up to 04 candidates; from 50% to less than 60% is entitled to nominate up to 05 candidates; from 60% to less than 70% is entitled to nominate up to 06 candidates; from 70% to 80% is entitled to nominate up to 07 candidates; and from 80% to less than 90% is entitled to nominate up to 08 candidates.

In the event that the number of candidates for the Board of Directors (BOD) through nomination and self-nomination is still insufficient, the incumbent BOD may introduce additional candidates or organize nominations in accordance with Clause 5, Article 115 of the Law on Enterprises, the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes to elect BOD members in accordance with the law.

3. Application Dossier for Nomination and Self-nomination of BOD Candidates:

- Application Form for nomination or self-nomination to the BOD (standard form);
- Curriculum Vitae self-declared by the candidate (standard form);
- Copies of Permanent Residence Registration (or Long-term Temporary Residence Registration), degrees, and certificates certifying educational and professional qualifications;
- Documents proving ownership of a sufficient number of shares to exercise the right to nominate or self-nominate as prescribed in Section 1.2 of these Regulations.

4. Candidate Selection:

Based on the Application Forms for nomination and self-nomination from shareholders or groups of shareholders and the attached dossiers of the candidates, the Organizing Committee will compile a list of eligible candidates for the additional election to the Board of Directors.

5. Deadline and Address for Submission:

To facilitate the organization, Shareholders may send their Application Dossiers in advance to the following address: General and Planning Department, Vietnam Ocean Shipping Joint Stock Company, No. 215 Lach Tray Street, Gia Vien Ward, Hai Phong City. Phone: 0225.3731033; Email: pid@vosco.vn (please submit the original copies upon registration before the meeting).

The forms for Nomination, Self-nomination, and Curriculum Vitae are published on the Company's website: <https://www.vosco.vn>

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CANDIDACY APPLICATION
FOR THE BOARD OF DIRECTORS
VIETNAM OCEAN SHIPPING JOINT STOCK COMPANY

To: The General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

My name is:

Representative of the shareholder (if an organization):

Citizen ID CARD/Identity CARD/Business Registration No:.....

Issued Date:

Place of issue:.....

Address:

.....

General Education Level:..... Field of Study:

Currently holding:..... shares of
VOSCO (*In words*:.....)

as of April 17, 2026, the record date for the list of shareholders entitled to attend the 2026
Annual General Meeting of Shareholders.

I would like to request the General Meeting of Shareholders to approve my registration for
candidacy to the Board of Directors of Vietnam Ocean Shipping Joint Stock Company at
the 2026 Annual General Meeting of Shareholders.

Thank you respectfully./.

....., date month year 2026

CANDIDATE

(*Sign and print full name, stamp if available*)

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

NOMINATION APPLICATION
FOR CANDIDATES TO THE BOARD OF DIRECTORS
VIETNAM OCEAN SHIPPING JOINT STOCK COMPANY

To: The General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

My name is:

Representative of the shareholder (if an organization):

Citizen ID CARD/Identity CARD/Business Registration No:.....

Issued Date:

Place of issue:.....

Address:

.....

Currently holding:..... shares of
VOSCO (*In words:*.....)

as of April 17, 2026, the record date for the list of shareholders entitled to attend the 2026
Annual General Meeting of Shareholders.

I would like to request the General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company to allow me to nominate:

Mr (Mrs):

Citizen ID CARD/Identity CARD/Business Registration No:.....

Issued Date:

Place of issue:.....

Address:

.....

General Education Level:..... Field of Study:

Currently holding:..... shares of
VOSCO (*In words:*.....)

Running as a candidate for the Board of Directors of Vietnam Ocean Shipping Joint Stock
Company at the 2025 Annual General Meeting of Shareholders.

Thank you respectfully./.

....., *date* *month* *year* 2026

SHAREHOLDER

(Sign and print full name, stamp if available)

CURRICULUM VITAE

(For shareholders self-nominating or being nominated to the Board of Directors)

1. Full name:
2. Gender: Male/Female
3. Date of Birth:
4. Nationality:
5. Citizen ID CARD/Identity CARD:
Issued Date: Place of issue:
6. Address:
.....
7. Phone Number:
8. General Education Level:
9. Professional Qualification Level:
10. Work Process:
 - From
 - From
 - From
 - From
11. Current Position:
.....

I hereby certify that the information provided above is true and accurate to the best of my knowledge, and I shall take full responsibility for the contents herein. If elected to the Board of Directors by the shareholders, I pledge to perform my duties with integrity and in compliance with the law and the Company's Charter, and to exert my best efforts to fulfill the responsibilities entrusted to me by the General Meeting of Shareholders.

....., date month year 2026

Declarant

(Sign and print full name, stamp if available)

No. 210/TTr-VOSCO

Hai Phong, 22 April 2026

PROPOSAL
**Regarding The Amendment and Supplement of the Charter and Internal
Regulations of the Company**

To: General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

The Board of Directors of Vietnam Ocean Shipping Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendments and supplements to the Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. These changes ensure compliance with the amended Law on Enterprises, the Law on Securities, relevant laws and decrees, and the actual operations of the Company as follows:

1. Amendments and Supplements to the Charter

The Company submits the draft amendments and supplements to the Charter, updated in accordance with changes in the Law on Enterprises, the Law on Securities, relevant laws and decrees, and the removal of content relating to the position of Vice Chairman of the Board of Directors.

For further details, please refer to the draft amended and supplemented Charter of the Company attached to this Proposal.

2. Amendments and Supplements to the Internal Regulations on Corporate Governance

Amendments and supplements have been made to several articles to ensure consistency with the amended Charter and the removal of content relating to the position of Vice Chairman of the Board of Directors.

For further details, please refer to the draft amended and supplemented Internal Regulations on Corporate Governance attached to this Proposal.

3. Amendments and Supplements to the Operating Regulations of the Board of Directors

Amendments and supplements have been made to several articles to ensure consistency with the amended Charter and the removal of content relating to the position of Vice Chairman of the Board of Directors.

For further details, please refer to the draft amended and supplemented Operating Regulations of the Board of Directors attached to this Proposal.

4. Recommendations

The Board of Directors respectfully requests the 2026 Annual General Meeting of Shareholders to approve the amendments and supplements to the Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Simultaneously, we request the General Meeting of Shareholders to authorize the Board of Directors to review, amend, and officially issue the Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors in accordance with the aforementioned proposals and current legal regulations.

Respectfully submitted.

Recipients:

- As above;
- Supervisory Board;
- To be filed: VT, BOD.

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN
(Signed and sealed)**

Hoang Long

No. 211/TTr-VOSCO

Hai Phong, 22 April 2026

PROPOSAL
**Regarding The Amendment to the Operational Regulations of the
Supervisory Board**

To: General Meeting of Shareholders of Vietnam Ocean Shipping
Joint Stock Company

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to several articles of the Operational Regulations of the Supervisory Board to ensure compliance with new regulations. The draft provides a clearer distinction between the powers, duties, and related contents of individual Supervisory Board members versus the Supervisory Board as a collective body.

Furthermore, other contents have been amended and supplemented to align with the Company's new draft Charter.

For further details, please refer to the draft Operational Regulations of the Supervisory Board attached to this Proposal.

The Supervisory Board hereby submits to the 2026 Annual General Meeting of Shareholders for approval of the amendments and supplements to the Operational Regulations of the Supervisory Board. Concurrently, the Board requests authorization to review, amend, and officially promulgate the Operational Regulations of the Supervisory Board in accordance with current regulations.

Respectfully submitted.

Recipients:

- As above;
- BOD;
- To be filed: VT,
Supervisory Board.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE BOARD

(Signed and sealed)

Duong Thi Hong Hanh

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DRAFT

FOREWORD

The Charter of Vietnam Ocean Shipping Joint Stock Company (hereinafter referred to as “Charter”) was ractified by under the Resolution of the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company dated, 2026

Vietnam Ocean Shipping Joint Stock Company (hereinafter referred to as “Company”) is organized and operates in accordance with this Charter, the provisions of the Law on enterprises and applicable relevant laws.

CHAPTER I: GENERAL REGULATIONS

SECTION 1: DEFINITIONS OF TERMS IN THE CHARTER

Article 1: Interpretations of terms

1. In this charter, the following terms are construed as follows:

a) “**Law on Enterprises**” is Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented from time to time;

b) “**Law on Securities**” is Law on Securities No. 54/2019/QH14 dated November 26, as amended and supplemented from time to time;

c) “**Establishment day**” refers to the day on which the company is granted the enterprise business registration certificate in the first time (i.e 01/01/2008);

d) “**Charter capital**” refers to total capital as sold and as prescribed in Article 6 of this Charter;

e) “**Voting shares**” is the share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

f) “**Company’s Managers**” refers to Chairman of the Board of Directors, members of the Board of Directors, General Director

g) “**Executive**” refers to the General Director, Deputy General Director, Chief accountant;

h) “**Related person**” refers to any individual or organization prescribed in Clause 46 Article 4 - Law on securities;

i) “**Shareholder**” refers to an individual or organization that owns at least one share of a joint-stock company;

j) “**Majority Shareholder**” refers to any shareholder owning from 05 (five) percent and more of voting shares in the Company;

k) “**Sold shares**” refers to shares entitled to be offered for sale that have been fully paid to the Company by shareholders;

l) “**Shares entitled to be offered for sale**” refers to the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise

capital

m) **“Unsold shares”** refers to shares that are entitled to be offered for sale and have not yet been paid to the Company;

n) **“Stock Exchange”** means the Stock Exchange of Vietnam and its subsidiaries;

o) **“Operation validity”** refers to the operation time of the company prescribed in this Charter;

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

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

r) **“Board of Supervisors”** refers to the Board of Supervisors of the Company;

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

t) **“Chief Accountant”** refers to the Chief Accountant of the Company;

u) **“Vietnam”** refers to the Socialist Republic of Vietnam;

v) **“Law”** means all legal normative documents as stipulated in the Law on Promulgation of Legal Normative Documents dated February 19, 2025;

2. In this charter, the references to one or more of the provisions or other documents including the amendments or supplements.

3. The titles (Chapters, Articles of this charter) are used to facilitate understanding of the content and do not affect the content of this charter.

4. Other words or terms defined in the Civil Code and the Law on Enterprises and other legal documents (if not inconsistent with the subject or context) will have the same meaning in this Charter.

SECTION 2: NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, LICENSE VALIDITY PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and license validity period of the Company

1. Company's name

- Company's name in Vietnamese: CÔNG TY CỔ PHẦN VẬN TẢI BIỂN VIỆT NAM

- Company's name in English: VIETNAM OCEAN SHIPPING JOINT STOCK COMPANY

- Company's name as abbreviated: VOSCO

- Company's form: Joint Stock Company

- Logo



2. The Company has legal status in accordance with applicable law(s) from the date of issuance of the Certificate of Business Registration.

3. The Company's registered address:

- Address: No. 215, Lach Tray Street, Gia Vien Ward, Hai phong City.
- Tel: (84 - 225) 3731090
- Fax: (84 - 225) 3731007
- E-mail: pid@vosco.vn
- Website: www.vosco.vn

4. The company may establish branches and representative offices or subsidiaries in domestic and abroad to conduct the objectives of operation of the company in accordance with the decisions of the Board of Directors (BOD) and to the extent permitted by law.

At the time of ratifying this Charter, the Company has three (03) branches named as follows:

- Branch of Vietnam Ocean Shipping JSC- Crew Training Center
- Branch of Vietnam Ocean Shipping JSC- Crew Supply Center
- Branch of Vietnam Ocean Shipping JSC in Ho Chi Minh city

5. Except or early shutdown according to Clause 2 Article 74 of this Charter, the license validity period of the company is since its establishment day and is indefinite.

Article 3: The Company's legal representative

The Company's legal representative refers to an individual representing for the Company to implement all rights and obligations arisen from the Company's transactions; acting on behalf of the Company as the as a claimant to settle civil matters, Plaintiff, Defendant and Beneficiary before any Arbitration, jurisdiction as well as other rights and obligations as prescribed by law

The Company has two legal representatives named: Chairman of BOD and General Director. Rights and obligations of the legal representative are as follows:

1. The first legal representative - is the General Director of the Company having the rights and obligations of the legal representative of the Company, except for the cases specified in Clause 2 of this Article.

2. The second legal representative - is the Chairman of the Board of Directors of the Company having the rights and obligations of the Legal Representative of the Company when the first legal representative is absent from Vietnam for a period of time of more than 30 days without authorizing another person to perform the rights

and obligations of the legal representative of the Company or dead, missing, prosecuted for criminal liability, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification establishment or a compulsory educational institution, fleeing from his residence, having limited or lost civil act capacity, having difficulties in cognition and behavioral control, being banned by the Court from holding certain posts, practicing certain professions or doing certain jobs, or being dismissed by the Board of Directors of the Company.

3. The division of representative rights and obligations is to clearly define the tasks, powers and obligations among the legal representatives, promote initiative and sense of responsibility in the exercise of rights and obligations arising from the Company's transactions, limiting the overlap of authority in the representation of the Company without changing the authority of the Board of Directors or the General Director of the Company in accordance with the law and the Company's Charter.

4. Each legal representative is separately liable for damage caused to the Company in accordance with the civil law and other relevant legal regulations within the scope of the rights and obligations assigned in this Charter. The legal representative who establishes a transaction with a third party not in accordance with his/her prescribed authority shall be personally liable to the Company and the competent authorities for the damage caused in such transaction. The handling of consequences of improperly authorized transactions of that representative shall be in compliance with the law.

5. If problems related to the scope of titles assumed by the legal representatives as prescribed in the Charter and the internal regulations of the Company arise during the course of performing their duties, the two legal representatives are supposed to coordinate with each other to settle; report regularly and be accountable to the Board of Directors

6. In case one person is ineligible to be the legal representative of the Company for any reason, the other person shall automatically perform the rights and obligations of the ineligible representative and be responsible for all transactions represented by him.

Article 4. Liabilities of the Company's legal representative

1. The legal representative of the Company shall bear the following liabilities:

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

b) Be loyal to the interests of the Company; do not abuse their position and use information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other organizations and individuals;

c) To promptly, fully and accurately notify the Company of the enterprise that he himself and/or their relatives own or have capital contribution shares according to the provisions of the Law on Enterprises and this Charter;

2. The legal representative of the Company is personally liable for damage to the Company due to the violation of the liability specified in Clause 1 of this Article

SECTION 3: COMPANY’S TARGET, BUSINESS SCOPE AND OPERATION

Article 5. Company’s operational target

1. Business lines include:

In the course of its operation, the Company may supplement its business lines in accordance with the laws. In the event that business lines are supplemented during the interval between two annual General Meetings of Shareholders, the Board of Directors must collect shareholders' opinions in writing.

TT	Name	Code
1	Services of cargo handling Details: Services of inland cargo handling; Services of seaport cargo handling; Services of river port cargo handling	5224
2	Services of sport clubs	9312
3	Trade in real estates, the right of the owner, the user or the lessee to use land Details: Trade in real estates	6810
4	Tour operation	7912
5	Other education not elsewhere classified Details: Training and coaching of seafarers	8559
6	Other supporting service activities related to transportation Details: Multimodal freight forwarding services, including rail, inland waterway, sea, road and air transport; Ship supply services; Maritime brokerage; Ship agency services; Maritime transport agency services	5229
7	Coastal and ocean-going cargo shipping	5012 (main)
8	Cargo shipping by internal waterway	5022
9	Inland cargo transportation	4933

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10	Inland Passenger transport within the inner city and suburbs (except for transport by bus)	4931
11	Other inland passenger transport Details: Inner city and interprovincial passenger transport by bus	4932
12	Other wholesale of machines, equipment and spare parts Details: Wholesale of machines, equipment and spare parts for maritime industry	4659
13	Service of yards and warehouses as well as cargo storage	5210
14	Restaurants and mobile catering services Details: Restaurants and mobile catering services (bars excluded)	5610
15	Other business support service activities not elsewhere classified Details: Service of cargo import export and delivery	8299
16	Agents, brokers and auctioneers of goods Details: Agents for marine paint and lubricants; Agents for maritime spare parts and specialized equipment; Airline ticket sales agents; Brokers for the purchase and sale of seagoing vessels; Agents for automobiles and other motor vehicles	4610
17	Support services to rail transport	5221
18	Other human resources supply Details: Supply and management of domestic labor; Supply and management of labor for working overseas	7822
19	Wholesale of solid, liquid and gaseous fuels and related products Details: Wholesale of coal and other solid fuels, including coal, lignite, peat, charcoal, coke, fuel wood and naphtha	4671
20	Wholesale of automobiles and other motor vehicles	4661
21	Maintenance and repair of automobiles and other motor vehicles	9531
22	Sale of spare parts and auxiliary parts for automobiles and other motor vehicles	4662
23	Hotels and similar accommodation Details: Hotels	5510
24	Retail sale of spare parts and accessories for automobiles and other motor vehicles	4782

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25	Wholesale of motorcycles, motorbikes, spare parts and accessories	4663
26	Retail sale of motorcycles, motorbikes, spare parts and accessories	4783
27	Wholesale of metals and metal ores Details: Wholesale of metal ores; Wholesale of iron and steel; Wholesale of other metals (excluding gold bullion)	4672
28	Other software publishing	5829
29	Other computer programming activities	6219
30	Computer consultancy and computer facilities management activities Details: Computer consultancy and computer systems administration	6220
31	Support activities for inland water transport	5222
32	Retail sale of other new goods (excluding automobiles; motorcycles, motorbikes and spare parts and accessories) Details: Retail sale of maritime paints, lubricants, maritime spare parts and equipment	4773
33	Travel agency activities Details: Travel agency services	7911
34	Other information technology and computer service activities	6290
35	Information technology infrastructure, data processing, hosting and related activities Details: Data processing, leasing and other related activities	6310
36	Wholesale of other construction materials and installation supplies Details: Wholesale of black cement, white cement, clinker	4673
37	Repair and maintenance for other equipment Details: Container repair; Repair of container equipment; Repair of transport equipment	3319
38	Repair and maintenance of transport equipment (excluding automobiles, motorcycles, motorbikes and other motor vehicles) Details: Repair of seagoing vessels	3315
39	Building of ships and floating structures	3011

40	Building of pleasure and sporting boats	3012
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2. The Company's operational target:

a) The Company is established to mobilize and use effectively all capital sources for investments and businesses in maritime services and other fields;

b) To create the stable employment for employees;

c) To building and develop the Company's brand as a leading enterprise in the field of sea transportation services with a stable and sustainable development strategy on the core business foundation of coastal and ocean-going freight services;

d) To maximize profits for the Company and shareholders on the basis of building a compact, efficient, effective management and operating system, applying information technology and advanced management tools and best governance of resources as well as business activities

e) To diversify investment forms and develop new services associated with the Company's core business lines

f) To develop and train highly qualified and specialized maritime human resources to meet the requirements of business development with commensurate remuneration policies

g) To fully execute the obligations to the State, the responsibility of the business to the community and to develop an increasingly stronger Company.

Article 6. Company's business scope and operation

The company is allowed to conduct business activities according to the lines of business specified in this Charter which has been registered, notified of changes in the registered contents with the business registration authority and announced on the Business Registration Portal.

CHAPTER II: CHARTER CAPITAL, SHARES, STOCKS

Article 7. Charter capital

1. The Company's charter capital is 1,400,000,000,000 VND (In words: One thousand four hundred billion dong).

2. Charter capital is accounted in Vietnam Dong (VND).

3. Charter capital is used for the purposes prescribed by law.

4. The Company can increase or decrease its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the

provisions of law.

5. The company may reduce its charter capital in the following cases:

a) According to the decision of the General Meeting of Shareholders, the Company returns a part of the contributed capital to the shareholders in proportion to their ownership in the Company and ensure that all debts and other property obligations are fully paid after they have been returned to shareholders;

b) The Company repurchases the sold shares according to the provisions of Articles 12 and 13 of this Charter.

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

Điều 8. Shares

1. Each share of the Company has a par value of 10,000 VND (*In words: ten thousand VND*).

2. Charter capital of the Company at the time this Charter is ratified by the General Meeting of Shareholders is divided into 140.000.000 shares (*In words: One hundred and forty million shares*)

3. Shares of the Company on the date of ratification of this Charter are common shares

4. The Company may issue preferred shares. Owners of preferred shares are called preferred shareholders

5. Persons entitled to purchase dividend preference shares or redeemable preference shares shall be decided by the General Meeting of Shareholders

6. Each share of the same class confers on the holder of that share equal rights, obligations and benefits

Article 9. Stock certificates

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

2. Stock means securities confirming the lawful rights and interests of the owner to a portion of the Company's share capital. Stocks must contain all of the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submitting a complete application file for transfer of ownership of shares in accordance with the Company's regulations or within two (02) months (or other term according to issued terms) from the date of full payment of shares purchase as stipulated in the Company's share issuance plan, the owner of the shares to be issued with stock certificates. The owner of shares does not have to pay the Company the cost of printing stock certificates.

4. In case the stock certificate is lost, damaged or destroyed in another form,

the owner of such stock is entitled to be re-issued a new stock certificate at his/her request. The request must contain the following:

- a) The information upon the stock which has been lost, damaged or destroyed in another form;
- b) The commitment to be responsible for disputes arising from the re-issuance of new stocks.

For stocks with a total par value of over VND 10,000,000 (In words: Ten million Vietnam dong) which have not been listed or traded on the Stock Exchange, before receiving the request for issuance of new stocks, the Company may require shareholders to post a public notice on the loss, damage or destruction of stock in any other form and after 15 (fifteen) days from the date of posting the announcement., the Company shall receive and consider the application to re-issue new stock for the shareholders.

Article 10. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 11. Offer of share

1. Share offering is an increase in the number of shares or types of shares that are authorized to be offered for sale to increase the Company's charter capital

2. Offerings of shares can be implemented in the following forms:

- a) Offering shares to existing shareholders;
- b) Offering shares privately/ private shares;
- c) Offering shares to the public.

3. The offering of shares of the Company shall comply with the provisions of the Law on Securities.

4. The Company registers to change its charter capital within 10 days from the date of completion of the share sale

Article 12. Redemption of shares at the discretion of the Company

The Company is entitled to repurchase no more than 30% of the total number of sold ordinary shares, part or all of the sold dividend preferred shares in accordance with the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold in every 12 months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.

2. The Board of Directors decides the price of redeemed shares. For ordinary shares, the redemption price is not higher than the market price at the time of redemption, except for the case specified in Clause 3 of this Article.

3. The Company may repurchase shares of each shareholder in proportion to their percentage of shares in the Company according to the following procedure:

a) The decision to repurchase shares of the Company must be notified in such a manner that it is guaranteed to reach all shareholders within 30 days from the date of the approval. The notice must include the name, address of the Head Office of the Company, the total number of shares and types of shares to be redeemed, the redemption value, the procedure and payment term, the procedure and time limit for shareholders to offer their shares to the Company

b) Shareholders agreeing to resell shares must send by registration a written consent to the Company within 30 days from the date of notification. The written consent to sell shares must contain the full name, contact address and number of legal papers of the shareholders for individual shareholders; name, enterprise code or legal document number of the organization and head office address for shareholders being organizations; number of shares owned and number of shares agreed to sell; payment methods; signature of the shareholder or the shareholder's legal representative. The Company only repurchases shares within the above mentioned period.

4. In addition to the above provisions, the Company's repurchase of shares must comply with the provisions of Article 36 of the Law on Securities

5. Conditions for payment and handling of redeemed shares shall comply with Article 134 of the Law on Enterprises

Article 13. Redemption of shares at the request of shareholder

1. Shareholders who have voted not to pass a resolution on the reorganization of the Company or on the changes in the rights and obligations of shareholders specified 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 the request to be bought back by the Company. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the issue specified in this Clause

2. The company must repurchase shares at the request of the shareholders specified in Clause 1 of this Article at market prices within 90 days from the date of receipt of the request. If the price cannot be reached, the parties may request a price appraisal organization. The company introduces at least 03 valuation organizations for shareholders to choose and that selection is the final decision.

3. Conditions for payment and handling of redeemed shares shall comply with the provisions of Article 134 of the Law on Enterprises and Article 36 of the Law on Securities.

Article 14. Transfer of shares and inheritance of shares

1. Shares are freely transferable, except for restricted shares specified in the stock of each respective share and otherwise prescribed by the law.

2. The transfer of stock is carried out in accordance with the Law on Securities and the securities market

3. In case a shareholder being dead, the heir of such shareholder under the will or law becomes a shareholder of the company. In case a shareholder being dead without an heir or the heir refuses to receive the inheritance or is deprived of the right to inherit, the shares of such shareholder shall be settled according to the provisions of Civil Law.

4. Other cases related to the transfer of shares which are not specified in this Article shall be applied as the provisions of Article 127 of the Law on Enterprises and other relevant laws.

5. Unpaid shares are not transferable and do not enjoy such related benefits as the right to receive dividends, the right to receive issued stocks to increase share capital from equity, the right to buy newly offered stock and other benefits as stipulated by law.

Điều 15. Dividend Payment

1. Dividends payment for preferred shares is implemented according to the conditions applicable to each class of preferred shares

2. Dividends paid for ordinary shares are determined based on the net profit realized and the dividend payment deducted from the Company's retained earnings. The Company may only pay dividends of ordinary shares when the following conditions are satisfied:

a) The Company has fulfilled its tax obligations and other financial obligations in accordance with the law;

b) Having set up the Company's funds and covered previous losses in accordance with the law;

c) Immediately after paying all dividends, the Company still ensures to pay all due debts and other property obligations.

3. Dividends can be paid in cash and/or in shares of the Company. If payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by law.

4. Dividends must be paid in full within 6 months from the end of the Annual General Meeting of Shareholders. The Board of Directors shall make a list of shareholders who are entitled to receive dividends, determine the level of dividends to be paid for each share, the time limit and the form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent to shareholders at the address registered in the shareholder registration book at least 15 days before the payment.

5. In case a shareholder transfers his/her shares between the time of closing the list of shareholders and the time of paying dividends, the transferor is the recipient of the dividend from the Company.

6. If the dividends are paid in shares, the Company is not required to carry out the procedures for offering shares as prescribed in Article 11 of this Charter. The company must register to increase its charter capital corresponding to the total par value of shares used to pay dividends within 10 days from the date of completion of dividend payment.

CHAPTER III: ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

SECTION 1: ORGANIZATIONAL STRUCTURE

Article 16. Organizational, management and control structure

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

1. General Meeting of Shareholders;
2. Boards of Directors;
3. Board of Supervisors;
4. General Director.

SECTION 2: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 17. Shareholders' rights

1. Ordinary shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or in other forms prescribed by the Company's Charter or by law. Each common share has one vote.

b) Receive dividends at the rate decided by the General Meeting of Shareholders;

c) Prioritize buying newly offered shares corresponding to the percentage of ordinary shares they own;

d) Freely transfer shares to others, except for the case specified in Clause 1, Article 127 of the Enterprise Law and other relevant laws.;

e) Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request correction of your incorrect information

f) Review, look up, extract or copy the Charter of the company, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) In case the Company dissolves or goes bankrupt, is entitled to receive a part

of the remaining assets corresponding to the share ownership ratio in the Company;

h) Request the Company to redeem their shares in the cases stipulated in Article 129 of the Law on Enterprises;

i) Be treated equally. Each share of the same class gives shareholders equal rights, obligations and interests. In case the Company has types of preferred shares, the rights and obligations attached to these types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders

j) Have full access to periodic and unusual information published by the Company in accordance with the law

k) To have their legitimate rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders holding from 05% of total ordinary shares has the following rights:

a) Request the BOD to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and point c, Clause 4, Article 21 of this Charter.

b) Review, search, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions adopted by the Board of Directors, management and other documents, except documents related to trade secrets, business secrets of the Company

c) Request the Board of Supervisors to examine each specific issue related to the management and operation of the Company when deeming it necessary. The request must be in writing and include full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office, for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole shareholder group and the percentage of ownership in the total number of shares of the Company; the problem to be examined, the purpose of the examination;

d) Proposing issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, his/her number of shares of each type and the issues proposed to be included in the meeting agenda.

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

3. A shareholder or group of shareholders specified in Clause 2 of this Article has the right to request the Board of Directors to convene a meeting of the 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 beyond their assigned authority;

b) Other cases as prescribed by law and this Charter

4. The request to convene a meeting of the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and include the following contents: full name, contact address, nationality, number of legal papers of the shareholders for individual shareholders; name, enterprise code or legal document number of the organization, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the company, foundations and reasons for convening request of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning more than 10% of the total number of ordinary shares have the right to nominate people to the Board of Directors and Board of Supervisors. The nomination is carried out as follows:

a) The ordinary shareholders form a group to nominate people to the Board of Directors and the Board of Supervisors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders.

b) Based on the number of members of the Board of Directors and the Board of Supervisors, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as a candidate/candidates for the positions of members of the Board of Directors and Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, the Board of Supervisors and other shareholders.

The nomination of candidates for the Board of Directors and the Board of Supervisors shall comply with the corresponding provisions in Articles 32 and 48 of this Charter

Article 18. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Make payment for the shares subscribed as prescribed.

2. The capital contributed by ordinary shares must not be withdrawn from the Company in any forms, except shares being repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and property obligations of the Company within the value of the withdrawn shares and the

accompanying damages

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

4. Comply with Resolutions, Decisions of the General Meeting of Shareholders and the BOD

5. Guarantee the confidentiality of information provided by the company in accordance with the provisions of the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals

6. Attend the General Meeting of Shareholders and exercise the voting rights through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize others to attend and vote at the meeting;

c) Attend and vote via online meetings, electronic voting or other electronic forms;

d) Send votes to the meeting via mail, fax, or email.

7. Take personal responsibilities in the name of the Company in any form to perform one of the following acts:

a) Violate law;

b) Conduct the business and other transactions for personal benefits or serving benefits of other individuals;

c) Make undue payment of debts before the financial risk can occur for the company.

8. Blockholders must not take advantage of their advantages to affect the rights and interests of the Company and other shareholders in accordance with the law and this Charter; be obliged to disclose information in accordance with the law;

9. Complete other obligations as prescribed by the current law.

Article 19. The authorized representative of the shareholder being an organization

1. The authorized representative of an organization shareholder must be an individual authorized in writing on behalf of such shareholder to perform the rights and obligations as prescribed in the Law on Enterprises and in this Charter.

2. The appointment of an authorized representative of an organization being a shareholder of the Company shall comply with the following provisions:

a) To be able to authorize 01 authorized representative if owning from 10% to less than 20% of the total number of ordinary shares;

b) To be able to authorize a maximum of 02 authorized representatives if

owning from 20% to less than 30% of the total number of ordinary shares;

c) To be able to authorize a maximum of 03 authorized representatives if owning from 30% to less than 40% of the total number of ordinary shares;

d) To be able to authorize a maximum of 04 authorized representatives if owning from 40% to less than 50% of the total number of ordinary shares;

e) To be able to authorize a maximum of 05 authorized representatives if owning from 50% to less than 60% of the total number of ordinary shares;

f) To be able to authorize a maximum of 06 authorized representatives if owning from 60% to less than 70% of the total number of ordinary shares;

g) To be able to authorize a maximum of 07 authorized representatives if owning from 70% to less than 80% of the total number of ordinary shares;

h) To be able to authorize a maximum of 06 authorized representatives if owning from 60% to less than 70% of the total number of ordinary shares.

2. In case a shareholder is an organization that appoints more than one authorized representative, the specific number of shares for each authorized representative must be specified. In case a shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.

3. The document appointing an authorized representative must be notified to the Company and take effect for the Company only from the date the Company receives the document. This document must contain the following main contents:

a) Name, enterprise code, address of the head office of the shareholder;

b) Number of authorized representatives and respective percentages of share owned by each authorized representative;

c) Full name, contact address, nationality, legal document number of each authorized representative;

d) The corresponding authorization period of each authorized representative in which the date of commencement of representation is clearly stated;

e) Full name, signature of the legal representative of the shareholder and of the authorized representative

5. An authorized representative must meet the following criteria and conditions:

a) Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Without family relationship with the Company's Managers

Article 20. Responsibilities of authorized representatives of shareholders being organizations

1. The authorized representative shall, on behalf of the shareholder, perform the rights and obligations of the shareholder at the General Meeting of Shareholders

in accordance with this Charter. Any restrictions imposed by shareholders on their authorized representatives in the exercise of rights and obligations of the respective shareholders at the General Meeting of Shareholders are not valid for third parties

2. The authorized representative has the responsibility to fully attend all General Meeting of Shareholders; to exercise authorized rights and obligations in an honest, careful and best manner, protecting the legitimate interests of the shareholders who appoint representatives

3. The authorized representative is responsible before the shareholder who appoints the representative for violating the responsibilities specified in this Article. The shareholder appointing a representative is responsible before a third party for any arising liability related to the rights and obligations performed by the authorized representative

Article 21. General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making agency of the Company. The Annual General Meeting of Shareholders must be held once a year and within 04 months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of need, but not more than 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on issues in accordance with the law and the company's charter, especially the adoption of the audited annual financial statements. In case the Company's annual financial statement audit report contains essential exceptions or contrary audit opinions or refusal, the Company must invite a representative of the approved auditing organization who has audited the report to attend the Annual General Meeting of Shareholders and this representative of the above-mentioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders to explain the relevant contents.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors considers it necessary for the benefit of the Company

b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law.

c) At the request of a shareholder or a group of shareholders specified in Clause 2, Article 17 of this Charter; The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or a

written request made in multiple copies with enough signatures of concerned shareholders

- d) At the request of the Board of Supervisors;
- e) Other cases prescribed by law and the company's Charter.

4. To convene the extraordinary General Meeting of Shareholders:

a) The BOD must convene a General Meeting of Shareholders within thirty (30) days from the date of the number of remaining BOD members, BOD's independent member or Supervisors as prescribed at Point b, Clause 3 of this Article 13, or get the requirements prescribed at Points c and d, Clause 3 of this Article;

b) If the BOD fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the following thirty (30) days, the Board of Supervisors must act on behalf of the BOD to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises

c) Where the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Charter within the following thirty (30) days, the shareholders or group of shareholders with as prescribed at Point c, Clause 3 of this Charter shall have the right to act on behalf of the BOD, Board of Supervisors to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises

In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting meetings of the General Meeting of Shareholders shall be reimbursed by the company. These expenses do not include the cost of the shareholders upon attending the General Meeting of Shareholders, including travel and accommodation expenses.

5. Procedure for holding the General Meeting of Shareholders is as prescribed in Clause 2, Article 25 of this Charter

Article 22. Authorities and obligations of the General Meeting of Shareholders

1. Rights and obligations of the General Meeting of Shareholders are as following:

- a) To rectify the development orientation of the Company
- b) To decide on the class of shares and the total number of shares of each class which are entitled to offer for sale; decide the annual dividend rate of each class of shares
- c) To elect or dismiss a member of Board of Directors and Board of

Supervisors;

d) To decide the transaction of investment/sale of the Company's assets which are worth 35% or more of the total value of the Company's assets as stated in the most recent financial statements

e) To supplement and amend the Company Charter;

f) To ratifying the annual financial statement;

g) To buy back more than 10% of a class of shares sold;

h) To inspect and handle the violations of the BOD or Board of Supervisors causing damages to the Company and the shareholders of the Company

i) To reorganize and dissolve the Company;

j) To decide the budget or total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;

k) To approve the internal regulations on corporate governance; Operational regulations of the Board of Directors, Board of Supervisors

l) To approve the list of independent auditing firms; to decide the independent audit firm to inspect the company's operations, dismiss the independent auditor when it is deemed necessary

m) Decide on the issuance of convertible bonds and warrant-linked bonds

n) Other rights and obligations as prescribed by law.

2. General Meeting of Shareholders discuss and approve the followings:

a) Company's annual business plan;

b) Annual audited financial statement;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors

d) Report of the Board of Supervisors on the Company's business outcome, the performance of the Board of Directors, the General Director

e) Report on self-assessment of performance of the Board of Supervisors and members of the Board of Supervisors

f) Dividend level per share of each class;

g) Number of members of Board of Directors, Board of Supervisors

h) Election and dismissal, removal and replacement of members of BOD and the Board of Supervisors;

i) Decision on the budget or total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;

j) Ratification of the list of approved audit firms; decision on the audit firm approved to inspect the Company's activities when it is deemed necessary

- k) Supplementation and amendment of Company Charter ;
- l) Class of share and the number of new shares issued for each class of share;
- m) Division, splitting, consolidation, merger or transformation of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;
- o) Decision on transaction of investment/sale of the Company's assets worth 35% or more of the total value of the Company's assets as stated in the most recent financial statements;
- p) Redemption of more than 10% of a class of shares sold;
- q) The company has signed contracts with the persons specified in Clause 4, Article 56 of this Charter with a value equal to or greater than 35% of the total value of assets of the Company as stated in the most recent financial statements;
- r) Approval of the transactions specified in Clause 4, Article 56 of this Charter
- s) Approval of the internal regulations on corporate governance; Operational regulations of the Board of Directors, Board of Supervisors;
- t) Other issues as prescribed in this Chapter and by law.

3. All resolutions and other issues have been put on the agenda shall be discussed and voted on at the General Meeting of Shareholders

Article 23. Authorization to attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of shareholders means organizations that can directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the prescribed forms as in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the Civil Law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, authorization period, signatures of the authorizing party and the authorized party.

3. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder or representative as authorized by an organization shareholder (if not previously registered with the Company)

4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:

- a) The authorizer has died, has limited civil act capacity or has lost his civil act capacity;
- b) Authorizer has canceled appointment of authorization;
- c) The authorizer has cancelled the competence of the authorized person.

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

Article 24. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when approved by a shareholder representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of the shareholder owning preference shares shall only be passed if the number of preferred shareholders of the same type attending the meeting owns from 75% of the total number of shares. preferred shares of that class or more or approved by preferred shareholders of the same class who own 75% or more of the total number of preferred shares of that class in case of passing a resolution in the form of collecting opinions by document.

2. . The organization of meeting of the shareholders holding one class of preferred shares to approve the change of the above rights is valid only when there are at least two (02) Shareholders (or their authorized representative) and holding at least one-third (1/3) the par value of the issued shares of that class. Where there is no sufficient number of deputies as mentioned above, the meeting shall be held within thirty (30) days later and the shareholders of that class (regardless of the number of people and number of shares) present personally or through authorized representatives are regarded as a sufficient number of delegates required. At the meeting of the shareholders holding the preferred shares mentioned above, the shareholders of that class present personally or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the meetings mentioned above.

3. Procedures for conducting such separate meeting shall be made similar to the provisions in Article 26, 27 and 28 of this Charter.

4. Unless the terms of issue of shares otherwise provided, the special rights attached to the preferred shares to some or all of the issues related to the distribution of profits or assets of the company shall not be changed when the Company issued additional shares of the same class.

Article 25. Convene the General Meeting of Shareholders, the agenda and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes extraordinary General Meeting of Shareholders in the cases specified at Clause 3, Article 21 of this Charter

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the compilation of the list of shareholders entitled to attend, at least 20 days before the last registration date.

b) Prepare the program and content of the conference;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;

e) Determine the time and venue for the meeting;

f) Announce and send notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other works serving the congress.

3. The notice of the General Meeting of Shareholders is sent to all shareholders in a guaranteed way, and is published on the website of the Company and the State Securities Commission and Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the List of shareholders entitled to attend the meeting [twenty-one (21)] days before the opening of the General Meeting of Shareholders (from the date the notice was sent or properly dispatched, paid or placed in the mailbox). The meeting agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting are sent to shareholders or/and posted on the Company's website. In case the document is not attached with the notice of the General Meeting of Shareholders, the notice of invitation must specify the link to the entire meeting document for the shareholders to access, including:

a) Meeting agenda, documents used in the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors and Board of Supervisors;

c) Votes;

d) Draft resolutions for each issue in the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. Recommendations must be in writing and must be sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number of shares of each type of the shareholder, and the issues

proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in clause 4 of this article in any of the following cases:

a) The petition is not sent in accordance with the provisions of Clause 4 of this Article;

b) At the time of petition, the shareholder or group of shareholders does not hold at least [5]% of common shares as prescribed in Clause 2, Article 17 of this Charter

c) The proposed issue does not fall within the deciding competence of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; Proposals are officially added to the agenda and contents 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 attached with the notice of meeting invitation.

Article 26. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of attending shareholders represents at least 50% of the total votes.

2. In case the first meeting does not meet the conditions prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% of the total number of votes or more.

3. In case the second meeting does not meet the conditions prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

Article 27. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. 1. Before opening the meeting, the Company must carry out the procedures for shareholder registration and must register until the shareholders with the right to attend the meeting register all:

a) The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by way of voting for, against, or abstaining. The results of the vote counting shall be announced by the chairperson

immediately prior to the closing of the meeting.

b) Shareholders, authorized representatives of shareholders being organizations or individuals who come after the meeting opened may register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the General Meeting of Shareholders late for registration and the validity of the previously voted contents have not changed.

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

a) The Chairman of the Board of Directors shall act as the chairman or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a chairperson, the head of the Board of Supervisors shall let the General Meeting of Shareholders elect the chairperson of the meeting from among the attendees and the person with the highest votes as the chairman of the meeting.

b) Except for the case specified at Point a of this Clause, the person signing the convening document of the General Meeting of Shareholders shall administer to elect the chairman of the meeting and the person with the highest number of votes shall act as the chairman of the meeting.

c) The chairperson appoints one or more people to act as secretary of the meeting;

d) The General Meeting of Shareholders elects one or several people to the vote counting committee at the proposal of the chairperson of the meeting

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly identify and detail the time for each issue in the agenda

a) Arrange seats at the venue of the General Meeting of Shareholders;

b) Ensuring safety for everyone present at the meeting places;

c) Create conditions for shareholders to attend (or continue attending) the meeting.

The convener of the General Meeting of Shareholders has the right to change the above measures and apply all necessary measures. The measures taken may be the issuance of entrance permits or the use of other options.

4. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted through the forms of voting for, against and abstention. The results of the vote counting are announced by the chairperson right before the meeting's closing

5. Shareholders or authorized persons who arrive after the opening of the

meeting are entitled to register and participate in voting right after registration; In this case, the validity of the previously voted contents will not change

6. The person convening the meeting or chairing the meeting of the General Meeting of Shareholders shall have the following rights:

a) Require all attendees to be subject to an inspection or other reasonable, lawful security measures

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

7. The chairman has the right to postpone the meeting of the General Meeting of Shareholders with enough register-to-attend people for a maximum of no more than 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting location in the following cases:

a) There are not enough convenient seats for all participants at the meeting place;

b) The media at the meeting place does not guarantee shareholders attending the meeting to participate, discuss and vote;

c) There are people attending the meeting to obstruct, disrupt order, and threaten to prevent the meeting from being conducted in a fair and lawful manner;

9. In case the chairman adjourns 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 to run the meeting until the end of the meeting; all resolutions passed at that meeting shall come into force.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or by other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

Article 28. Conditions for the resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following contents shall be passed if it is approved by the number of shareholders representing 65% or more of the total votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 5 of this Charter:

a) Type of shares and total number of shares of each class;

b) Changing industries, professions and business sector;

- c) Changing the company's management structure;
- d) Plan of investment/sale of the Company's assets worth 35% or more of the total value of the Company's assets as stated in the most recent financial statements
- e) Reorganization, dissolution of the Company;
- f) Amendment and supplementation to the Company's Charter.

2. Resolutions are passed when approved by the number of shareholders holding more than 50% of the total votes of all attending shareholders, except for the case specified in Clauses 1, 3, 4 and 5 of this Article

3. Voting to elect members of the Board of Directors and Supervisory Board must be done by cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the Board of Directors or the Board of Supervisors and shareholders have the right to pool all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter is sufficient. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates having the same number of votes or the selection shall be according to the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if approved by the number of shareholders holding more than 50% of the total votes of all voting shareholders.

5. A resolution of the General Meeting of Shareholders on a content that adversely changes the rights and obligations of the shareholder owning preferred shares shall only be passed if the number of preferred shareholders of the same type attending the meeting owns from at least 75% of the total number of preferred shares of that class or approved by preferred shareholders of the same class who own at least 75% of the total number of preferred shares of that class in case of passing a resolution in the form of collecting opinions by document.

6. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are legal and effective even if the order and procedures for convening and approving such resolutions violate regulations of the Law on Enterprises and the Company's Charter.

Article 29. Competence and procedures for collecting written opinions in order to approve a resolution of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to consult shareholders in writing to approve a decision of the General Meeting of Shareholders when it is deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises

2. The Board of Directors must prepare the written vote, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure the submission and disclosure of documents to shareholders within a reasonable time for consideration of voting and must send at least [ten (10)] days before the deadline for receiving written vote forms. Requirements and methods of sending vote and attached documents are complied with Clause 3, Article 25 of this Charter.

3. The written opinion vote must contain the following main particulars:

a) Name, head office address, business identification number;

b) Purpose for collecting opinions;

c) Full name, permanent address, nationality, ID card number, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise ID number or establishment decision, head office address of the shareholder being an organization or full name, permanent address, nationality, citizen ID card number, identity card, Passport or other legal personal certification of the authorized representative of shareholder being an organization; number of shares of each class and number of votes of the shareholder;

d) Issues that need to be consulted to pass a decision;

e) Voting options include for, against, and abstentions on each issue;

f) Deadline for submission to the Company is answered;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can send their answered opinion vote to the Company by mail, fax or email as following regulations:

a) By mail: Answered opinion vote must be signed by individual shareholders, or the authorized or legal representative of shareholders being organizations. The opinion vote sent to the Company must be kept in a sealed envelope and no one is allowed to open before counting votes;

b) By fax or email: The opinion vote sent by fax or email must be kept confidential until the time of counting votes;

c) The opinion forms received by the Company after the deadline specified in the content of the opinion form or opened in the case of mailing or published before the time of counting votes in the case of sending faxes, emails are illegal. The absentee ballot is considered as a vote not participating in the vote.

5. The Board of Directors shall count the votes and make a vote counting minutes in the presence of the Board of Supervisory or of shareholders who do not hold managerial positions in the Company. The vote counting minutes must contain

the following main contents:

- a) Name, head office address, business identification number;
- b) Purpose and issues to be consulted to pass a decision;
- c) Number of shareholders with the total number of votes who have participated in the vote, which distinguishes between the number of valid votes and the number of invalid votes, together with an appendix of the list of shareholders participating in the vote;
- d) Total number of votes for, against, and abstentions on each issue;
- e) The approved issue and the corresponding percentage of approval votes
- f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company and the vote counting supervisor.

Members of the Board of Directors and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly take responsibility for damages arising from decisions adopted by untruthful, inaccurate counting votes.

6. The vote counting minutes must be sent to shareholders within fifteen (15) days from the end of the vote counting. In case the Company has a website, it must send the vote counting minutes for posting on the Company's website within twenty-four (24) hours from the counting date.

7. The Answered opinion vote, approved voting minutes, resolutions and related documents attached to opinion vote must be kept at the Company's head office.

8. The resolutions adopted in the form of written opinion of shareholders must be approved by the number of shareholders representing at least 50% of the total voting shares and have the same value as the resolution passed at the General Meeting of Shareholders.

Article 30. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in another electronic format. The minutes must be made in Vietnamese, can be further made in English and contain the following main contents:

- a) Name, head office address, business identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full name of chairman and secretary;
- e) Summary of the Meeting result and opinions at the General Meeting of Shareholders on each issue in the agenda;
- f) Number of shareholders and total votes of attending shareholders, annex of

list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, agree, disagree and abstentions; The corresponding ratio of the total votes of attending shareholders;

h) The issue passed and the corresponding percentage of passed votes;

i) Full name and signature of chairman and secretary. In case the chairman or secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. Minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The chairman and secretary of the meeting or other persons to sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes

3. The minutes made in Vietnamese and English are equally legal. In case of any discrepancies between the Vietnamese and English versions, the Vietnamese version will prevail.

4. Resolution, Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting with signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of meeting invitation must be disclosed in accordance with the law on

information disclosure on the stock market and must be kept at the head office of the Company.

Article 31. Cancellation request of Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 17 This Charter has the right to request the Court or Arbitrator to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases

1. The order and procedures for convening a meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 6, Article 28 of this Charter.

2. The content of the resolution violates the law or this Charter.

If the decision of the General Meeting of Shareholders is canceled under a

decision of the Court or Arbitration, the person who convenes the meeting of the General Meeting of Shareholders can cancel it may consider reorganizing the General Meeting of Shareholders within thirty (30) days according to the order and procedures prescribed in the Enterprise Law and this Charter.

SECTION 3: BOARD OF DIRECTORS

Article 32. Candidature and nomination of members of the Board of Directors

1. In case the candidate has been identified in advance, information related to the Board of Directors candidates is included in the General Meeting of Shareholders document and announced at least ten (10) days before the opening of the General Meeting of Shareholder on the Company's website so shareholders can find out about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information published and must commit to perform the duties honestly if he/she is elected as a member of Board of Directors. The information relating to the announcement of candidates of the Board of Directors includes the following at least contents:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working history;
- d) Other management titles (including the title in the Board of Directors of other Company);
- e) Interests related to the Company and its related parties (if any);
- f) The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors and other management positions as well as the company-related interests of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders owning: from 10% to less than 20% of the total number of ordinary shares have the right to nominate 01 candidate; from 20% to less than 30% of the total number of ordinary shares have the right to nominate a maximum of 02 candidates; from 30% to less than 40% of the total number of ordinary shares have the right to nominate a maximum of 03 candidates; from 40% to less than 50% of the total number of ordinary shares have the right to nominate a maximum of 04 candidates; from 50% to less than 60% of the total number of ordinary shares have the right to nominate a maximum of 5 candidates; from 60% to less than 70% of the total number of ordinary shares have the right to nominate a maximum of 06 candidates; from 70% to 80% of the total number of ordinary shares have the right to nominate a maximum of 07 candidates; and from 80% to less than 90% of the total number of ordinary shares have the right to nominate a maximum of 08 candidates.

3. In case there are not enough number of candidates to the Board of Directors through nomination, the incumbent Board of Directors, according to provisions of Clause 5, Article 115 of the Law on Enterprises shall nominate additional candidates or organize nominations according to the provisions of the Company's Charter, internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the voting of General Meeting of Shareholders to elect members of the Board of Directors as legally stipulated.

4. Members of the Board of Directors must satisfy the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and Article 34 of this Charter.

Article 33. Composition and tenure of members of the Board of Directors

1. The number of members in the Board of Directors is 07 people, including 01 Chairman.

2. The tenure as 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 can only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive tenures.

3. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the job.

4. The number of non-executive members of the Board of Directors of VIMC must ensure at least one (01) non-executive member, and the total number of independent members of the Board of Directors must ensure at least two (02) independent members.

5. Members of the Board of Directors no longer have the status of members of the Board of Directors in case of being dismissed or replaced by the General Meeting of Shareholders as prescribed in Article 35 of this Charter.

6. The appointment of members of the Board of Directors must be disclosed according to the provisions of the law on securities and securities market.

Article 34. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors should satisfy the following criteria and conditions:

a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business management or in the Company's field or business and not necessarily being a shareholder of the Company

c) A member of the Board of Directors may concurrently be a member of the

Board of Directors of another company

d) Not being a family member of the General Director and other managers of the Company; of the manager, who has the authority to appoint a manager of the parent company.

2. Independent members of the Board of Directors must meet the following criteria and conditions:

a) Not being a person working for the Company, its parent company or its subsidiary; is not a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years.;

b) Not being a person who is receiving salary and remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose spouse, biological father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological brother is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e) Not being a person who used to be a member of the Board of Directors or Board of Supervisors of the Company company at least in the previous 5 consecutive years, except for the case of being appointed for 2 consecutive terms.

3. Independent members of the Board of Directors must notify the Board of Directors that they no longer satisfy the conditions specified in Clause 2 of this Article and naturally cease to be independent members of the Board of Directors from the date they does not meet the criteria and conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional member of the Board of Directors. to add or replace that independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors

Article 35. Resignation, dismissal, replacement and addition of members of the Board of Directors

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

a) Dissatisfy the criteria and conditions as prescribed in Article 34 of this Charter

b) With resignation letter which is approved;

c) Having limited or losing capacity for civil acts or having difficulties in cognition and behavior control.

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

a) Not participating in activities of the Board of Directors for 6 consecutive months, except for force majeure cases;

b) No longer acting as an authorized representative of a shareholder being an organization under the decision of that organization;

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

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismiss or remove members of the Board of Directors, other than the cases specified 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 specified in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

b) The number of independent members of the Board of Directors is reduced, which does not ensure the number as prescribed in Clause 4, Article 33 of this Charter.

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

Article 36. Authorities and obligations of the Board of Directors

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

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

a) Decide on medium-term development strategies, plans and annual business plans;

b) Propose the type of shares and the total number of shares to be offered for sale of each class

c) Decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise more capital in another form;

d) Decide the selling price of shares and bonds of the Company;

e) Decide to repurchase shares as prescribed in Clauses 1 and 2, Article 12 of

this Charter;

- f) Decide on market development, marketing and technology solutions;
- g) Decide on investment plans and investment projects with a value of less than 35% of the total value of assets recorded in the latest financial statement of the Company and the limit as prescribed by law
- h) Decision to sell assets with a value of less than 35% of the total value of assets recorded in the most recent financial statements of the Company
- i) Approve the purchase, sale, loan and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 1, Article 22 of this Charter; Clause 4, Article 56 of this Charter
- j) Electing, dismissing and removing the duties of the Chairman of the Board of Directors; To appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers at the request of the General Director; Determine the salary, remuneration, bonus and other benefits of such managers
- k) Appointing capital representatives of the Company at other enterprises; appointing capital representatives of the Company to join or stand for election as members of the Members' Council or the Board of Directors; appointing persons to stand for election as members of the Supervisory Board or appointing Supervisors at other enterprises; appointing authorized representatives to attend the General Meeting of Shareholders; deciding on the remuneration and other benefits of such persons;
- l) To decide on the appointment or dismissal of Deputy General Director, Chief Accountant and their salary at the proposal of the General Director;
- m) To approve for the General Director to appoint and dismiss the Directors of the Company's branches, Managers of Departments and the equivalent positions;
- n) To supervise and direct the General Director and other managers in operating the daily business of the Company;
- o) To decide to change form and content of the Company's logo;
- p) To decide on the organizational structure of the Company, to decide on the establishment of subsidiaries, branches and representative offices and capital contribution, share buying or selling or capital contributions in other enterprises;
- q) To approve the program, content of documents used in the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass a resolution;
- r) To submit audited annual financial statements to the General Meeting of Shareholders
- s) To propose the level of dividends to be paid; to decide on the time limit and procedures for paying dividends or dealing with losses incurred during the course of

business;

t) To propose the reorganization and dissolution of the Company; the Company's bankruptcy petition;

u) To decide the issuance of the operation regulations of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; to decided to promulgate Regulations on information disclosure of the Company, the internal management regulations at the Company level. To decentralize the General Director to promulgate, amend and supplement internal management regulations and regulations for affiliated units or in each specific field to serve the management of business activities of the Company;

v) Report to the General Meeting of Shareholders at the latest Annual General Meeting of Shareholders the contents approved in the previous General Meeting of Shareholders' resolutions that have not been implemented. In case there is a change in content falling under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation;

w) To submit to the General Meeting of Shareholders to decide on matters falling within the competence of the General Meeting of Shareholders in accordance with the provisions of this Charter and the law;

x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and other provisions of laws;

3. The Board of Directors must report to the General Meeting of Shareholders the performance results of the Board of Directors at the annual General Meeting of Shareholders with the following contents:

a) Remuneration, operation expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 37 of this Charter;

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

c) To report on transactions between the Company, its subsidiaries and companies in which the Company control over 50% of the charter capital with the members of the Board of Directors and their related persons; Transactions between the company and the company in which a member of the Board of Directors is a founding member or a manager of the business during the last 3 years before the time of the transactions;

d) Activities of independent members of the Board of Directors and results of evaluation of independent members of the Board of Directors on the activities of the Board of Directors;

e) Activities of other sub-committees under the Board of Directors (if any);

f) Monitoring results for the General Director;

- g) Monitoring results for the other managerial personnel;
- h) Future plans.

Article 37. Salary, remuneration, bonus and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and reward for members of the Board of Directors according to the business results and efficiency

2. Members of the Board of Directors are entitled to remuneration and bonuses for their work. Remuneration for work is calculated according to the number of working days required to complete the tasks of a member of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the legal regulations on enterprise income tax, shown as a separate section in the Company's annual financial statements and 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 sub-committees of the Board of Directors or performing other jobs which, according to the Board of Directors, are out of the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum remuneration salary, commission, percentage of profit or in other forms at the discretion of the Board of Directors.

5. Members of the Board of Directors have the right to be paid all travel, accommodation, meals and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

6. A member of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and this Charter.

Article 38. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently be the General Director.

3. The Chairman of the Board of Directors has the following authorities and obligations

- a) Prepare agenda and plan of activities of the Board of Directors;
- b) Prepare agenda, content and documents for the meeting; convene, preside over and act as chairman of the Board of Directors meeting;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervision of the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e) Chairman of the General Meeting of Shareholders;
- f) On behalf of the Board of Directors to sign decisions and resolutions of the Board of Directors; sign other documents to handle the work under the authority and obligations of the Board of Directors;
- g) Ensure members of the Board of Directors receive complete, objective and accurate information and have enough time to discuss issues that must be considered by the Board of Directors;
- h) Preparation of working plans and assign tasks to members of the Board of Directors. The content of specific assignment of each member must be presented in writing and signed by the Chairman of the Board of Directors;
- i) Supervision of the members of the Board of Directors in performing their assigned tasks;
- j) The rights and obligations of the legal representative are specified in Clauses 2 and 3, Article 3 of the Company Charter;
- k) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case 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 being dismissed or removed from office.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman. In the event that no person is authorized or the Chairperson dies, is missing, is detained, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or a compulsory educational establishment, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognizing or controlling his/her acts, or is banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors under the principle of a majority of the remaining members voting in favor until a new decision is issued by the Board of Directors.

6. When deeming it necessary, the Board of Directors shall decide to appoint

the Secretary of the Company. The Company Secretary has the following rights and obligations:

- a) Support in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Support members of the Board of Directors in exercising their assigned rights and obligations;
- c) Support the Board of Directors in applying and implementing corporate governance principles;
- d) Support the Company in building shareholder relations and protect the legitimate rights and interests of shareholders; Comply with the obligations to provide information, publicize information and administrative procedures;
- e) Other rights and obligations as in the Company's Charter.

Article 39. Meetings 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 seven (07) working days from the date of ending the election. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members vote on the principle of majority to select one (1) of them to convene a meeting of the Board of Directors;

2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings;

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

a) At the request of the Board of Supervisors or the independent member of the Board of Directors

b) At the request of the General Director or at least 05 other managerial personnel;

c) At the proposal of at least 02 members of the Board of Directors;

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request mentioned in Clause 3 of this Article. In case of not convening the meeting at the request, the Chairman of the Board of Directors must be responsible for the damage occurred to the Company; The persons who propose to hold the meeting mentioned in Clause 3 of this Article have the right to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of invitation to the meeting at least five (05) working days before the meeting date. The notice of meeting invitation must specify the time and place of the meeting, the agenda, the issues to be discussed and approved. There must be documents used at the meeting and the member's vote enclosed with the meeting invitation notice;

The notice of the meeting may be sent by mail, fax, email, electronic means or other means, but must ensure the contact address of each member of the Board of Directors and the Board of Supervisors registered at the Company

7. The Chairman of the Board of Directors or the convenor shall send the notice of meeting invitation and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors;

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote;

8. A meeting of the Board of Directors is conducted when at least 3/4 of the total number of members attend the meeting. In case there are not enough members to attend the meeting convened as prescribed in this Clause, the meeting may be convened the second time within 03 days from the intended date of the first meeting. In this case, the meeting will be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.

A meeting of the Board of Directors may be held in the form of an online conference in the event that, for objective reasons, all or some members of the Board of Directors cannot attend the meeting in person as specified in Clause 1 of this Article, provided that all members participating in the online meeting can:

- a) Hear each member of the Board of Directors speaking at the meeting;
- b) Speaking to all other attending members at the same time.

Discussions between members may be carried out directly by telephone or by other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered to be "present" at that meeting. The meeting venue held according to this regulation is the place where the largest number of members of the Board of Directors or the meeting venue is present.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, e-voting or other electronic means;
- d) Send votes to the meeting via mail, fax, or email.

10. In case of sending votes to the meeting via mail, the votes must be kept in

a tight envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Votes can only be opened in the presence of all participants.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 40. Minutes of the Board of Directors' meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, written and stored in other electronic forms. Minutes must be made in Vietnamese and may additionally be made in English and contain the following principal contents:

- a) Name, head office address, business code;
- b) Time and place of the meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person to attend the meeting and how to attend the meeting; full name of the members who do not attend the meeting and the reason;
- e) Issues discussed and voted on at the meeting;
- d) Summarize the opinions of each member attending the meeting in the order of events of the meeting;
- f) Voting results specifying members who agree, disagree and abstain;
- g) The issue has been passed and the corresponding percentage of votes passed;
- h) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. This minutes shall still take effect in the case the chairperson or the minutes-recorder refuses to sign in the meeting minutes but all other members of the Board of Directors attending the meeting sign and the minutes have all the contents as prescribed at Points a, b, c, d, e, f, g, h, Clause 1 of this Article. The minutes of the meeting should clearly state that the chairperson and the minutes-recorder refuse to sign in the minutes of the meeting. The person signing the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes are personally responsible for the damage caused to the enterprise due to the refusal to sign in the minutes of the meeting in accordance with the law and the

Company's Charter.

3. The chairperson, the person recording the minutes and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at the head office of the Company

5. Minutes made in Vietnamese and English have equal effect. In case there is a difference in the content of the Vietnamese and English minutes, the contents of the Vietnamese minutes 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 and such minutes are authentic evidence of the work carried out in the meeting unless there are objections on the contents of the minutes within 10 days from the date of sending. The minutes must bear the signatures of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

Article 41. Right to be provided information of members of the Board of Directors

1. A member of the Board of Directors has the right to request the business executives to provide information and documents on the financial situation and business activities of the Company and of the units in the Company.

2. Enterprise executives are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

Article 42. Subcommittees under the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, personnel, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attending and voting are passed at the meeting of the subcommittee being a member of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of the sub-committees directly under the Board of Directors, must be consistent with current legal provisions and provisions of the Company's Charter or Internal Regulations.

Article 43. Person in charge of company management

1. The Board of Directors appoints at least one (01) person in charge of corporate governance to support the company's corporate governance effectively. The person in charge of corporate governance may concurrently act as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

The Board of Directors may remove or dismiss the person in charge of

corporate governance when necessary, but not contrary to current labor laws.

2. The person in charge of company management does not concurrently work for an independent auditing company that is auditing the Company's financial statements.

3. The person in charge of company management has the following rights and obligations:

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Board of Supervisory and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advise on procedures of meetings;

d) Attend meetings;

e) Advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f) Provide financial information, a copy of the meeting minutes of Board of Directors and other information for members of the Board of Directors and Supervisors;

g) Monitoring and reporting to the Board of Directors on the information disclosure activities of the company;

h) Act as a point of contact with interested parties;

i) Keep confidentiality of information in accordance with the law and the company's charter;

j) Other rights and obligations as prescribed by law and the Company's Charter .

SECTION 4: GENERAL DIRECTOR AND OTHER MANAGERS

Article 44. Organization of management apparatus

The Company's management system must ensure the management apparatus be responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business activities of the Company. The company has one (01) General Director, Deputy General Directors, 01 Chief Accountant and other managers appointed by the Board of Directors. The appointment, removal and dismissal from office of the titles mentioned above must be approved through resolutions of the Board of Directors.

Article 45. Company's Executives

1. Executives of the Company include the General Director, Deputy General Director, Chief Accountant.

2. At the request of the General Director and with the approval from the Board of Directors, the Company may recruit other executives with the number and standards suitable to the Company's management structure and regulations governed by the Board of Directors. Enterprise executives must be diligent in assisting the Company to achieve its operational and organizational goals

3. The salary and bonus of the General Director is decided by the Board of Directors

4. The salaries of the executives are included in the Company's business expenses in accordance with the legal regulations on corporate income tax, shown as a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 46. Appointment, dismissal, obligations and authorities of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

2. The General Director is the person who runs the daily business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and before the law for the performance of assigned authorities and obligations;

3. The term of the General Director shall not exceed 5 years and the position may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and Article 47 of this Charter.

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

a) To exercise the rights and perform the obligations of the legal representative of the Company, except for the case specified in Clause 2, Article 3 of this Charter;

b) To decide on issues related to the daily business of the Company that are not under the authority of the Board of Directors, except in cases he is no longer qualified to be the legal representative of the Company;

c) To organize the implementation of resolutions and decisions of the Board of Directors

d) To organize the implementation of the Company's business and investment plan;

e) To propose to the Board of Directors on the organizational structure plan, internal management regulations of the Company;

f) To appoint, dismiss and remove managerial positions in the Company, except for those under the authority of the Board of Directors;

g) To appoint, dismiss and remove the titles of Directors of branches, department managers and equivalent positions after being approved by the Board of

Directors;

h) To decide salary and other benefits for employees in the Company and managers under the assigned authority of the General Director;

i) To recruit labor;

j) Proposing a plan to pay dividends or deal with business losses;

k) To request the Board of Directors to appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in the other companies in which the Company has contributed capital; to determine the remuneration and other benefits of such persons

l) To submit to the Board of Directors for approval the annual labor use plan;

m) To sign contracts of purchase, sale and loan and other transactions related to the Company's daily business, except for contracts and transactions that must be approved by the Board of Directors;

n) Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, labor contracts signed with the Company.

5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to them when required.

6. The General Director must manage the daily business of the Company in accordance with the law, this Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case the direction is contrary to the provisions of this Clause and causes damage to the Company, the General Director must be responsible before the law and compensate the Company for any damage.

7. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting right attending the meeting approve and appoint a new General Director. During the implementation of this procedure for appointing the new General Director, the Board of Directors shall decide on the assignment of another enterprise manager/operator to perform the rights and obligations of the General Director and the legal representative of the Company.

8. The authorization of the General Director

a) The General Director may authorize or delegate Deputy General Directors or other persons to handle a number of Company affairs on his behalf and take responsibility before law for his authorization and delegation.

b) The person who is authorized, authorized by the General Director must take legal responsibility to the General Director and the law for his works.

c) All authorizations and authorizations related to the Company's seal must be

made in writing.

Article 47. Criteria and conditions for being a General Director

1. The General Director must meet the following criteria and conditions:

a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Not being a family member of the Company's Managers, the Supervisor of the Company and the parent company; the representative of the state capital, the representative of the enterprise's capital at the Company and the parent company;

c) Having professional qualifications and experience in business administration of the Company

2. The current General Director is naturally disqualified, to be replaced in the following cases:

a) Loss of capacity for civil acts, death;

b) Violation of the legal provisions on cases of not being allowed to hold positions;

c) When the Court decides to expel from the territory of Vietnam;

d) When the company has its establishment and operation license revoked;

3) The current General Director is dismissed, removed in the following cases:

a) Limited capacity for civil acts;

b) Failure to meet the criteria and conditions specified in Clause 1 of this Article;

c) Submission of resignation letter (clearly stating the reason for resignation) to the Board of Directors and Board of Supervisors of the Company at least 45 days before stopping performing their obligations and authorities.

d) At the decision of the Board of Directors;

e) Other cases according to current law provisions.

SECTION 5: BOARD OF SUPERVISORS

Article 48. Candidacy and nomination as a members of the Board of Supervisors

1. In case a candidate for the Board of Supervisors has been identified in advance, the Company must disclose information related to the candidate at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The candidate must have a written commitment to the truthfulness and

accuracy of the personal information disclosed and commit to perform their duties honestly, carefully and for the highest benefit of the Company if elected. Information related to the candidate to be published includes the following minimum contents:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working history;
- d) Other management titles (including the titles in Board of Directors, Board of Supervisors of other companies);
- e) Interests related to the Company and its related parties;
- f) The Company must be responsible for disclosing information about the companies where the candidate is the member of the Board of Directors, or Board of Supervisors, other management positions and interests related to the company of the candidate (if any).

2. Shareholders or groups of shareholders: holding from 10% to less than 30% of the total number of ordinary shares have the right to nominate 01 candidate; holding from 30% to less than 50% of the total number of ordinary shares has the right to nominate a maximum of 02 candidates; holding from 50% to less than 70% of the total number of ordinary shares has the right to nominate a maximum of 03 candidates; owning from 70% to less than 90% of the total number of ordinary shares has the right to nominate a maximum of 04 candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not enough, the incumbent Supervisory Board may nominate additional candidates or organize the nomination according to the mechanism specified in the Internal Regulations and Operational Regulations of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before electing members for the Board of Supervisors in accordance with the law.

Article 49. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is three (03) people. The term of the Board of Supervisors shall not exceed 5 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the following standards and conditions:

- a) Not in the subjects specified in Clause 2, Article 17 of this Law
- b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major relevant to the business activities of the enterprise;
- c) Not being a family member of a member of the Board of Directors or the General Director and other Managers

d) Not a company manager; not necessarily shareholders or employees of the Company;

e) Not a family member of the managers of the parent company; the representative of the capital portion of the enterprise, the representative of the state capital portion at the parent company and at the Company;

f) Not working in accounting and finance department of the company;

g) Not being a member or employee of an independent auditing company that audits the financial statements of the company in the previous three (03) years.

3. Supervisors are dismissed in the following cases:

a) No longer meeting the criteria and conditions to act as prescribed in Clause 2 of this Charter;

b) Have submitted resignation letter and been approved.

4) Supervisors are removed in the following cases:

a) Failure to complete the task assigned;

b) Failure to perform his/her authorities and obligations for 6 consecutive months, except in case of force majeure;

c) Serious or repeated violations of obligations of Supervisor prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases as prescribed by Resolutions of the General Meeting of Shareholders and legal regulations.

5. In case the terms of several members of the Board of Supervisors end at the same time and the members of the Board of Supervisors for the new term have not been elected, the members of the Board whose term has expired will continue to perform his/her authorities and obligations until the new members are elected and take on duties.

Article 50. The Head of Board of Supervisors

1. The Head of the Board of Supervisors is elected from among the members of Board; the election, dismissal and removal from office is on the principle of majority. More than half of the members of the Board must permanently reside in Vietnam. The Head of the Board of Supervisors must have at least university degree majoring in economics, finance, accounting, auditing, law, business administration or in a major related to the Company's business activities

2. Authorities and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 51. Authorities and Obligations of the Board of Supervisors

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

2. Check the reasonableness, lawfulness, honesty and prudence in the management and administration of business activities; systematicity, consistency and appropriateness of accounting, statistical and financial reporting.

3. Appraise the completeness, legitimacy and truthfulness of the Company's report on business status, annual and 6-month financial statements, report on management evaluation of the Board of Directors and submit the report to the Board of Directors for approval at the annual General Meeting of Shareholders. Review contracts and transactions with related people under the authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Directors or the General Meeting of Shareholders.

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

5. Review the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when it is deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of the shareholders or groups of shareholders specified in Clause 2, Article 17 of this Charter

6. Upon request of a shareholder or a group of shareholders specified in Clause 2, Article 17 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the receipt date of the request. Within 15 days from the date of completion of the inspection, the Board must report on the issues requested to be inspected to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors specified in this Clause must not interfere with the normal operation of the Board of Directors, nor disrupt the business operations of the Company

7. Propose measures to the Board of Directors or the General Meeting of Shareholders to amend, supplement and improve the organizational structure of management, supervision and administration of the company's business activities.

8. Immediately notify in writing when detecting a member of the Board of Directors or the General Director violate the provisions of Article 54 of this Charter to the Board of Directors and request the violator to stop the violations and have solutions to overcome 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. Use independent consultants, internal audit section of the Company to perform assigned tasks.

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

12. Recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's financial statements; decide on an approved audit organization to inspect the Company's operations, dismiss the approved auditor when deeming it necessary.

13. Be accountable to shareholders for their supervisory activities.

14. Supervise the financial situation of the Company, the compliance with the law of the members of the Board of Directors, the General Director and other Managers

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

16. In case of detecting violations of the law or this Charter by members of the Board of Directors, General Director and other executives of the Company, the Board of Supervisors must notify in writing the Board of Directors within 48 hours, request the violator to stop the violation and take remedial measures

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

18. Have the right to get access to files and documents of the Company kept at the Head office, branches and other locations; have the right to access the workplace of managers and employees of the Company 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 fully, accurately and promptly information and documents on the management, administration and operation of the Company's business.

20. Report of the Board of Supervisors at the annual General Meeting of Shareholders on the Company's business results, the performance of the Board of Directors, the General Director and the self-assessment report on the performance of the Board of Supervisors. Supervisors and members of the Board of Supervisors must ensure the following:

a) Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board as prescribed in Article 53 of this Charter;

b) Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board;

c) Results of monitoring the Company's operational and financial situation;

d) Evaluation report on transactions between the Company, its subsidiaries, companies in which the Company holds over 50% of charter capital and members of the Board of Directors, General Director, other executives of the Company and their related persons; Transactions between the Company and the enterprises in which

members of the Board of Directors, General Director, other executives of the Company are founding members or managers of the enterprise during the last 3 years before the date of transaction;

e) Monitoring results for the Board of Directors, General Director and other executives of the Company

f) Evaluation results of the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.

21. To be entitled to information provision as prescribed in Article 171 of the Enterprise Law.

22. Other rights and obligations as prescribed by the Law on Enterprises, this Charter and the resolution of the General Meeting of Shareholders

Article 52. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 (two) times a year, the number of members attending the meeting is at least 2/3 (two third) of the members of the Board. Minutes of the meeting must be made in detail and clear. The person recording the minutes and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The meeting minutes of the Board must be filed accordingly in order to determine the responsibilities of each member of the Board.

2. The Supervisory Board has the right to request members of the Board of Directors, General Director and representatives of the approved audit organization(s) to attend and answer questions that need clarifying.

Article 53. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors are entitled to salary, remuneration, bonus and other benefits at the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus and other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Supervisory Board are paid for meals, accommodation, transportation and expenses for using independent consulting services at a reasonable cost. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the legal regulations on corporate income tax and other relevant legal stipulations and must be set as a separate item in the Company's annual financial statements.

SECTION 6: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, the Board of Supervisors, the General Director and other executives are responsible for performing their duties, including those as being members of the subcommittees of the Board of Directors, in an honest and careful manner for the benefit of the Company.

Article 54. Responsibilities of the Company's Manager(s)

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

a) To perform assigned authorities and obligations in accordance with the Law on Enterprises, other relevant laws, this Charter, and resolutions of the General Meeting of Shareholders;

b) To perform the assigned authorities and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company;

c) To be loyal to the interests of the Company and shareholders; not abuse their position and rank to use information, know-how, business opportunities and other assets of the Company for personal gain or for the benefit of other organizations or individuals.

d) To promptly, fully and accurately notify the Company of the contents specified in Clause 2, Article 57 of this Charter

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

a) To perform their duties honestly and carefully for the best interests of shareholders and the Company;

b) Attend all meetings of the Board of Directors and have opinions on the issues raised for discussion;

c) Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;

d) Report to the Board of Directors at the latest meeting the transactions between the Company, its subsidiaries, the company in which the public company holds control over 50% or more of the charter capital, and the members of the Board of Directors and related persons of those members; Transactions between the Company and the company in which a member of the Board of Directors is a founding member or a manager of the enterprise during the last 3 years before the time of the transaction;

e) Disclosure of information when trading the Company shares in compliance with the law.

3. Members of the Board of Directors, General Director and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for the lost benefits, returning benefits received and making full compensation for damages occurring to the Company and third parties

Article 55. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Board of Supervisors, General Director and other executives must disclose related interests in accordance with Article 57 of this Charter and other legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these members can only use the 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, or companies in which the Company controls over 50% of the charter capital, and such persons themselves or their related persons in accordance with the laws. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the regulations of securities laws on information disclosure.

4. A member of the Board of Directors may not vote on a transaction that benefits such member or his/her related person in accordance with the Law on Enterprises.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others' internal information to carry out related business transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, General Director, other executives and individuals and organizations related to them are not invalidated in the transaction in the following cases:

a) For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisor, the General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without interest involved;

b) For a transaction with a value greater than 35% or a transaction that results in a value arising within 12 months from the date of the first transaction with a value of at least 35% of the total asset value recorded in the latest financial statement, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders with

no related interests.

Article 56. Transactions with shareholders, business managers and related people of these subjects

1. The Company is not allowed to provide loans or guarantees to individual shareholders and their related persons being individuals.

2. The Company is not allowed to provide loans or guarantees to shareholders being organization and their related persons being individuals

3. The Company is not permitted to provide loans or guarantees to shareholders' related one as organization, unless the Company and the mentioned organization are companies operating in groups of companies, which includes the relation of parent - subsidiary company and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter and otherwise provided for by law.

4. The Company can only perform the following transactions when approved by the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director who are not shareholders and related individuals and organizations of these subjects;

The granting loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, the General Director of which the Company and that organization are companies operating under a group of companies, including the parent company - subsidiary company must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter;

b) Transactions with a value of at least 35% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction of at least 35% of the total value of assets listed in the latest financial statement between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director and related persons of these entities;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;

- Enterprises that members of the Board of Directors, members of the Board of Supervisors and the General Director must declare according to the provisions of Clause 2, Article 57 of this Charter;

c) Contracts or transactions of loan and selling assets of value greater than 10% of the total value of assets recorded in the latest financial statement between the Company and a shareholder or a related person of that shareholder owning from 51% of the total number of voting shares.

5. The Board of Directors approves the contracts and transactions between the

Company and one of the entities specified at Point c, Clause 4 of this Article with a value of less than 35% of the total value of assets recorded in the latest financial statements of the Company, except for the contracts and transactions specified at Point c, Clause 4 of this Article. In this case, the representative of the Company who signs the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors about the subjects related to such contract or transaction which must be enclosed with the draft contract or the main content of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Directors who have interests related to contracts and transactions shall not have voting rights

6. Contracts or transactions are invalidated under court decisions and handled in accordance with law when they are signed in contravention of this Article; The contract signator, transaction, shareholder, member of the Board of Directors or the General Director concerned must jointly compensate for any damage incurred, return to the Company the profit earned from the performance of that contract or transaction.

7. The company must publicize relevant contracts and transactions in accordance with relevant laws.

Article 57. Disclosure of relevant interests

The disclosure of interests and related persons of the company shall comply with the following provisions:

1. The Company must gather and update the list of related persons of the Company according to the provisions of Clause 46, Article 4 of the Law on Securities and their respective contracts and transactions with the Company;

2. Members of the Board of Directors, Supervisors, General Director and other managers of the Company must declare to the Company about their related interests, including:

a) Name, enterprise identification number, Head office address, business lines of the enterprises in which they own contributed capital or shares; rate and time of ownership, ownership of such contributed capital or shares;

b) Name, enterprise identification number, head office address, line of business of the enterprises in which their related persons own, jointly or separately own a contributed capital or shares of more than 10% of the charter capital;

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

4. The keeping, publicizing, reviewing, extracting and copying the list of related persons and related interests declared in Clauses 1 and 2 of this Article shall be done as follows:

a) The company must notify the list of related people and related interests to the General Meeting of Shareholders at the annual meeting.;

b) The list of related people and related interests is kept at the Head office of the Company; In case of necessity, part or all of the content of the above list can be kept at the branches of the Company;

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

d) The company must create conditions for the persons specified at point c of this Clause to access, review, extract and copy the list of related people and related interests in the fastest and most convenient way; must not prevent or cause difficulties for them in exercising this right. The order and procedures for reviewing, extracting and copying declarations of related persons and related interests shall comply with the provisions of the Company.

5. Members of the Board of Directors, the General Director, in their personal name or in the name of another person to perform work in any form within the scope of the Company's business, must explain the nature and content of the Company's business activities before the Board of Directors, the Board of Supervisors and the work shall only be carried out when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income from such activities shall belong to the Company.

Article 58. Information disclosure

1. The company must send the annual financial statements approved by the General Meeting of Shareholders to the competent government agency in accordance with the legal regulations on accounting and other relevant laws.

2. The company publishes on its website the following information:

a) Company's Charter;

b) Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors, General Director of the Company;

c) The annual financial statement approved by the General Meeting of Shareholders;

d) Annual evaluation report on the performance of the Board of Directors and Board of Supervisors;

đ) Documents of the Annual General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

3. The Company discloses and publicize information in accordance with the Law on Securities.

Article 59. Right to initiate lawsuits against members of the Board of Directors, the General Director

1. Shareholders or groups of shareholders owning at least 01% of the total number of ordinary shares have the right to sue on their own or on behalf of the

Company for personal liability and joint liability against the members of the Board of Directors, the General Director to claim the return of benefits or compensation for the Company or others in the following cases:

a) Violation of responsibilities of the Company's manager as prescribed in Article 54 of the Company's Charter;

b) Failure to perform or perform in an incomplete, improper or contrary manner to the provisions of law or the Company's Charter, resolutions and decisions of the Board of Directors regarding the authorities and obligations assigned to them;

c) Abuse of position, rank and use of information, know-how, business opportunities and other assets of the Company for personal gain or for the benefit of other organizations or individuals;

d) Other cases as prescribed by law.

2. The order and procedures for initiating lawsuits should comply with the provisions of the Civil Law. The cost of filing a lawsuit in case a shareholder or a group of shareholders sues on behalf of the Company is included in the company's expenses, unless it is denied.

3. Shareholders and groups of shareholders as prescribed in this Article have the right to consider, search and extract necessary information according to decisions from courts or arbitrators before or during the course of lawsuits.

Article 60. Responsibility for damages and compensation

1. Members of the Board of Directors, Board of Supervisors, General Director and other executives who violate their obligations, responsibilities honestly and prudently, do not fulfill their obligations with diligence and professional competence shall be liable for damages caused by their violations.

2. The Company compensates those who have, are, or may become a party to complaints, lawsuits, or legal proceedings (including civil, administrative and non-corporate proceedings) if that person has been or is currently a member of the Board of Directors, Board of Supervisors, General Director, other executives, employees or representatives authorized by the Company or that person has or is currently doing at the request of the Company as a member of the Board of Directors, business executives, employees or authorized representatives of the Company provided that such person acted honestly, prudently and diligently because benefit or not conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence to certify that the person has violated his responsibilities.

3. When performing functions, tasks or performing tasks authorized by the Company, members of the Board of Directors, Board of Supervisors, other executives, employees or authorized representatives of the Company, the Company shall pay compensation when it becomes a related party in the cases of complaints, lawsuits and lawsuits (except for cases which are filed by the Company) in the following cases:

a) Acted honestly, prudently and diligently for the sake of the Company and

does not conflict with the interests of the Company;

b) Compliance with the law and no evidence confirming the failure of their responsibilities.

4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, payable amounts that are actually incurred or considered reasonable when settling those. This case is allowed by law. The company may purchase insurance for these people to avoid the above liability.

SECTION 7: RIGHT TO INVESTIGATE COMPANY DOCUMENTS

Article 61. Right to investigate company documents

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Common shareholders have the right to review, look up and extract information about names and contact addresses in the list of voting shareholders; request correction of his incorrect information; review, look up, 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 05% or more of the total number of ordinary shares have the right to review, look up and make extracts of the minutes and resolutions and decisions of the Board of Directors, and the mid- year annually financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except documents related to business secrets of the Company.

2. If the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the authorization letter of the shareholder and the group of shareholders he represents or a notarized copy of the authorization letter must be attached.

3. Members of the Board of Directors, Board of Supervisors, General Director and other executives have the right to check the Company's shareholder register, the list of shareholders and other books and records of the Company for the purposes in relation to his/her position provided that this information is kept confidential.

4. The Company must keep this Charter and its amendments, Business Registration Certificate, regulations, documents proving property ownership, 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 Board of Supervisors, annual financial statements, accounting books and other documents as required by law at the Company's Head office or another place provided that shareholders and the business registration office be informed of the location where such documents are stored.

5. The company's charter must be published on the website of the Company.

SECTION 8: EMPLOYEES AND TRADE UNION

Article 62. Employees and political organizations, socio-political organizations, employee representative organizations at grassroots in the Company

1. The General Director must make a plan for the Board of Directors to approve issues related to recruitment, resignation, wages, social insurance, welfare, commendation and discipline with employees and business executives.

2. The General Director must make a plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, and rules and policies specified in this Charter, the Company's regulations and applicable laws.

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

4. The Company has the obligation to respect and must not obstruct or cause difficulties in the establishment of political organizations, socio-political organizations and employee representative organizations at the grassroots in the Company; must not obstruct or cause difficulties for employees to participate in activities in these organizations.

CHAPTER IV: MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL IN OTHER ENTERPRISES

Article 63. Managing the Company's investment capital in other enterprises

1. The rights and obligations of the Company towards its subsidiaries and affiliated companies shall be exercised in accordance with the Law on Enterprises, this Charter, and current regulations of the State.

2. The Company authorizes the capital representatives to directly manage, on the Company's behalf, the Company's investments in its subsidiaries and affiliated companies. The rights and obligations of the capital representatives at such subsidiaries and affiliated companies are stipulated in the internal management regulations issued by the Board of Directors.

Article 64. The relationship between the Company and the one-member limited liability company

The Board of Directors shall exercise the authorities, responsibilities and obligations of the owner for a one-member limited liability company in which 100% of the charter capital is held by the Company in accordance with the Law on Enterprises and the Company's Charter approved by the Board of Directors.

Article 65. Relationship between the Company and Joint Stock companies, limited liability companies with two or more members

1. Enterprises with investment capital of the Company are established, organized and operate in accordance with the Law on Enterprises, relevant provisions of law and the charter of such enterprise.

2. The company performs the authorities and obligations of shareholders or members, joint venture parties in accordance with the law and the charter of such enterprise.

3. The company manages investment capital through an authorized representative at that enterprise.

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

5. The Board of Directors requests the authorized representative to perform the tasks specified in the Enterprise Law and the Company's internal management regulations.

CHAPTER V: COMPANY FINANCE

SECTION 1: DISTRIBUTION OF PROFITS

Article 66. Distribution of profits

1. The General Meeting of Shareholders decides the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.

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

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors is the agency to enforce this decision.

4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnam dong. The payment can be made directly or through banks on the basis of the details of bank accounts provided by shareholders. In case the Company has transferred according to the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be responsible for the amount of money transferred by the shareholder to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be made via securities companies or Vietnam Securities Depository Centers/Vietnam Securities Depository and Clearing Corporation

5. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors passed the resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as a shareholder or owner of other securities are entitled to receive dividends, interest rates, profit distribution, shares, notices or

other documents.

6. Other issues related to profit distribution comply with the law.

SECTION 2: BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 67. Bank account

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Upon the approval of the competent authority, in case of necessity, the Company may open a bank account in a foreign country in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 68. Fiscal Year

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

Article 69. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or specific accounting regime promulgated by other competent agencies approved by the competent authority.

2. The company makes accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, up to date, systematic and sufficient to prove and explain the Company's transactions.

3. The accounting currency is Vietnam dong. In case the Company has economic transactions mainly arising in a foreign currency, it is allowed to select such foreign currency as the accounting currency, the Company is responsible for that selection before law and notifying the direct tax administration authority.

SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS, RESPONSIBILITY ON INFORMATION DISCLOSURE

Article 70. Annual, six month and quarter financial statements

1. The company must prepare the annual financial statements which must be audited in accordance with the law. The company publishes audited annual financial statements in accordance with the law on disclosure of information on the stock market and submits it to competent state agencies.

2. The annual financial statement must include a report on business results that truthfully and objectively reflect the situation of profit and loss of the Company in the fiscal year, a balance sheet reflected honest and objective situation of the Company's operations.

3. The Company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission, Stock Exchange and submit to competent state agencies.

Article 71. Annual report

The Company must prepare and publish the Annual Report in accordance with the law on securities and securities market.

SECTION 4: COMPANY AUDIT

Article 72. Audit

1. The General Meeting of Shareholders appoints an independent auditing company or through the list of independent auditing firms and authorizes the Board of Directors to decide to select these units to carry out auditing activities of the Company for the next financial year based on terms and conditions agreed with the Board of Directors. The company must prepare and send annual financial statements to the independent auditing company after the end of the fiscal year.

2. The audit report is attached to the annual financial statement of the Company.

3. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and speak at the meeting on issues related to the audit of the Company's financial statements.

SECTION 5: COMPANY SEAL

Article 73. Company's seal

1. A seal means a seal made at a seal engraving establishment or a seal in the form of digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, its branches, representative offices and other units.

3. Board of Directors, General Director, Board of Supervisors and individuals using and managing the seal in accordance with current law.

SECTION 6: DISSOLUTION OF THE COMPANY

Article 74. Dissolution of the Company

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

- a) Under a decision of the General Meeting of Shareholders;
- b) Revocation of enterprise registration certificate, unless otherwise provided by the Tax Administration Law;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before expiration time (including extended term) is decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 75. Liquidation

1. After the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among employees of the Company or independent experts. All expenses related to liquidation are prioritized to be paid by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Committee on behalf of the Company in all work related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation expenses;
- b) Salary debts, severance pay, social insurance and other benefits of employees under collective labor agreements and signed labor contracts;
- c) Tax debt;
- d) Other debts of the Company;
- e) The rest after payment of all debts from (a) to (d) above is divided among shareholders. Preferred shares are paid first.

SECTION 7: INTERNAL DISPUTE SETTLEMENT

Article 76. Resolving internal disputes

1. In case of any dispute or complaint related to the Company's operations, the rights and obligations of shareholders are prescribed in the Enterprise Law, other legal provisions, the company's charter and the provisions between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives;

Stakeholders try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party can request to appoint an independent expert to mediate the dispute resolution process.

2. If the decision to mediate is not reached within six (06) weeks from the commencement of the mediation process or if the decision of the mediator is not accepted by the parties, one party may bring the dispute to People's Courts competent to solve.

3. The parties bear costs related to the procedure of negotiation and conciliation. Payment of Court costs shall be made in accordance with a Court ruling.

SECTION 8: MODIFICATION AND AJDUSTMENT OF CHARTER

Article 77. Company's Charter

1. The modification and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case of having legal provisions related to the Company's activities not mentioned in this Charter or in case there are new provisions of law which are different from those in the Charter. These laws will naturally apply and govern the Company's operation.

SECTION 9: EFFECTIVE DATE

Article 78. Effective date

1. This Charter consists of 05 chapters and 78 articles which were unanimously approved by the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company on,2026 and agreed to accept the full text of this Charter.

2. This Charter is the sole and official of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Vietnam Shipping Joint Stock Company on November 07th, 2025.

2. The Charter is made in 03 copies of equal validity and kept at the Head office of the Company

4. Copies or excerpts of the Charter of the Company are valid when signed by the Chairman of the Board of Management or at least one-half (1/2) of the total

members of the Board of Directors.

**CHAIRMAN OF BOARD OF DIRECTORS
LEGAL REPRESENTATIVE**

Hoang Long

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DRAFT

FOREWORD

The Internal Regulations on Corporate Governance of Vietnam Ocean Shipping Joint Stock Company (5th Amendment) are issued together with Decision No/QD-HDQT dated/04/2026 of the Board of Directors of Vietnam Ocean Shipping Joint Stock Company

CHAPTER I: GENERAL REGULATIONS

Article 1: Interpretations of terms

1. In these Regulations, the following terms shall be construed as follows:
 - a) “The Company” means Vietnam Ocean Shipping Joint Stock Company;
 - b) “The Company’s Charter” means the Charter of Vietnam Ocean Shipping Joint Stock Company adopted and approved for issuance by the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company;
 - c) “General Meeting of Shareholders” or "GMS" means the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company;
 - d) “Board of Directors” or “BOD” means the Board of Directors of Vietnam Ocean Shipping Joint Stock Company;
 - e) “Supervisory Board” means the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company;
 - f) “The Board of Management” includes the General Director, Vice General Directors, and the Chief Accountant of Vietnam Ocean Shipping Joint Stock Company;
 - g) “SSC” means the State Securities Commission;
 - h) “VNX” means the Vietnam Stock Exchange and its subsidiaries;
 - i) “VSDC” means the Vietnam Securities Depository and Clearing Corporation;
2. Other terms used in these Regulations shall have the same meanings as defined in the Company’s Charter and current laws.

Article 2. Scope of Regulation and Subjects of Application

1. Scope of Regulation: These Regulations provide for the functions, authorities, and obligations of the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director; the order and procedures for conducting the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and discharge of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the Company’s Charter and other current legal regulations.

2. Subjects of Application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

CHAPTER II: THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Functions, Authorities, and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) shall consist of all shareholders entitled to vote and shall be the highest competent authority of the Company.

2. The General Meeting of Shareholders shall have the following authorities and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, and discharge members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments in or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e) To decide on the amendment and supplement of the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;
- h) To consider and handle violations committed by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve the Internal Regulations on Corporate Governance, and the Regulations on the Operations of the Board of Directors and the Supervisory Board;
- l) To approve the list of independent auditing firms; to decide on the independent auditing firm to perform audits of the Company's activities; and to dismiss independent auditors when deemed necessary;
- m) To decide on the issuance of convertible bonds and bonds with warrants;
- n) Other authorities and obligations as prescribed by law.

3. The General Meeting of Shareholders shall discuss and adopt the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;
- d) Reports of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director;
- e) Self-assessment reports on the performance of the Supervisory Board and its members;
- f) The dividend rate for each class of shares;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) To elect, dismiss, and discharge members of the Board of Directors and members of the Supervisory Board;
- i) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's activities when deemed necessary;
- k) To amend and supplement the Company's Charter;
- l) Classes of shares and the number of new shares to be issued for each class;
- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o) To decide on investments in or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- p) To decide on the repurchase of more than 10% of the total sold shares of each class;
- q) Contracts and transactions entered into by the Company with the subjects specified in Clause 4, Article 56 of this Charter, with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- r) To approve transactions as prescribed in Clause 4, Article 56 of this Charter;
- s) To approve the Internal Regulations on Corporate Governance, the Regulations on the Operations of the Board of Directors, and the Regulations on the Operations of the Supervisory Board;

t) Other matters as prescribed by law and this Charter.

4. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

SECTION 1: ADOPTION OF RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Authority to Convene the General Meeting of Shareholders

1. *Authority to convene the Annual General Meeting of Shareholders:* The Board of Directors shall convene the Annual and Extraordinary General Meetings of Shareholders. The Annual General Meeting of Shareholders shall be held once a year and within 04 months from the end date of the fiscal year. The Board of Directors may decide to extend the timeline for the Annual General Meeting of Shareholders in necessary cases, provided that such extension shall not exceed 06 months from the end date of the fiscal year.

2. *Authority to convene 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 remaining number of members of the Board of Directors or the Supervisory Board fails to meet the minimum requirement as prescribed in Clause 1, Article 154 and Clause 1, Article 168 of the Law on Enterprises, or upon receiving a request as prescribed in Points c and d, Clause 3, Article 21 of the Company's Charter;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a of this Clause, the Supervisory Board shall, within the next 30 days, replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 21 of the Company's Charter, the shareholder or group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.

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

3. Procedures for organizing the General Meeting of Shareholders shall comply with the provisions in Clause 2, Article 25 of the Company's Charter.

Article 5. Chairman and Conduct of the General Meeting of Shareholders

1. The Chairman and the Presidium

a) The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as the Chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily loses their working capacity, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting based on the majority principle. In case a Chairman cannot be elected, the Head of the Supervisory Board shall coordinate the General Meeting of Shareholders to elect a Chairman from among the attendees, and the person with the highest number of votes shall act as the Chairman of the meeting.

b) Except for the cases prescribed in Point a of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall coordinate the meeting for the General Meeting of Shareholders to elect a Chairman, and the person with the highest number of votes shall act as the Chairman of the meeting.

c) The Chairman shall have the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the aspirations of the majority of the attendees.

d) The Chairman of the General Meeting of Shareholders shall have the following authorities:

- To require all attendees to undergo inspection or other lawful and reasonable security measures;

- To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the Chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with security inspection requirements.

e) The Chairman shall have the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for no more than 03 working days from the intended opening date, and may only adjourn the meeting or change the meeting location in the following cases:

- The meeting location does not have enough convenient seating for all attendees;

- Communication facilities at the meeting location do not ensure that the attending shareholders can participate, discuss, and vote;

- An attendee obstructs or disrupts the order, posing a risk that the meeting might not be conducted fairly and lawfully.

f) Other rights and obligations of the Chairman as prescribed by current laws.

g) The Presidium shall consist of 03 persons, including 01 Chairman and 02 members.

h) Duties of the Presidium:

- To direct the activities of the General Meeting of Shareholders in accordance with the tentative agenda of the Board of Directors approved by the General Meeting of Shareholders;

- To guide delegates and the Meeting to discuss the contents included in the agenda;

- To submit drafts and conclude necessary matters for the Meeting to vote on;

- To respond to matters requested by the Meeting;

- To resolve issues arising throughout the progress of the Meeting.

i) Working principles of the Presidium: The Presidium shall work on the principles of collectivity, democratic centralism, and decision-making by majority.

2. Meeting Secretary

a) The Chairman shall appoint one or several persons to act as the meeting secretary;

b) Duties of the Meeting Secretary:

- To record the proceedings of the Meeting fully and truthfully;

- To receive speech registration forms from shareholders/delegates;

- To prepare the Meeting Minutes and draft the Resolutions of the General Meeting of Shareholders;

- To assist the Chairman in disclosing information related to the General Meeting of Shareholders and providing notices to shareholders in accordance with the law and the Company's Charter;

- Other duties as requested by the Chairman.

3. Vote Counting Committee

a) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the proposal of the Chairman;

b) Duties of the Vote Counting Committee:

- To disseminate the principles and rules, and provide instructions on voting methods;

- To count and record the votes, prepare the vote counting minutes, and announce the results; to submit the minutes to the Chairman for approval of the voting results;

- To notify the Secretary of the voting results;

- To consider and report to the Meeting any cases of violation of voting rules or complaints regarding the voting results.

4. Shareholder/Delegate Eligibility Verification Committee

a) The Chairman shall appoint several persons as members of the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Committee shall consist of 03 persons, including 01 Head and 02 members.

b) Duties of the Shareholder/Delegate Eligibility Verification Committee:

- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Eligibility Verification Committee shall report the status of attending shareholders to the General Meeting of Shareholders. If the meeting has a sufficient number of shareholders and authorized representatives entitled to attend, representing more than 50% of the total voting shares, the General Meeting of Shareholders shall proceed.

- To participate in counting votes for other matters prior to the establishment of the Vote Counting Committee.

Article 6. Compilation of the List of Shareholders Entitled to Attend the Meeting

1. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than 10 days prior to the date of sending the Notice of Invitation to the General Meeting of Shareholders.

2. The Company must disclose information regarding the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the last registration date (the Record Date).

3. Basic information of shareholders:

- Full name;

- Contact address, nationality, number and date of issuance of the citizen identification card, passport, or other legal personal identification for individual shareholders; name, address nationality, establishment decision number or business registration certificate number for institutional shareholders;

- The number of shares of each class;

- Shareholder registration number and date;

- Email address and phone number (if any).

Article 7. Notice of the Record Date for the List of Shareholders Entitled to Attend the Meeting

1. The Notice of the Meeting shall be sent to all shareholders by a method that ensures delivery to their contact addresses, and simultaneously published on the websites of the Company, the State Securities Commission (SSC), and the Stock Exchange where the Company's shares are listed or registered for trading.

2. The Company must disclose information regarding the last registration date (the Record Date) to exercise the right to attend the General Meeting of Shareholders to the State Securities Commission, the Stock Exchange, and on the Company's website in accordance with the Law on Securities and the Company's regulations.

3. Preparation of the Agenda and Content of the General Meeting of Shareholders: The Board of Directors must reach a consensus on the following contents prior to conducting the General Meeting of Shareholders:

a) Meeting agenda and contents;

b) Establishment of the Presidium, the Secretariat, the Shareholder Eligibility Verification Committee, and the Vote Counting Committee (if there are election contents).

Article 8. Notice of Convocation of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send a Notice of Invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days prior to the opening date (*calculated from the date the notice is validly sent or dispatched*). The Notice of Invitation must include the name, head office address, enterprise code; name and contact address of the shareholder, time, location of the meeting, and other requirements for attendees.

2. The Notice of Invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses, and simultaneously published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The meeting agenda and documents related to the matters 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 attached to the Notice of Meeting, the Notice of Invitation must specify the link to the full set of meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents used in the meeting;

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

c) Voting ballots/Election ballots;

d) Draft resolutions for each matter on the meeting agenda.

Article 9. Agenda and Content of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the meeting agenda and contents.

2. Preparation of documents for the General Meeting of Shareholders:

a) The Board of Directors shall establish a GMS Organizing Assistant Team to advise and assist the Board of Directors in organizing the General Meeting of Shareholders;

b) Documents serving the General Meeting of Shareholders shall be consolidated based on materials provided by relevant Departments under the direct supervision of the Person in charge of Corporate Governance and the Head of the GMS Organizing Assistant Team (if any);

c) Documents serving the General Meeting of Shareholders must be those whose contents have been adopted and approved for issuance and disclosure by the Board of Directors;

d) In cases where the General Meeting of Shareholders is not convened by the Board of Directors, the person convening the General Meeting of Shareholders shall be responsible for preparing the necessary documents for the meeting. The Company shall be responsible for coordinating, providing information, and assisting the convenor in finalizing the meeting documents.

3. The Notice of Invitation to the General Meeting of Shareholders shall be sent to all shareholders in accordance with the provisions of Clause 2, Article 8 of these Regulations.

4. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders shall have the right to refuse the proposal specified in Clause 4 of this Article in any of the following cases:

a) The proposal is not sent 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 05% of the ordinary shares as prescribed in Clause 4 of this Article;

c) The proposed matter does not fall within the deciding authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

6. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 4 of this Article, a written response stating the reasons must be provided at least 02 working days prior to the opening date of the General Meeting of Shareholders.

7. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

8. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent together with the Notice of Invitation.

Article 10. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or several other individuals or organizations to attend the meeting or through one of the forms prescribed in the Company's Charter.

2. The authorization for individuals or organizations to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established 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 authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizer and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid in any of the following cases:

- a) The authorizer has died, has restricted civil capacity, or has lost civil capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization. This clause shall not apply if the Company receives notice of one of the aforementioned events prior to the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

Article 11. Procedures for Registration to Attend the General Meeting of Shareholders

1. Procedures for registration to attend the General Meeting of Shareholders prior to the opening date:

a) The procedures for registration to attend the General Meeting of Shareholders shall be clearly specified in the Notice of the Meeting, including contacting the Company or sending the Meeting Registration Form (attached to the Notice of the Meeting sent to shareholders) to the Company.

b) Depending on the actual situation, the Company will select and notify the appropriate form of registration to attend the General Meeting of Shareholders to shareholders, including:

- Attending and voting/electing in person at the meeting;

- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In cases where more than one representative is appointed, the specific number of shares and voting/election ballots authorized for each representative must be clearly identified).

- Attending and voting/electing via virtual conference, electronic voting, or other electronic forms;

- Sending voting/election ballots to the meeting via mail, fax, or email;

- Other forms of registration to attend the General Meeting of Shareholders in accordance with the law.

a) The Company shall make its best efforts to apply modern information technologies to enable shareholders to attend and voice their opinions at the General Meeting of Shareholders in the best possible manner, including instructing shareholders to vote through virtual conferences, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company's Charter.

2. Procedures for Registration and Eligibility Verification on the date of the General Meeting of Shareholders Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and must maintain registration until all attending shareholders entitled to participate have completed registration according to the following sequence:

a) Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot/election ballot, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting/election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by "In favor", "Against", and "Abstention". At the Meeting, cards in favor of a resolution are collected first, followed by cards against the resolution, and finally, the total number of votes in favor or against are counted to reach a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting votes or supervising vote counting based on the Chairman's proposal. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal.

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the opening of the meeting have the right to register immediately and thereafter have the right to participate and vote at the meeting right after registration. The Chairman is not responsible for pausing the meeting to allow late shareholders to register, and the validity of previously voted contents shall remain unchanged.

Article 12. Conditions for Conducting the General Meeting of Shareholders

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

2. In case the first meeting fails to satisfy the conditions for proceeding as prescribed in Clause 1 of this Article, the Notice of the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall proceed when the attending shareholders represent at least 33% of the total voting shares.

3. In case the second meeting fails to satisfy the conditions for proceeding as prescribed in Clause 2 of this Article, the Notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total number of voting shares of the attending shareholders.

Article 13. Methods of Adopting Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by form of voting at the meeting, collecting written opinions, or other forms as prescribed by current laws.

2. Resolutions of the General Meeting of Shareholders on matters prescribed in Clause 2, Article 147 of the Law on Enterprises must be adopted by form of voting at the General Meeting of Shareholders.

Article 14. Voting to Adopt Matters at the Meeting

1. General Principles

a) All matters in the meeting agenda and contents must be discussed and voted on publicly by the General Meeting of Shareholders.

b) Voting cards, Voting ballots, and Election ballots shall be printed, stamped with a multi-page seal by the Company, and delivered directly to delegates at the meeting (attached to the set of documents for attending the General Meeting of Shareholders). Each delegate shall be issued a Voting card, a Voting ballot, and an Election ballot. The Voting card, Voting ballot, and Election ballot shall clearly state the delegate's code, full name, number of owned shares, and authorized shares entitled to be voted by such delegate.

2. Provisions on the Validity of Voting Ballots and Election Ballots

a) Voting Ballots

➤ **Valid voting ballots:** Are ballots following the pre-printed form issued by the Organizing Committee, without erasures, corrections, or being torn/damaged, etc., and without any additional content beyond the regulations for such ballots.

The voting content is valid when the delegate exercises their voting rights in accordance with the instructions of the Presidium or the Organizing Committee.

➤ **Invalid voting ballots:** Content that does not comply with the regulations for valid voting ballots.

b) Election Ballots

➤ Valid election ballots: Are ballots following the pre-printed form issued by the Organizing Committee, without erasures, corrections, or any additional content beyond the regulations for election ballots and sent to the Vote Counting Committee before the time of unsealing the ballot box.

➤ Invalid election ballots:

- Content that does not comply with the regulations for valid election ballots;
- The number of candidates voted for by the delegate exceeds the required number of candidates to be elected;
- The total number of votes cast for candidates by the shareholder or representative exceeds the total number of votes permitted to be cast;
- Other regulations as prescribed by the Voting Regulations of the General Meeting of Shareholders and the Company's Charter.

Article 15. Methods of Voting

1. General Principles

- The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by raising cards, direct voting, electronic voting, or other electronic forms.

- Delegates shall perform the voting for "In favor", "Against", or "Abstention" on a matter brought to a vote at the Meeting by raising their Voting cards or filling out the options on the Voting ballots.

- At the Meeting, cards in favor of a resolution are collected first, followed by cards against the resolution, and finally, the total number of votes in favor or against are counted to reach a decision.

2. Forms of Voting

a) Voting by raising cards: When voting by raising Voting cards, the front of the Voting card must be raised high toward the Presidium. In case a delegate does not raise the Voting card in all three voting instances for "In favor", "Against", or "Abstention" on a matter, it shall be considered as a vote in favor of that matter. In case a delegate raises the Voting card more than once for "In favor", "Against", or "Abstention" on a matter, it shall be considered an invalid vote. Under the form of voting by raising cards, members of the Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of voting shares for each shareholder as In favor, Against, Abstention, and Invalid.

b) Voting by ballots: When voting by filling out the Voting ballots, for each content, the delegate shall choose one of the three pre-printed options: "In favor", "Against", or "Abstention" by marking "X" or "V" in the chosen box. Upon completion of the voting contents of the Meeting, the delegate shall submit the Voting ballot into the sealed ballot box at the Meeting as instructed by the Vote Counting Committee.

Article 16. Methods of Election

1. General Principles

- To be conducted in accordance with the law and the Company's Charter;
- Members of the Vote Counting Committee must not be included in the list of nominees or self-nominees for the Board of Directors and the Supervisory Board.

2. Forms of Election

a) Election by Cumulative Voting Method:

- Accordingly, each delegate shall have a total number of voting shares corresponding to the total number of owned or represented shares multiplied by the number of members to be elected;

- Attending delegates have the right to cast all of their total voting shares for one or several candidates;

- In the event that additional candidates arise on the day of the meeting, delegates may contact the Vote Counting Committee to request a new election ballot and must return the old ballot (before placing it into the ballot box);

- In case of a mistaken choice, the delegate shall contact the Vote Counting Committee to be issued a new election ballot and must return the old ballot;

- Instructions for filling out election ballots: Each delegate is issued election ballots. The method for filling out the ballots shall be specifically instructed according to the Voting Regulations disclosed and adopted at the Meeting;

- Principles for being elected:

+ Elected persons are determined based on the number of votes cast from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.

+ In case there are 02 or more candidates reaching the same number of votes for the final member position, a re-election shall be conducted among the candidates with the same number of votes.

+ If the result of the first round of election does not reach the required number of members, subsequent rounds of election shall be conducted until the required number of members is reached.

b) Election by Voting Method: To be conducted in accordance with the provisions in Point b, Clause 2, Article 15 of these Regulations.

Article 17. Vote Counting and Announcement of Vote Counting Results

1. The Meeting shall elect persons responsible for counting votes or supervising vote counting based on the Chairman's proposal. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal.

2. The vote counting method shall be conducted by collecting election ballots/cards/voting ballots in favor of the resolution, followed by cards/voting ballots against, and finally counting and aggregating the number of votes in favor, against, and abstentions.

3. For sensitive matters and upon the request of shareholders, the Company must appoint an independent organization to perform the collection and counting of votes.

4. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting.

Article 18. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents shall be adopted if approved by a number of shareholders representing at least 65% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 3, 4, and 6 of this Article:

- a) Classes of shares and the total number of shares of each class;
- b) Changes in business lines and sectors;
- c) Changes in the corporate management and organizational structure;
- d) Investment projects or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;

2. Other resolutions shall be adopted when approved by a number of shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 1, 3, 4, and 6 of this Article.

3. Specifically, the voting to elect members of the Board of Directors and the Supervisory Board must be conducted by the cumulative voting method. Accordingly, each shareholder shall have a total number of voting shares corresponding to the total number of owned shares multiplied by the number of members to be elected for the Board of Directors or the Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Elected members of the Board of Directors or the Supervisory Board are determined based on the number of votes cast from high to low, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the final member position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made based on the criteria prescribed in the voting regulations adopted by the General Meeting of Shareholders.

4. In case a resolution is adopted by form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if approved by a number of shareholders owning more than 50% of the total voting shares of all shareholders entitled to vote.

5. 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; the sending of resolutions may be replaced by posting them on the Company's website.

6. Resolutions of the General Meeting of Shareholders on contents that result in adverse changes to the rights and obligations of shareholders owning preference shares shall only be adopted if approved by attending preference shareholders of the same class owning at least 75% of the total preference shares of that class, or approved by preference shareholders of the same class owning at least 75% of the total preference shares of that class in case of adopting resolutions by form of collecting written opinions.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and valid even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 19. Methods of Challenging Resolutions of the General Meeting of Shareholders

1. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote counting results for written opinions, a shareholder or a group of shareholders owning 05% or more of the total ordinary shares shall have the right to request a Court or an Arbitration to review and cancel the resolution or a part thereof in the following cases:

a) The order and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the cases prescribed in Clause 6, Article 28 of the Company's Charter;

b) The content of the resolution violates the law or the Company's Charter.

2. In cases where there is a request for a Court or an Arbitration to cancel a resolution of the General Meeting of Shareholders as prescribed in Clause 1 of this Article, such resolutions shall remain valid until a different decision is reached by the Court or the Arbitration, except for cases where temporary emergency measures are applied by a decision of a competent authority.

3. In case a resolution of the General Meeting of Shareholders is canceled by a decision of the Court or the Arbitration, the convener of the meeting whose resolution was canceled may consider re-organizing the General Meeting of Shareholders within 30 days in accordance with the order and procedures prescribed by the Law on Enterprises and the Company's Charter.

4. Shareholders who voted against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in the Company's Charter shall have the right to request the Company to repurchase their shares in accordance with Article 12 of the Company's Charter.

Article 20. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be tape-recorded or recorded and kept in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, including the following primary contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the Chairman and the Secretary;
- e) Summary of the meeting proceedings and opinions voiced at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of shareholders and the total voting shares of attending shareholders; an appendix of the registration list of attending shareholders and representatives with their corresponding shares and votes;
- g) Total voting shares for each matter, clearly specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage of the total voting shares of attending shareholders;
- h) Matters that have been adopted and the corresponding percentage of approving votes;
- i) Full names and signatures of the Chairman and the Secretary. In case the Chairman or the Secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents required by this Clause. The minutes shall clearly state the refusal of the Chairman or the Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be finalized and adopted before the end of the meeting. The Chairman and the Secretary, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and English shall have equal legal validity. In case of any discrepancy between the Vietnamese and English contents, the Vietnamese version shall prevail.

Article 21. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

1. The representative of the Secretariat shall present the draft minutes and resolutions of the General Meeting of Shareholders at the meeting.

2. The Chairman of the meeting shall direct the General Meeting of Shareholders to review and supplement the contents of the draft minutes and resolutions, provided that such supplements are not contrary to the voting results for each discussed matter.

3. The Chairman of the meeting shall direct the General Meeting of Shareholders to adopt the contents of the minutes and resolutions of the General Meeting of Shareholders right at the meeting.

4. Resolutions, meeting minutes of the General Meeting of Shareholders, the appendix of the registration list of attending shareholders with their signatures, powers of attorney to attend the meeting, and all meeting documents attached to the minutes (if any) must be disclosed in accordance with the regulations on information disclosure.

5. Closing of the General Meeting of Shareholders The Chairman of the General Meeting of Shareholders shall declare the meeting closed when all of the following conditions are simultaneously met:

- a) All matters in the meeting agenda have been discussed and voted on;
- b) The voting results have been announced;
- c) The minutes and resolutions of the General Meeting of Shareholders have been adopted.

SECTION 2: PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS VIA COLLECTION OF WRITTEN OPINIONS

Article 22. Cases Permitted and Not Permitted for Collecting Written Opinions

1. The Board of Directors has the right to collect written opinions to adopt resolutions of the General Meeting of Shareholders (GMS) when deemed necessary for the interests of the Company, except for cases prescribed in Clause 2, Article 147 of the Law on Enterprises.

2. The notice regarding the collection of written opinions and the implementation regulations must be disclosed in accordance with the regulations on corporate governance for listed companies.

3. The collection of written opinions may decide on all matters within the authority of the GMS, except for matters that must be adopted by form of voting at a GMS meeting as prescribed by law and the Company's Charter.

4. The Board of Directors has the right to collect written opinions to adopt decisions of the GMS at any time if deemed necessary for the Company's interests as prescribed in the Company's Charter.

5. The notice on the collection of written opinions from shareholders and the implementation regulations must be disclosed in accordance with the regulations on corporate governance for listed companies

Article 23. Order and Procedures for Collecting Written Opinions

1. Compile the list of shareholders to be consulted. The process for compiling the list is the same as that for organizing a GMS meeting.

2. Preparation of documents: The Board of Directors must prepare the opinion forms, draft GMS resolutions, and explanatory documents for the draft resolutions. These must be sent to shareholders at least 10 days prior to the deadline for receiving the opinion forms. The requirements and methods for sending forms and documents shall comply with Clause 3, Article 29 of the Company's Charter.

3. Contents of the opinion form primarily include:

- a) Name, head office address, enterprise code;
- b) Purpose of the consultation;
- c) Personal details for individual shareholders or organizational details for institutional shareholders; the number of shares and voting/election ballots;
- d) Matters to be consulted for adoption;
- e) Voting options including "In favor", "Against", and "Abstention" for each matter;
- f) Deadline for returning the completed opinion form to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Returning opinion forms: Shareholders may return forms via mail, fax, or email:

a) Via mail: The form must be signed by the individual shareholder or the legal representative of the institutional shareholder. It must be placed in a sealed envelope, and no one is permitted to open it before the vote counting.

b) Via fax or email: The content must be kept confidential until the time of vote counting.

c) Invalidity: Forms returned after the deadline, or those in opened envelopes (for mail) or disclosed prematurely (for fax/email) are invalid. Failure to return the form is considered "non-participation in voting."

5. Vote counting and preparation of Minutes:

a) The Board of Directors counts the votes and prepares minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company.

b)-g) The minutes must include: Name, head office address, purpose, matters consulted, number of valid/invalid votes, total votes for each option, adopted matters

with corresponding percentages, and signatures of the Chairman, counters, and supervisors.

h) Members of the Board of Directors, counters, and supervisors are jointly responsible for the truthfulness and accuracy of the minutes and any damages arising from decisions adopted due to dishonest counting.

6. Resolutions and Minutes:

a) Minutes and resolutions must be sent to shareholders within 15 days or posted on the Company's website within 24 hours of completion.

b) A resolution is adopted if approved by shareholders representing at least 50% of the total voting shares and has the same legal value as a resolution adopted at a GMS meeting.

7. Archiving: All returned forms, minutes, and resolutions must be kept at the Company's head office.

8. Requesting Cancellation:

Within 90 days from the date of receipt of the Resolution, the Minutes of the General Meeting of Shareholders, or the Minutes of vote counting results for written opinions, a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter shall have the right to request a Court or an Arbitration to review and cancel the resolution or a part thereof in the following cases:

a) The order and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the cases prescribed in Clause 6, Article 28 of the Company's Charter.

b) The content of the resolution violates the law or the Company's Charter.

9. Implementation: The methods for returning forms, counting, and disclosure shall comply with Clause 5, 6, 7, and 8 of Article 29 of the Company's Charter.

SECTION 3: ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS VIA VIRTUAL GENERAL MEETING OF SHAREHOLDERS

Article 24. Notice of Convocation of a Virtual General Meeting of Shareholders

1. The Board of Directors has the right to decide to organize the General Meeting of Shareholders (GMS) in a virtual format instead of an in-person meeting if it assesses that an in-person meeting may not be feasible due to epidemics, decisions of competent state authorities, or other force majeure events.

2. The Company shall send invitations or Notices of Meeting to all shareholders by methods ensuring delivery to their contact addresses for attending

the Virtual GMS, accompanied by documents providing instructions on verifying shareholder eligibility for each shareholder. The Organizing Committee must announce the guidelines/regulations on registration for virtual attendance, electronic voting, and other necessary information to shareholders at least 21 days prior to the date of the Virtual GMS.

Article 25. Procedures for Registration to Attend the Virtual General Meeting of Shareholders

The procedures for registration to attend the Virtual GMS prior to the opening date shall be clearly specified in the Notice of the Meeting, including:

1. Conditions for participation:

- Being named in the list of shareholders entitled to attend the GMS compiled according to the Company's notice of exercise of rights.

- Authorized representatives must satisfy the eligibility requirements for attendance in accordance with the law and the Company's Charter.

2. Technical requirements:

Shareholders are required to have electronic devices with internet connectivity (e.g., computers, tablets, mobile phones, or other electronic devices with internet access).

3. Method of recording shareholder attendance at the Virtual GMS:

A shareholder shall be recorded by the electronic voting system as attending the Virtual GMS when such shareholder accesses the system using the login credentials provided in accordance with Article 26 of these Regulations and performs electronic voting on any matter within the Agenda of the Virtual GMS.

Article 26. Provision of Login Information and Execution of Electronic Voting

1. Information regarding the access link to the electronic voting system, username, login password, and other identifying factors (if any) for attending the Virtual General Meeting of Shareholders shall be provided in the Notice of Meeting (or via other forms of login information notification as prescribed by the Board of Directors). Shareholders are responsible for maintaining the confidentiality of the provided username, password, and other identifying factors to ensure that only the Delegate has the right to vote on the electronic voting system, and shall be fully responsible for this registered information.

2. When a shareholder requests the re-provision of login information, the Organizing Committee may notify them through the following forms: in person, or via email/telephone. The provision of login information via email or telephone shall only be conducted based on the shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to the Company's notice of exercise of rights.

3. Shareholders shall use the username, login password, or other identifying factors (if any) to access the electronic voting system and perform electronic voting according to the contents of the Virtual General Meeting of Shareholders Agenda.

4. Shareholders who register to attend the Virtual GMS after the meeting has opened are still permitted to register and have the right to vote after completing registration. The Presidium shall not pause the meeting for shareholder registration, and the validity of matters already voted upon shall remain unaffected.

Article 27. Authorization of Representatives to Attend the Virtual General Meeting of Shareholders

1. The authorization of representatives to attend the Virtual General Meeting of Shareholders shall be conducted similarly to the provisions in Article 10 of these Regulations and must be sent to the Company via methods ensuring delivery to the Company's address prior to the opening of the Meeting.

2. In the event that a shareholder authorizes another individual/organization to attend the Virtual GMS and perform electronic voting, both the shareholder and the authorized person shall be responsible for the authorization and the electronic voting results associated with the issued Access Account.

3. Key provisions regarding online authorization:

3.1. Shareholders must comply with providing full information for online authorization, particularly the authorized party's information: phone number, contact address, and email address. This serves as the basis for issuing the username, login password, and other identifying factors (if any) to the authorized party.

3.2. Validity of online authorization: Online authorization shall only have legal effect when the following conditions are met:

- The shareholder fills in all information according to the online authorization form and completes the online authorization process.

- The Power of Attorney printed from the online authorization form contains the full signatures, full names, and seals (if an organization) of both the authorizer and the authorized party.

- The Company receives the original Power of Attorney sent prior to the official opening of the meeting.

3.3. Cancellation of authorization for shareholders who authorized online:

a) The shareholder sends an official written request to cancel the online authorization to the Company prior to the official opening of the meeting. Note: The time the cancellation of authorization is recorded as effective is the time the Company receives the official written request.

b) The cancellation of authorization shall be void if the authorized representative has already proceeded to vote/elect on any matter within the Agenda of the Virtual General Meeting of Shareholders.

Dưới đây là bản dịch tiếng Anh chuyên ngành cho **Điều 28, 29 và 30**, tập trung vào các tiêu chuẩn kỹ thuật và quy trình thảo luận trực tuyến, đảm bảo tính nhất quán với các phần trước của Quy chế:

Article 28. Conditions for Conducting the Meeting

1. The conditions for conducting the General Meeting of Shareholders shall comply with the provisions of Article 12 of these Regulations.

2. The Virtual GMS and electronic voting system must satisfy the following conditions:

a) The system's network connection at the meeting venue must be continuous and stable, ensuring that shareholder participation is not interrupted. In the event that the meeting is interrupted at the venue, the Presidium must summarize the proceedings and contents of the interrupted portion;

b) The meeting venue must ensure conditions regarding sound, lighting, network connection, power supply, electronic means, and other equipment according to the requirements and nature of the virtual meeting;

c) Ensure information security and maintain the confidentiality of Access Accounts. All information received and provided on the System must ensure the principles of information security and comply with the provisions of the Law on Cyber Information Security;

d) Electronic data of the Virtual GMS program must be archived and capable of being extracted from the System.

Article 29. Discussion at the Virtual General Meeting of Shareholders

1. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of matters presented in the GMS Agenda;

- Only shareholders are permitted to participate in the discussion;

- Shareholders who wish to comment must register their discussion content in the specific form prescribed in the meeting's working regulations;

- The Secretariat will arrange the discussion contents of shareholders in the order of registration and submit them to the Presidium.

2. Responding to shareholder opinions:

- Based on the discussion contents of the shareholders, the Chairman or a member designated by the Chairman shall respond to the shareholders' opinions;

- In case of time constraints, questions that have not been answered directly at the Meeting will be responded to by the Company later.

Article 30. Methods of Adopting Resolutions of the Virtual General Meeting of Shareholders

1. The Virtual General Meeting of Shareholders shall adopt resolutions within its authority by form of voting at the meeting via electronic ballots or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on matters prescribed in Clause 3, Article 3 of these Regulations must be adopted by form of voting via electronic ballots at the General Meeting of Shareholders.

Article 31. Online Voting Methods

1. Shareholders may exercise their voting rights through online voting.

2. Procedures for online voting:

➤ Online voting shall be performed as follows:

a) Shareholders use their Access Accounts to log in to the website as instructed in the Notice of Meeting or as posted on the Company's website to perform voting;

b) Shareholders decide their vote by marking one of the three corresponding boxes: "In favor", "Against", or "Abstention" for each matter requested for opinion on the System;

c) Shareholders entitled to vote are those who have registered to attend the Virtual GMS up to the time of voting, and this number of shareholders serves as the basis for calculating the voting ratio. In the event a shareholder has registered to attend the Virtual GMS but does not perform voting, it shall be considered that the shareholder has not cast a vote and shall not be included in the vote counting ratio.

d) Subsequently, the shareholder confirms the vote for the electronic voting system to record the result.

3. Other regulations regarding electronic voting:

a) If a registered shareholder does not vote or elect on all matters in the Meeting Agenda, the unvoted matters shall be considered as "not cast" by that shareholder and shall not be included in the vote counting ratio.

b) For matters arising outside the sent agenda, shareholders may perform supplementary voting/election. If a shareholder does not vote on such arising matters, it shall be considered as "not cast" and shall not be included in the vote counting ratio.

c) Shareholders may change their voting/election results (but cannot cancel the results); including results for supplementary matters. The online system only records the final voting/election results at the deadline of each electronic voting session as prescribed in the meeting's working regulations.

d) In the case of numerical election: An invalid election ballot is one where the total votes for candidates differ from (is greater or smaller than) the total votes representing the Delegate calculated at the time of vote counting.

e) The duration for electronic voting is specifically prescribed in the meeting's working regulations. Delegates may access the system and vote continuously during

the prescribed hours, except for system maintenance or other reasons beyond the Company's control. Once the duration ends, the system will not record further results.

f) During the meeting, the Presidium must announce the closing time of voting on the System. Shareholders encountering technical issues may contact the hotline as notified by the Organizing Committee for support. Once the System closes the voting session, shareholders have no right to change any content; the result recorded under the Access Account is final and shall not be subject to any complaints/lawsuits.

4. Voting Time:

a) Shareholders have the right to vote from the opening of the Virtual GMS until the end of the voting period. Any change of mind must be executed before the voting deadline. The final opinion recorded by the System before the deadline is the valid one.

b) To ensure continuity, upon logging in, shareholders may proceed to vote on the meeting agenda, the composition of the Vote Counting Committee, and any amendments to the organizational regulations (if any). The deadlines for these contents will be announced at the opening of the Virtual GMS.

c) Voting results are recorded at the moment the shareholder performs the electronic vote; therefore, any sudden disconnection only affects unvoted contents; voted contents remain unaffected.

d) Before the voting deadline, shareholders only see their own results. After the deadline, the general results for each content will be announced by the Presidium or the Vote Counting Committee.

Article 32. Online Vote Counting Procedures

1. The Chairman shall introduce one or several persons as members of the Vote Counting Committee for the Meeting's approval. The Vote Counting Committee shall have the following rights and obligations:

- Instruct shareholders on the voting methods at the Virtual GMS;
- Conduct the counting of voting shares;
- Prepare and announce the Minutes of vote counting to the General Meeting of Shareholders.

2. Voting shall be conducted by choosing "In favor", "Against", or "Abstention". The software system shall automatically calculate and aggregate the number of votes in favor, against, and abstentions.

Article 33. Announcement of Vote Counting Results

1. The Vote Counting Committee approved by the General Meeting of Shareholders at the Meeting is responsible for verifying the electronic voting results to aggregate the final voting outcomes.

2. The voting results shall be announced by the Presidium or the Vote Counting Committee right at the Virtual GMS.

Article 34. Preparation of Minutes of the General Meeting of Shareholders

1. The proceedings of the Virtual GMS shall be recorded by the Secretariat and prepared into the Minutes of the General Meeting of Shareholders in accordance with Article 20 of these Regulations. The time and location of the Virtual GMS shall be recorded as the place where the Presidium directs the meeting.

2. The meeting minutes and the Resolutions of the General Meeting of Shareholders shall be read and adopted prior to the closing of the Virtual GMS.

Article 35. Disclosure of Resolutions of the General Meeting of Shareholders

1. Copies of the minutes and resolutions of the meeting must be disclosed on the Company's website within 24 hours.

2. The Company must organize the disclosure of information regarding the General Meeting of Shareholders in accordance with the Law on Securities and the regulations on information disclosure for listed companies.

SECTION 4: ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS VIA HYBRID GENERAL MEETING OF SHAREHOLDERS (IN-PERSON COMBINED WITH VIRTUAL)

Article 36. Notice of Convocation of the General Meeting of Shareholders

1. The Board of Directors shall meeting and issue a decision to convene the General Meeting of Shareholders (GMS) in a hybrid format (in-person combined with virtual) and unanimously adopt the meeting contents and agenda.

2. The Board of Directors must prepare the tasks as prescribed in Article 6 of these Regulations.

3. The convenor of the GMS must send the Notice of Meeting to all shareholders in the List of shareholders entitled to attend at least 21 days prior to the opening date (calculated from the date the notice is validly sent or dispatched).

➤ The Notice of Meeting must be accompanied by the following documents:

- Meeting agenda, documents used in the meeting, and draft resolutions for each matter in the agenda;

- Voting ballots (for shareholders attending in person).

* For shareholders attending virtually: The Company shall send an invitation to attend the Virtual GMS accompanied by documents providing instructions on verifying shareholder eligibility for each shareholder. The Organizing Committee must announce the guidelines/regulations on registration for virtual attendance,

electronic voting, and other necessary information to shareholders prior to the date of the Virtual GMS.

Article 37. Procedures for Registration to Attend the General Meeting of Shareholders

1. For shareholders attending in person: Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and must continue the registration until all attending shareholders entitled to vote have completed registration in the following order:

a) Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of such shareholder;

b) Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the opening of the meeting have the right to register immediately and subsequently participate and vote at the meeting right after registration. The Chairman is not responsible for pausing the meeting for late shareholders to register, and the validity of matters already voted upon shall remain unchanged.

2. For shareholders attending virtually:

To be conducted in accordance with the provisions in Article 31 of these Regulations.

Article 38. Authorization of Representatives to Attend the General Meeting of Shareholders

1. For shareholders attending in person:

a) The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders (GMS) must be made in writing. The Power of Attorney (POA) shall be established 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 authorized shares, the content of authorization, the scope of authorization, and the signatures of both the authorizer and the authorized party.

b) The authorized person must submit the POA upon registration. In the case of re-authorization, the attendee must also present the original POA from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

2. For shareholders attending virtually:

a) The authorization for a representative to attend the Virtual GMS shall be conducted similarly to the provisions in Point a, Clause 1 of this Article and must be sent to the Company via methods ensuring delivery to the Company's address prior to the opening of the meeting.

b) In the event a shareholder authorizes another individual/organization to attend the Virtual GMS and perform electronic voting, both the shareholder and the authorized person shall be responsible for the authorization and the electronic voting results associated with the issued Access Account.

Article 39. Conditions for Conducting the Meeting

1. A hybrid GMS (in-person combined with virtual) shall be conducted when satisfying the conditions prescribed in Article 28 of these Regulations.

2. The Virtual GMS and electronic voting system must satisfy the conditions prescribed in Article 31 of these Regulations.

Article 40. Methods of Adopting Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by form of voting at the meeting via voting ballots, electronic ballots, or by collecting written opinions.

2. Resolutions on matters prescribed in Clause 2, Article 147 of the Law on Enterprises must be adopted by form of voting at the GMS via voting ballots or electronic ballots.

Article 41. Voting Methods

1. Each owned or represented share corresponds to one voting unit.

2. For shareholders attending and voting in person at the meeting venue: Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, specifying the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares.

3. For shareholders attending and voting virtually via the online system: Shareholders may exercise their voting rights through electronic voting. Electronic voting shall be conducted in accordance with Article 31 of these Regulations.

4. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted for "In favor", "Against", and "Abstention".

Article 42. Vote Counting Methods

1. The GMS shall elect one or several persons to the Vote Counting Committee based on the Chairman's proposal.

2. The number of members of the Vote Counting Committee shall be decided by the GMS based on the Chairman's proposal.

Article 43. Announcement of Vote Counting Results

The vote counting results shall be announced by the Chairman immediately before the closing of the meeting; in case the vote counting extends to the following day, the Chairman is responsible for notifying attending shareholders of the results via the Company's website, unless otherwise decided by the GMS.

Article 44. Preparation of Minutes of the General Meeting of Shareholders

1. The proceedings of the hybrid GMS shall be recorded by the Secretariat and prepared into the Minutes of the GMS in accordance with Article 20 of these Regulations.

2. The meeting minutes and the Resolutions of the GMS shall be read and adopted prior to the closing of the Virtual GMS.

Article 45. Disclosure of Resolutions of the General Meeting of Shareholders

1. Copies of the minutes and resolutions of the meeting must be disclosed on the Company's website within 24 hours.

2. VIMC must organize the disclosure of information regarding the GMS in accordance with the Law on Securities and the regulations on information disclosure for listed compan

CHAPTER III: THE BOARD OF DIRECTORS

Article 46. Roles, Rights, Obligations, and Responsibilities of the Board of Directors and its Members

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

2. The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, the Company's Charter, and the following rights, obligations, and responsibilities:

- a) Be responsible to shareholders for the Company's operations;
- b) Treat all shareholders equally and respect the interests of persons with interests related to the Company (stakeholders);
- c) Ensure the Company's operations comply with the provisions of law, the Charter, and internal regulations of the Company;
- d) Formulate the Operating Regulations of the Board of Directors for approval by the General Meeting of Shareholders and disclose them on the Company's website;
- e) Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misappropriation of Company assets and abuse of related-party transactions;
- f) Formulate the Internal Regulations on Corporate Governance for approval by the General Meeting of Shareholders;

- g) Appoint the Person in charge of Corporate Governance;
- h) Organize training on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;
- i) Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with the Company's Charter;
- j) Report on the corporate governance status at the Annual General Meeting of Shareholders and disclose information in the Company's Annual Report in accordance with the securities law on information disclosure.
- k) Other rights and obligations as prescribed in the Company's Charter and these Regulations.

3. Rights and obligations of members of the Board of Directors: Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units. Members of the Board of Directors have the obligations prescribed in the Company's Charter and the following:

- a) Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
- b) Attend all meetings of the Board of Directors and provide opinions on matters brought up for discussion;
- c) Report promptly and fully to the Board of Directors on remunerations received from subsidiaries, associates, and other organizations;
- d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or companies controlled by the Company (holding over 50% of charter capital) and that member or their related persons; and transactions between the Company and companies where the Board member was a founding member or a manager within the last 03 years prior to the transaction;
- e) Perform information disclosure when conducting transactions of the Company's shares in accordance with the law.

Article 47. Number, Term of Office, Composition, Standards, and Conditions of Members of the Board of Directors

- 1. Number, term of office, and composition of the Board of Directors:
 - a) The number of Board members shall comply with the provisions in Clause 1, Article 35 of the VIMC Charter.
 - b) The term of office of Board members shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

c) In the event all Board members end their terms simultaneously, such members shall continue to serve until new members are elected to replace them and take over the work.

d) The composition of the Board of Directors must ensure that at least 1/3 of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors. The minimum number of non-executive members shall be determined by rounding down.

2. Standards and conditions for being a member of the Board of Directors: A member of the Board of Directors must satisfy the following standards and conditions:

a) Not be among the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business management or in the Company's business lines and sectors, and not necessarily be a shareholder of the Company;

c) A Board member may concurrently serve as a Board member of another company;

d) Not be a family member of the General Director or other managers of the Company.

Article 48. Nomination and Candidacy for Members of the Board of Directors

1. Candidates additionally nominated by the Board of Directors must be present at the General Meeting of Shareholders (GMS).

2. Candidates must report their personal information to the GMS as prescribed in Clause 1, Article 32 of the Company's Charter.

3. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the attending shareholders of such group formation prior to the opening of the GMS. The candidacy and nomination of Board members shall be conducted as follows:

A shareholder or a group of shareholders owning: From 10% to less than 20% of the total ordinary shares is entitled to nominate 01 candidate; from 20% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 05 candidates; from 60% to less than 70% may nominate up to 07 candidates; and from 80% or more may nominate up to 08 candidates.

4. In the event the number of candidates through nomination and candidacy is still insufficient as required by Clause 1, Article 154 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with current regulations. The introduction of additional

candidates by the incumbent Board of Directors must be clearly disclosed before the GMS votes to elect Board members as prescribed by law.

Article 49. Method of Electing Members of the Board of Directors

The principles for electing Board members shall comply with the VIMC Charter. Accordingly, the election of Board members shall be conducted by the method of cumulative voting. Each shareholder shall have 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, and shareholders have the right to cast all or part of their total votes for one or several candidates.

Elected persons shall be determined by the number of votes from high to low until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria specified in the election regulations approved by the GMS.

Article 50. Cases of Dismissal, Removal, Replacement, and Supplement of Board Members

1. The General Meeting of Shareholders shall **dismiss** (miễn nhiệm) a Board member in the following cases:

- a) Failing to satisfy the standards and conditions prescribed in Article 34 of the Company's Charter;
- b) Submitting a resignation letter which is subsequently approved;
- c) Having restricted or lost civil act capacity, or having difficulties in cognition and behavior control.

2. The General Meeting of Shareholders shall remove (bãi nhiệm) a Board member in the following cases:

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure events;
- b) No longer being the authorized representative of an institutional shareholder as decided by such organization;
- c) Being the authorized representative of an institutional shareholder that is no longer a shareholder of the Company;
- d) When deemed necessary, the GMS may decide to replace, dismiss, or remove a Board member in cases other than those prescribed in Clauses 1 and 2 of this Article.

3. The Board of Directors must convene a GMS to elect supplementary members in the following cases:

a) The number of Board members is reduced by more than one-third of the number approved by the GMS. In this case, the Board must convene a GMS within 60 days from the date the number of members is so reduced;

b) Except for cases in Point a of this Clause, the GMS shall elect new members to replace those dismissed or removed at the nearest meeting.

Article 51. Notification of Election, Dismissal, and Removal of Board Members

Any change in the personnel of the Company's Board of Directors must be disclosed on the Company's website and via the disclosure media of the State Securities Commission (SSC) and the Stock Exchange (SE) in accordance with the law on information disclosure in the securities market.

Article 52. Procedures for Introducing Candidates for the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least 10 days prior to the opening of the General Meeting of Shareholders (GMS) on the Company's website so that shareholders can research them before voting. Each candidate must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information regarding candidates shall include:

- (1) Full name, date of birth;
- (2) Professional qualifications;
- (3) Working history (Experience);
- (4) Other management positions (including Board positions in other companies);
- (5) Interests related to the Company and its related parties;
- (6) Other information (if any) as prescribed in the Company's Charter.

2. The Company is responsible for disclosing information regarding other companies in which the candidate holds Board memberships or other management positions, as well as any interests the candidate has related to the Company (if any).

Article 53. Election, Removal, and Dismissal of the Chairman of the Board of Directors

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

2. The Chairman shall be elected during the first meeting of the Board of Directors within 07 working days from the date the election of that Board is completed. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. If more than one

member shares the highest number of votes or ratio, the members shall elect one person among them by majority rule to convene the Board meeting.

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

4. The Chairman has the following rights and obligations:

- a) Establish the programs and operation plans of the Board of Directors;
- b) Prepare agendas, contents, and documents for meetings; convene, chair, and act as the chairman of Board meetings;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of the Board's resolutions and decisions;
- e) Chair the General Meeting of Shareholders;
- f) Sign resolutions, decisions, and other documents on behalf of the Board within its authority and obligations;
- g) Ensure that Board members receive full, objective, and accurate information and have sufficient time to discuss matters under consideration;
- h) Prepare work plans and assign tasks to Board members. Specific task assignments for each member must be made in writing and signed by the Chairman;
- i) Supervise Board members in performing their assigned tasks;
- j) Exercise the rights and obligations of the Legal Representative as prescribed in Point b, Clause 2, Article 3 of the Company's Charter;
- k) Perform other powers and duties as prescribed by law and the Company's Charter.

5. The Chairman shall be dismissed in the following cases:

- a) Failing to satisfy the standards and conditions for Board membership as prescribed in Article 34 of the Company's Charter;
- b) Submitting a resignation letter which is subsequently approved.

6. The removal, election, and dismissal of the Chairman shall be conducted upon a decision by the Board of Directors, adopted by form of voting at a Board meeting.

7. In the event of resignation, dismissal, or removal, the Board must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal/removal.

8. If the Chairman is absent or unable to perform their duties, they must authorize another member in writing to exercise their rights and obligations. In the absence of an authorized person or if the Chairman is deceased, missing, detained, serving a prison sentence, subject to compulsory detoxification or education measures, fugitives, lacks civil act capacity, or is prohibited by the Court from

holding certain positions, the remaining members shall elect one person among them to hold the position of Chairman by a majority vote until a new decision is made by the Board.

Article 54. Remuneration and Other Benefits of Board Members

1. The Company is entitled to pay remuneration and bonuses to Board members based on business performance and efficiency.

2. Board members are entitled to remuneration for work and bonuses. Work remuneration is calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board shall estimate the remuneration for each member on a consensus basis. The total amount of remuneration and bonuses for the Board shall be decided by the General Meeting of Shareholders (GMS) at the annual meeting.

3. Remuneration of each Board member shall be recognized as business expenses of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the GMS at the annual meeting.

4. Board members holding executive positions, serving on Board sub-committees, or performing tasks beyond the normal scope of a Board member may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses for attending GMS, Board, or sub-committee meetings.

6. The Company may purchase liability insurance for Board members upon approval by the GMS. This insurance does not cover liabilities related to violations of the law or the Company's Charter by Board members.

Article 55. Procedures for Organizing Board Meetings

1. Minimum number of meetings: The Board shall meet at least once per quarter and may hold extraordinary meetings.

2. Cases requiring extraordinary Board meetings:

a) The Chairman must convene a Board meeting in the following cases:

At the request of the Supervisory Board;

At the request of the General Director or at least 05 other managers;

At the request of at least 02 Board members.

b) Requests mentioned in Point a must be in writing, specifying the purpose and matters to be discussed and decided within the Board's authority.

c) The Chairman must convene the meeting within 07 working days of receiving the request. Failure to do so makes the Chairman liable for any resulting damages to the Company; the requester then has the right to convene the meeting.

3. Notice of Meeting:

a) The Chairman or the convenor must send the notice at least 05 working days before the meeting date, specifying the time, location, agenda, and matters for discussion/decision, accompanied by meeting documents and voting ballots.

b) Notices may be sent by invitation letter, telephone, fax, or electronic means to the registered contact address of each member.

4. Attendance rights of the Supervisory Board:

a) The Chairman or convenor shall send notices and documents to Supervisory Board members simultaneously with Board members.

b) Supervisory Board members have the right to attend and discuss but not to vote.

5. Quorum for Board meetings:

A meeting is conducted when at least 3/4 of the total members are present. If the quorum is not met, a second meeting shall be convened within 03 days, which will proceed if more than half of the members are present.

Article 56. Voting Methods, Adoption of Resolutions, Proxy Attendance, and Meeting Minutes

1. A Board member is considered present and voting if they:

a) Attend and vote in person;

b) Authorize another person to attend and vote as per the Charter;

c) Attend and vote via virtual conference, electronic voting, or other electronic forms;

d) Send a voting ballot via mail, fax, or email.

2. Voting ballots sent by mail must be in a sealed envelope delivered to the Chairman at least 01 hour before the opening and opened only in the presence of all attendees.

3. Voting:

a) Except as provided in Point b, Clause 1 of this Article, each Board member or authorized proxy present in person at the meeting shall have one (01) vote.

b) A Board member shall not vote on contracts, transactions, or proposals in which such member or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required to conduct a meeting regarding decisions on which they have no voting rights.

c) If a dispute arises regarding a member's interest or voting rights and such member does not voluntarily waive their right, the Chairman's ruling shall be final, except where the nature or scope of the related member's interest has not been fully disclosed.

d) A Board member benefiting from a contract as defined in the Company's Charter is deemed to have a significant interest in that contract.

e) Supervisors (members of the Supervisory Board) have the right to attend and discuss but not to vote.

4. Board members who directly or indirectly benefit from an executed or proposed contract or transaction, and are aware of such interest, must disclose this interest at the first Board meeting where the matter is discussed. If the member was unaware of the interest at the time of execution, they must disclose it at the first meeting held after they become aware of such interest.

5. The Board of Directors is entitled to collect written opinions from its members to adopt Resolutions on matters within its authority as prescribed in Clause 2, Article 36 of the Company's Charter.

6. A Resolution via written opinions is adopted based on the approval of the majority of members entitled to vote. Such Resolution shall have the same effect and validity as one adopted at a meeting.

7. Board meetings may be held via virtual conference (teleconference/online) provided that every participating member can:

a) Hear every other participating member speaking in the meeting;

b) Speak to all other participants simultaneously. Members participating this way are deemed "present". The meeting location shall be where the largest group of members is gathered or where the Chairman is present. Decisions take effect immediately but must be confirmed by signatures in the minutes by all participating members.

8. Adoption of Resolutions

Adoption of Resolutions Resolutions and decisions of the Board are adopted if approved by a majority of attending members. In the event of a tie, the final decision shall rest with the side having the Chairman's opinion (Casting vote).

9. Proxy Attendance

a) A Board member may authorize another person to attend the meeting via a written authorization sent to the Chairman at least 01 working day before the meeting.

b) The authorized proxy may attend and vote only if approved by a majority of Board members.

10. Board Meeting Minutes

Meetings must be recorded in minutes and may be audio-recorded or stored electronically. Minutes must be in Vietnamese (and may be in English), covering:

a) Name, head office address, and business code;

b) Time and location of the meeting;

c) Purpose, agenda, and meeting contents;

- d) Full names of each attending member or their authorized proxies and the method of attendance; full names of absent members and reasons for absence;
- e) Matters discussed and voted upon at the meeting;
- f) Summary of opinions expressed by each attending member in chronological order of the proceedings;
- g) Voting results, clearly identifying members who voted "in favor", "against", or "abstention";
- h) Matters adopted and the corresponding approval ratio;
- i) Full names and signatures of the Chairman and the Secretary (except for cases prescribed in Clause 2, Article 40 of the Company's Charter).

The Chairman, the Secretary, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the Board meeting minutes.

Minutes and supporting documents must be archived at the Company's head office.

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

The Chairman is responsible for sending the minutes to all members. Such minutes shall serve as authentic evidence of the proceedings unless a member objects to the content within 10 days from the date of sending. The minutes must be signed by the Chairman and the Secretary, except for the cases prescribed in Clause 2, Article 40 of the Company's Charter.

In the event that the Chairman and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other participating Board members and if they contain all mandatory information (from point a to h). The minutes must clearly record the refusal to sign by the Chairman and/or the Secretary. Those who sign the minutes shall be jointly liable for its accuracy and truthfulness. The Chairman and the Secretary (as supplemented in accordance with Clause 2, Article 40 of the Company's Charter) shall be personally liable for any damages occurring to the enterprise. Notification of Board resolutions and decisions shall follow the procedures as prescribed.

The Board of Directors shall ensure that all copies of Board resolutions and decisions are provided to the Supervisory Board and the General Director at the same time they are provided to the Board members.

Article 57. Sub-committees under the Board of Directors

1. Roles, responsibilities, and authority: The roles, responsibilities, and authority of the sub-committees and each individual member therein shall be determined by the Board of Directors.

2. The Board of Directors may establish subordinate sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. Each sub-committee shall consist of at least 03 members, including Board members and external members as decided by the Board. The operations of the sub-committees must comply with the regulations of the Board of Directors. A sub-committee's resolution shall only take effect when approved by a majority of members attending and voting at the sub-committee meeting.

3. The execution of decisions made by the Board of Directors or its sub-committees must comply with current legal regulations, the Company's Charter, and these Regulations.

4. The establishment and operation of the Internal Audit Sub-committee and other Board sub-committees (if any) shall be carried out in accordance with the law and the Company's Charter. Operating principles:

a) Sub-committee activities must comply with the Board's regulations. Resolutions are valid only upon approval by a majority of attending members.

b) Implementation of decisions must be consistent with current laws, the Charter, and these Regulations.

Article 58. Selection, Appointment, and Dismissal of the Person in Charge of Corporate Governance

1. Standards:

a) The Person in charge of Corporate Governance must not concurrently work for the approved auditing firm currently auditing the Company's financial statements.

b) Other standards as prescribed by law and decisions of the Board of Directors.

2. Appointment:

The Board of Directors shall appoint at least 01 person as the Person in charge of Corporate Governance to support the Company's corporate governance activities. This person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

3. Dismissal:

The Person in charge of Corporate Governance shall be dismissed in the following cases:

a) Submission of a resignation letter which is subsequently approved;

b) Failure to meet the standards prescribed in Clause 1 of this Article;

c) Violations of the law leading to criminal liability or serious violations of Company regulations;

d) Poor health that prevents continued work;

e) Other cases as necessary, provided they do not conflict with current labor laws.

4. Notification: The Company must notify and disclose information regarding the appointment or dismissal of the Person in charge of Corporate Governance in accordance with securities laws and relevant regulations.

5. Rights and Obligations:

a) Advise the Board on organizing General Meetings of Shareholders and related matters between the Company and shareholders;

b) Prepare for meetings of the Board of Directors, Supervisory Board, and GMS as requested;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting Board resolutions in compliance with the law;

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

g) Monitor and report to the Board on the Company's information disclosure activities;

h) Serve as a contact point with stakeholders;

i) Maintain confidentiality in accordance with the law and the Charter;

j) Other rights and obligations as prescribed.

CHAPTER IV: THE SUPERVISORY BOARD

Article 59. Roles, Rights, Obligations, and Responsibilities of the Supervisory Board and its Members

1. Roles, Rights, Obligations, and Responsibilities of the Supervisory Board:

a) Supervise the Board of Directors and the General Director in the management and administration of the Company.

b) Inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and administration of business activities; as well as the systematic nature, consistency, and appropriateness of accounting, statistics, and financial reporting.

c) Appraise the completeness, legality, and truthfulness of the Company's annual and semi-annual business and financial reports, as well as reports assessing the management performance of the Board of Directors, and present the appraisal

reports at the Annual General Meeting of Shareholders (AGM). Review contracts and transactions with related persons within the approval authority of the Board of Directors or the GMS and provide recommendations accordingly.

d) Review, inspect, and evaluate the validity and effectiveness of the Company's internal control, internal audit, risk management, and early warning systems.

e) Examine accounting books, records, and other documents of the Company, as well as its management and operational activities when deemed necessary, or pursuant to a resolution of the GMS, or at the request of shareholders/groups of shareholders as prescribed in Clause 2, Article 17 of the Charter.

f) Upon request from shareholders/groups of shareholders (per Clause 2, Article 17), the Supervisory Board shall conduct an inspection within 07 working days of receipt of the request. Within 15 days from the completion of the inspection, it must report the findings to the Board of Directors and the requesting shareholders. Such inspections must not hinder the normal activities of the Board of Directors or disrupt the business operations of the Company.

g) Recommend to the Board of Directors or the GMS measures to amend, supplement, and improve the organizational structure, supervision, and administration of the Company's business.

h) Upon discovering that a member of the Board of Directors or the General Director has violated Article 54 of the Charter, immediately notify the Board of Directors in writing, requiring the violator to cease the violation and provide remedial measures.

i) Attend and participate in discussions at the GMS, Board meetings, and other Company meetings.

j) Utilize independent consultants and the Company's internal audit department to perform assigned duties.

k) Consult with the Board of Directors before submitting reports, conclusions, and recommendations to the GMS.

l) Propose and recommend the GMS to approve the list of auditing firms permitted to audit the Company's financial statements; decide on approved auditing firms to inspect the Company's activities, and dismiss approved auditors when deemed necessary.

m) Be responsible to the shareholders for its supervisory activities.

n) Monitor the Company's financial status and compliance with the law by Board members, the General Director, and other managers.

o) Ensure coordination with the Board of Directors, the General Director, and shareholders.

p) Upon detecting violations of law or the Charter by members of the Board, General Director, or other managers of VIMC, notify the Board in writing within 48 hours, requiring the violator to cease and remedy the consequences.

q) Formulate the Operating Regulations of the Supervisory Board for GMS approval.

r) Access Company files and documents kept at the head office, branches, and other locations; access the workplace of managers and employees during working hours.

s) Request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding management, administration, and business activities.

t) The Supervisory Board's report at the AGM regarding business results, performance of the Board and General Director, and self-assessment of the Supervisory Board must include:

- Remuneration, operating expenses, and other benefits (per Article 53 of the Charter).

- Summary of Supervisory Board meetings, conclusions, and recommendations.

- Results of financial and operational supervision.

- Evaluation of transactions between the Company (or its subsidiaries/controlled entities over 50% capital) and related persons of Board members or managers; and transactions with companies where such individuals were founders or managers within the last 03 years.

- Results of supervision over the Board, General Director, and other managers.

- Evaluation of coordination between the Supervisory Board and the Board, General Director, and shareholders.

u) Entitled to be provided with information as prescribed in Article 171 of the Law on Enterprises.

v) Other rights and obligations as prescribed by law, the Charter, and GMS resolutions.

2. Roles, Rights, Obligations, and Responsibilities of Supervisory Board Members:

a) Members have rights as prescribed by the Law on Enterprises and the Charter, including access to operational information. The Board, General Director, and managers are responsible for providing information promptly and fully upon request.

b) Members must comply with the law, the Charter, and professional ethics in exercising their duties.

Article 60. Number, Term, Composition, and Structure of the Supervisory Board

1. Quantity, Term, and Composition:

- a) The number of members of the Supervisory Board shall be 03 persons.
- b) The term of office shall not exceed 05 years, with no limit on the number of re-elections.
- c) Members are not required to be shareholders of the Company.
- d) More than half of the members must be residents of Vietnam.
- e) The Head of the Supervisory Board is elected by the Board from among its members; election, dismissal, or removal shall follow the majority principle.
- f) If a term ends before a new Board is elected, existing members shall continue their duties until the successors take office.

2. Standards and Conditions for Membership:

- a) Not fall under the prohibited categories prescribed in Clause 2, Article 17 of the Law on Enterprises.
- b) Be trained in economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business.
- c) Must not be a family member of Board members, the General Director, or other managers; must not hold management positions in the enterprise.
- d) Must not work in the Accounting or Finance departments of the Company.
- e) Must not have been a member or employee of the independent auditing firm that audited the Company's financial statements in the preceding 03 years.
- f) The Head of the Supervisory Board must hold a university degree or higher in one of the specialized fields mentioned in Point b.

3. Nomination and Candidacy:

- a) Common shareholders who form a group to nominate candidates for the Supervisory Board must notify the attending shareholders of such grouping before the opening of the General Meeting of Shareholders (GMS). The nomination and candidacy shall be conducted in accordance with the following regulations:

Shareholders or groups of shareholders owning:

From 10% to <20%: entitled to nominate 01 candidate;

From 20% to <30%: up to 02 candidates;

From 30% to <40%: up to 03 candidates;

From 40% to <50%: up to 04 candidates;

From 50% or more: up to 05 candidates.

b) In the event that the number of candidates via nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process as prescribed in the *Operating Regulations of the Supervisory Board*. Any such additional nominations by the incumbent Board must be clearly announced before the GMS proceeds to vote for members of the Supervisory Board in accordance with the law.

4. Voting Method:

The voting to elect members of the Supervisory Board shall be conducted via 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 Supervisory Board. Shareholders have the right to cast all or part of their total votes for one or more candidates. The elected members shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates receive an equal number of votes for the last remaining seat on the Supervisory Board, a re-election shall be conducted among the candidates with equal votes, or a selection shall be made based on the criteria specified in the Election Regulations approved by the General Meeting of Shareholders (GMS).

5. Cases for Dismissal of Supervisory Board Members

The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:

- a) No longer satisfying the standards and conditions to be a member of the Supervisory Board as prescribed in Points a, b, c, d, and e, Clause 2 of this Article;
- b) Submitting a resignation letter which is subsequently approved.

6. Cases for Removal of Supervisory Board Members

The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:

- a) Failing to complete assigned tasks or duties;
- b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Committing repeated or serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases pursuant to a resolution of the General Meeting of Shareholders.

7. Notification of Election, Dismissal, and Removal of Supervisory Board Members

In the event that candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least ten (10) days

prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting.

Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information related to candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions (including Board of Directors or Supervisory Board positions in other companies);
- e) Interests related to the Company and the Company's related parties;
- f) The Company is responsible for disclosing information regarding the companies in which the candidate is holding management positions and any interests related to the Company of the Supervisory Board candidate (if any).

The notification of results regarding the election, dismissal, and removal of Supervisory Board members shall be carried out in accordance with the guiding regulations on information disclosure.

8. Salaries and Other Benefits of Supervisory Board Members

a) Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits in accordance with the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b) Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the costs of using independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

c) Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the annual financial statements of the Company.

CHAPTER V: THE GENERAL DIRECTOR

Article 61. Role, Responsibilities, Rights, and Obligations of the General Director

1. The General Director is the person who manages the day-to-day business operations of the Company; shall be subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of delegated rights and obligations. The General Director has the following rights and obligations:

a) Decide on issues related to the day-to-day business of the Company that do not fall under the authority of the Board of Directors, except where they no longer hold the status of the legal representative of the Company;

b) Organize and implement resolutions and decisions of the Board of Directors;

c) Organize the implementation of the business plans and investment projects of the Company;

d) Recommend the organizational structure and internal management regulations of the Company;

e) Appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;

f) Appoint, dismiss, and remove Directors of subordinate branches, Department Heads, and equivalent positions after obtaining approval from the Board of Directors;

g) Decide on salaries and other benefits for employees of the Company, including managers within the General Director's appointing authority;

h) Recruit labor;

i) Recommend plans for dividend payment or handling business losses;

j) Request the Board of Directors to decide on the appointment of authorized representatives to participate in the Board of Members or the GMS at companies where the Company has contributed capital; decide on the remuneration and other benefits for such representatives;

k) Decide on and sign contracts for purchase, sale, borrowing, lending, leasing, renting of assets, and other contracts or transactions related to the day-to-day business of the Company, except for those requiring approval from the Board of Directors;

l) Decide on the issuance of internal regulations and rules related to the management tasks of the General Director;

m) Other rights and obligations as prescribed by law, the Company's Charter, internal regulations, and resolutions or decisions of the Board of Directors.

2. The General Director is responsible to the Board of Directors and the GMS for the performance of assigned tasks and powers, and must report to superior levels when requested.

3. The General Director must manage the day-to-day business operations in accordance with the law, the Charter, the labor contract signed with the Company, and Board resolutions. Any management action contrary to this Clause that causes loss to the Company shall result in the General Director being held legally liable and responsible for compensating the Company for such damages.

Article 62. Appointment, Dismissal, Signing, and Termination of Contracts with the General Director

1. Term, Standards, and Conditions: The term of office of the General Director shall not exceed 05 years, with no limit on the number of re-appointments.

2. Standards and Conditions:

a) Not fall under the prohibited categories prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Must not be a family member of any corporate manager or member of the Supervisory Board; or a representative of state capital or the enterprise's capital at the Company;

c) Possess professional qualifications and experience in the business administration of the Company.

3. Appointment and Labor Contract:

a) The Board of Directors shall appoint a Board member or hire another person as the General Director.

b) Application dossier includes:

Curriculum vitae (self-declared)

Asset and income disclosure

Action program

Self-assessment

Certified copies of degrees/certificates, and inspection/audit conclusions (if any).

c) The Board shall pass a resolution for the Chairman to sign the appointment decision.

d) Following the appointment, the Chairman signs a labor contract specifying income, salary principles, remuneration, responsibilities, and authority.

e) During the appointment process, the Board may assign a manager to exercise the rights and obligations of the General Director and legal representative.

4. Dismissal and Removal:

a) The Board of Directors may dismiss or remove the General Director upon the approval of a majority of attending Board members with voting rights, and appoint a new General Director as a replacement.

b) The General Director shall be dismissed or removed in any of the following cases:

- Being restricted in civil act capacity;

- Failing to satisfy the standards and conditions as prescribed in Clause 2 of this Article;

- Submitting a resignation letter (specifying the reasons for resignation) to the Board of Directors and the Supervisory Board at least 45 days before ceasing to perform their duties and powers;

- Pursuant to a decision of the Board of Directors;

- Other cases as prescribed by current legal regulations.

5. Notification of Appointment, Dismissal, Signing, and Termination of Contracts with the General Director: Following the decision to appoint, dismiss, sign, or terminate a contract with the General Director, the Company is responsible for disclosing information on the Company's website and to state management agencies in accordance with the procedures and regulations of the law.

6. Salary and Benefits:

a) Salaries, bonuses, and remuneration are decided by the Board based on business performance.

b) Such amounts must be recorded as business expenses and presented as a separate item in the annual financial statements and reported to the Annual GMS.

CHAPTER VI: OTHER ACTIVITIES

Article 63. Principles of Work Coordination

1. The coordination of work between the Board of Directors, Board members, the General Director, and other managers of the Company must comply with the following principles:

a) Always be loyal to the interests of the shareholders and the Company;

b) Comply with the State's legal regulations, the Charter, and the internal regulations of the Company;

c) Implement the principles of democratic centralism, publicity, and transparency;

d) Perform duties with a high sense of responsibility, honesty, and cooperation, and proactively coordinate to resolve obstacles and difficulties when they arise.

2. In urgent cases, members of the Board of Directors, members of the Supervisory Board, and the General Director may immediately communicate (via face-to-face meetings, telephone, or email) with the Chairman of the Board, the Head of the Supervisory Board, or the General Director, or all three, to coordinate an effective resolution.

Article 64. Coordination of Activities between the Board of Directors, the Supervisory Board, and the General Director

1. Procedures and sequences for convening, meeting notices, recording minutes, and notifying meeting results between the Board of Directors, the Supervisory Board, and the General Director:

1.1. The composition of attendees for Board meetings shall be decided by the Chairman but must include at least all Board members and members of the Supervisory Board. The Board of Directors may invite the Executive Board or other individuals to attend when necessary.

The sequence and procedures for conducting Board meetings are prescribed in the Company's Charter.

1.2. For meetings regarding important matters, the Head of the Supervisory Board may invite several Board members, the General Director, and other managers to discuss relevant issues. The meeting notice must fully state the agenda, time, and location, accompanied by necessary documents, and must be delivered to attendees at least 05 days prior to the meeting. The Head of the Supervisory Board must notify the Board of Directors and the General Director of the meeting results in writing within 05 working days after the meeting concludes.

The sequence and procedures for these meetings shall follow the Company's Charter and the Operating Regulations of the Supervisory Board.

1.3. For meetings regarding important matters, the General Director may invite several Board members and members of the Supervisory Board to discuss relevant issues. The meeting notice must fully state the agenda, time, and location, accompanied by necessary documents, and must be delivered to attendees at least 03 working days prior to the meeting. The General Director must notify the Board of Directors and the Head of the Supervisory Board of the meeting results in writing within 05 working days after the meeting concludes.

The Chairman has the right to attend, or authorize another Board member to attend, briefing meetings or meetings held by the General Director to prepare content for submission to the Board.

1.4. Notification of Board Resolutions and Decisions:

The Board of Directors shall ensure that all copies of Board resolutions and decisions are provided to members of the Supervisory Board and the General Director simultaneously with their provision to Board members.

1.5. Cases where the General Director and the Supervisory Board Request to Convene a Board Meeting and Matters Requiring Board Opinions

a) The Chairman of the Board of Directors must convene a Board meeting when the Supervisory Board or the General Director makes a written request stating the purpose and issues to be discussed and decided within the Board's authority.

b) Within 07 working days from the date of receipt of the request, the Chairman must convene the Board meeting. In the event of failure to convene, the Chairman shall be held liable for any damages occurring to the Company. The person requesting the meeting shall have the right to act on behalf of the Chairman to convene the Board meeting.

c) The Chairman or the person convening the Board meeting must send the meeting notice at least 03 working days before the meeting date.

1.6. Reports by the General Director to the Board of Directors on the Performance of Assigned Tasks and Powers

The General Director is responsible for reporting (directly or in writing) to the Board of Directors on the status of performing assigned tasks and powers. The report must reflect the following basic contents:

- a) Direction and instructions from the Board of Directors;
- b) Implementation progress as of the reporting time;
- c) Implementation efficiency and causes leading to the results;
- d) Resolution directions and specific proposals (if any).

1.7. Reviewing the Implementation of Resolutions and Other Delegated Matters of the Board of Directors by the General Director

The General Director is responsible for strictly implementing the Board's resolutions and decisions. During the implementation process, if any content is found to be not beneficial to the Company, the General Director is responsible for requesting the Board to review and adjust accordingly. In the event the Board does not adjust, the General Director must still implement the resolution but has the right to reserve their opinions.

2. Matters the General Director Must Report, Provide Information, and Notification Methods to the Board of Directors and the Supervisory Board

The General Director is responsible for reporting to the Board and the Supervisory Board in the following cases:

a) The Managing General Director is responsible to the GMS and the Board for the performance of assigned tasks and powers and must report to these bodies upon request;

b) When proposing measures to improve the Company's operations and management, the General Director shall send them to the Board as soon as possible but no more than 07 days before the content needs to be decided;

c) When preparing annual, quarterly, and long-term estimates (hereinafter referred to as "estimates") to serve the Company's management activities. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted by the General Director for Board approval;

d) Notify the Board and the Supervisory Board of transactions between the Company (or its subsidiaries/controlled entities with over 50% charter capital) and the members themselves or their related persons in accordance with the law;

e) Transactions between the Company and companies where the aforementioned members were founders, Board members, or General Directors within the last 03 years prior to the transaction date;

f) Transactions between the Company and companies where related persons of the aforementioned members are Board members, General Directors, or major shareholders;

g) Other contents requiring Board opinions must be sent at least 07 working days in advance, and the Board shall respond within 07 working days.

Article 65. Coordination of Control, Management, and Supervision Activities among Board Members, Supervisory Board Members, and the General Director according to their specific tasks

1. Working Relationship between the Board of Directors and the Supervisory Board:

a) The Board of Directors shall respect the rights of the Supervisory Board in inspecting the reasonableness and legality of the Company's management and administration activities, and shall create favorable conditions for the Supervisory Board to conduct inspections of production and business management, accounting records, and financial statements of the Company in accordance with the functions, duties, and powers prescribed in the Company's Charter and resolutions of the General Meeting of Shareholders (GMS).

b) The Board of Directors is responsible for acknowledging and implementing measures to rectify any shortcomings or defects in management and administration as concluded by the Supervisory Board's inspections; simultaneously, the Board is responsible for directing the General Director to take necessary measures to handle violations (if any) and/or overcome deficiencies in operational activities, accounting records, and the Company's financial statements.

c) The Chairman of the Board shall ensure that members of the Supervisory Board are fully invited to attend all periodic and extraordinary meetings of the Board of Directors.

d) The Board of Directors shall ensure that meeting notices, opinion solicitation forms for Board members, other information provided to Board members, and Board resolutions/decisions are provided to members of the

Supervisory Board at the same time and via the same methods as provided to Board members.

e) The Supervisory Board shall conduct the appraisal of the Company's Financial Statements, business performance reports, and the Board of Directors' performance evaluation reports; simultaneously, it shall periodically notify the Board of Directors of its implementation plans and the results of inspection and control activities regarding the management, administration, bookkeeping, and financial reporting of the Company.

f) Members of the Supervisory Board may request the Board of Directors to provide information and documents regarding the Company's management and administration, in addition to the periodic reporting information required by regulations.

2. Working Relationship between the Board of Directors, the General Director, and the Executive Apparatus:

a) The Board of Directors is responsible for creating all necessary favorable conditions for the General Director and the assisting apparatus to fulfill their assigned tasks.

b) The General Director is responsible for strictly implementing the resolutions and decisions of the Board of Directors. During implementation, if any content is found to be detrimental to the Company, the General Director is responsible for requesting the Board to review and adjust accordingly. In the event the Board does not adjust its resolutions or decisions, the General Director must still implement them but has the right to reserve their opinions.

c) The General Director is responsible for reporting (directly or in writing) to the Board of Directors on the status of performing assigned tasks and powers. The report must reflect the following basic contents:

- Instructions and directions from the Board of Directors;
- Implementation progress as of the reporting time;
- Implementation efficiency and causes leading to the results;
- Resolution directions and specific proposals (if necessary).

d) The General Director and other managers are responsible for creating all conditions for Board members to perform their assigned tasks and ensuring they have full and timely access to information and reports.

e) On a quarterly, semi-annual, and annual basis, the General Director is responsible for reporting to the Board of Directors on the status of production and business activities and the plans for the next period, along with necessary recommendations to fulfill assigned tasks within their authority. Upon detecting risks or incidents that may adversely affect the reputation or business operations of the Company, the General Director must promptly report to the Chairman and the Board members directly in charge of such matters for timely resolution.

g) On a quarterly, semi-annual, and annual basis, the General Director shall seek the Board of Directors' opinions on the contents of the Financial Statements and related explanatory documents before signing, issuing, and disclosing information.

h) The General Director shall proactively decide on matters within their authority under the Company's Charter; decide on measures beyond their authority in urgent cases but shall be held responsible for such decisions and must report immediately to the Board of Directors. The reporting deadline shall not exceed 24 hours from the time the urgent case arises.

i) For matters within the deciding authority of the Board of Directors, the General Director must submit a Statement (Proposal) for opinions, attached with relevant documents, to the Board. The Statement must ensure the following basic contents:

- The content requiring opinions;
- The General Director's perspective/viewpoint on said content;
- Specific proposed directions for resolution.

3. Working Relationship between the Supervisory Board and the General Director:

a) Periodic and extraordinary inspections by the Supervisory Board must have written conclusions (no later than 15 working days from the end date) sent to the General Director to provide further basis for the management and administration of the Company. Depending on the extent and results of the inspection, the Supervisory Board should discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders (GMS). If viewpoints do not align, the parties are authorized to reserve their opinions in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest GMS.

b) If the Supervisory Board detects violations of the law or the Company's Charter by the General Director, the Board shall notify the General Director in writing within 48 hours, requesting the violator to cease the violation and provide remedial measures.

c) Members of the Supervisory Board have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or storage locations.

d) Regarding information and documents on management, business operations, business reports, and financial statements, the Supervisory Board's written request must be sent to the Company at least 48 hours in advance. The Supervisory Board must not use or disclose non-public information of the company to others for conducting related transactions.

e) Other contents requiring the General Director's opinions must be sent at least 07 days in advance, and the General Director shall respond within 07 days.

Article 66. Other Coordination

1. The Board of Directors shall create favorable conditions for Board members, members of the Supervisory Board, the Executive Board, and other managers of the Company to participate in training courses, conferences, seminars, and surveys both domestically and internationally to enhance their professional qualifications and corporate governance knowledge. Participation in such training and seminars must not affect the general work of the Company.

2. Board members and the General Director traveling on overseas business trips must have a specific program, report to, and obtain written approval from the Chairman of the Board. Depending on the nature and content of the work, the Chairman may require relevant officers and employees to participate.

CHAPTER VII: REGULATIONS ON ANNUAL PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Article 67. Methods for Evaluating the Performance of the Company's Managers and Executives

1. The performance evaluation of the Board of Directors, the Supervisory Board, and the Company's executives shall be conducted annually.

2. Authority to conduct evaluations:

a) The Board of Directors shall organize the evaluation of the degree of task completion and other standards for Board members and positions appointed by the Board;

b) The Supervisory Board shall organize the evaluation of the degree of task completion and other standards for its own members;

c) The General Director shall preside over the evaluation of the degree of task completion and other standards for positions appointed by the General Director.

3. The criteria, sequence, and procedures for evaluating executives shall be decided by the competent evaluating authority.

4. The Crew Personnel Department, the General Planning Department, the Company Governance Officer, and the Subcommittees under the Board of Directors assigned to this task are responsible for preparing guidance documents and assisting the Board and the General Director in the annual performance evaluation of officers.

Article 68. Principles for Applying Disciplinary Measures

1. Acts subject to disciplinary measures:

a) Violating job title standards or violating obligations as prescribed by the Company.

b) Violating the law and being convicted by a legally effective judgment of the Court.

c) Cases where disciplinary actions are deferred (not yet considered):

(i) During the period of annual leave, statutory leave, or personal leave authorized by the competent authority;

(ii) During the period of medical treatment as certified by a competent medical institution;

(iii) During periods of temporary detention or custody pending conclusions from competent authorities regarding investigation, prosecution, or adjudication of legal violations.

2. Cases of exemption from disciplinary liability:

a) Being certified by a competent authority as having lost civil act capacity at the time of committing the violation;

b) Being certified by a competent authority as having violated regulations in a force majeure situation while performing duties.

Article 69. Rewards and Discipline for Members of the Board of Directors

1. The appropriation of the reward fund for members of the Board of Directors shall be regulated in the Company's Financial Management Regulations.

2. The Board of Directors is responsible before the law and to the General Meeting of Shareholders (GMS) for performing activities within its scope of authority and duties. Board members may be subject to disciplinary review for violations prescribed in the Company's Charter and other internal regulations.

Article 70. Rewards and Discipline for Members of the Supervisory Board

1. The appropriation of the reward fund for members of the Supervisory Board shall be regulated in the Company's Financial Management Regulations.

2. The Supervisory Board is responsible before the law and to the GMS for exercising its rights and performing its duties. Members of the Supervisory Board may be subject to disciplinary review for violations prescribed in the Company's Charter and other internal regulations.

Article 71. Rewards and Discipline for the General Director, Deputy General Directors, and Chief Accountant

1. Rewards and Discipline for the General Director:

a) Rewards: The Board of Directors shall decide on specific rewards for the General Director in accordance with established policies and prior agreements; such expenses shall be recorded as management costs. Rewarding activities shall comply with current legal regulations and the Company's Financial Management Regulations.

b) Discipline: The General Director is responsible to the General Meeting of Shareholders, the Board of Directors, and the law for the performance of assigned

rights and duties. The General Director may be subject to disciplinary review for violations prescribed in the Company's Charter and other internal regulations.

2. Rewards and Discipline for Other Executives:

a) Rewards: The Board of Directors shall decide on specific rewards for the Deputy General Directors and the Chief Accountant upon the proposal of the General Director and in accordance with Company policies; such expenses shall be recorded as management costs. Rewarding activities shall comply with current legal regulations and the Company's Financial Management Regulations.

b) Discipline: The Company's executives may be subject to disciplinary review for violations prescribed in the Company's Charter and other internal regulations.

Article 72. Liability for Damages

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant who fail to perform, or perform incorrectly or inadequately their responsibilities and obligations as prescribed by law and the Company, shall be liable for damages caused by their violations.

2. Liability for damages shall be considered even in cases where the individual does not commit direct or indirect acts causing damage but fails to take conscious action to prevent such violations.

CHAPTER VIII: IMPLEMENTATION, AMENDMENT, AND SUPPLEMENTATION OF THE REGULATIONS

Article 73. Amendment and Supplementation of the Regulations

1. During implementation, when any content is no longer consistent with current legal regulations or the Company's governance activities, the Regulations shall be amended and supplemented accordingly.

2. The amendment and supplementation of these Regulations fall under the authority of the General Meeting of Shareholders (GMS) for consideration and decision.

3. In the event that current legal regulations relevant to the Company's activities are not mentioned herein or contain contents different from these Regulations, the current legal regulations shall prevail.

Article 74. Effectiveness

1. These Regulations consist of 08 chapters and 75 articles, taking effect from the date of approval by the 2026 Annual General Meeting of Shareholders.

2. These Regulations are the sole and official regulations of the Company.

Article 75. Organization of Implementation

1. The Board of Directors and the General Director of the Company are responsible for coordinating the deployment and implementation of these Regulations.

2. The Supervisory Board of the Company is responsible for inspecting and supervising the implementation of these Regulations.

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

Hoang Long

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Regulation on The Operation of The Board of Directors of Vietnam Ocean Shipping Joint Stock Company (6th amendment) issued together with Decision No. 16/QĐ-HĐQT dated April 6, 2026 of the Board of Directors of Vietnam Ocean Shipping Joint Stock Company

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation:

The Regulation on the operation of the Board of Directors provides for the organizational structure, personnel, operating principles, rights, and obligations of the Board of Directors and its members in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal regulations.

2. Subjects of application: This Regulation applies to the Board of Directors, the Supervisory Board, the Executive Board, the advisory and assisting apparatus of the Company, branches, subsidiary companies of the Company, and relevant organizations and individuals.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors works on the principle of collectivism. Members of the Board of Directors are individually responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding production and business activities and the development of the Company.

2. The Board of Directors assigns responsibility to the General Director to organize and administer the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

a) To perform their duties honestly and prudently for the highest interests of the shareholders and the Company;

b) To attend fully meetings of the Board of Directors and give opinions on issues brought for discussion;

c) To report promptly and fully to the Board of Directors the remunerations

received from subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting transactions between the Company, subsidiaries, other companies in which the Company holds control of more than 50% of the charter capital with the member of the Board of Directors and related persons of that member; transactions between the Company and a company in which the member of the Board of Directors is a founding member or a manager within the last 03 years prior to the time of the transaction;

e) To carry out information disclosure when conducting transactions of the Company's shares in accordance with the provisions of law.

3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the activities of the Board of Directors.

Article 4. Right to be Provided with Information of Members of the Board of Directors

1. Members of the Board of Directors, in performing tasks assigned by the Board, shall have the right to request the General Director, Deputy General Directors, Chief Accountant, heads and deputy heads of departments, and managers of the Company to provide information and documents on business, investment, finance, and all activities of the Company and its units.

2. The requested persons must provide timely and complete information and documents as requested by the members of the Board of Directors and shall be responsible for the accuracy and correctness of such information and documents. The requesting and provision of information must comply with the order and procedures prescribed in the Company Charter and the internal corporate governance regulations of the Company.

Article 5. Term and Number of Members of the Board of Directors

1. The Board of Directors shall consist of seven (07) members, including one (01) Chairman.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.

3. In the case that all members of the Board of Directors simultaneously end their terms, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

4. The structure of members of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members, and the total number of independent members must be at least two (02).

5. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 35 of the Company Charter.

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

Article 6. Standards and Conditions for Members of the Board of Directors

1. A member of the Board of Directors must satisfy the following standards and

conditions:

a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the Company's business sectors and is not necessarily required to be a shareholder of the Company;

c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;

d) Not being a family member of the General Director or other managers of the Company; or of managers or persons competent to appoint managers of the parent company.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

a) Not being a person currently working for the Company, its parent company, or its subsidiaries; and not having worked for such entities for at least three (03) consecutive years prior thereto;

b) Not being a person receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled;

c) Not being a person whose spouse, biological or adoptive parents, biological or adoptive children, or siblings are major shareholders of the Company or managers of the Company or its subsidiaries;

d) Not being a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Company;

e) Not being a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately prior thereto, except in the case of being appointed for two (02) consecutive terms.

3. An independent member must notify the Board of Directors when he/she no longer satisfies the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date such conditions are no longer met. The Board of Directors must notify such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members within six (06) months from the date of receiving such notification.

Article 7. Dismissal, Removal, Replacement, and Supplement 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) Failing to meet the standards and conditions as prescribed in Article 34 of the Company Charter;

b) Submitting a resignation letter which is accepted;

c) Suffering from mental disorder and other members have professional evidence proving that such person no longer has legal capacity.

2. The General Meeting of Shareholders shall remove a member of the Board of

Directors in the following cases:

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

b) No longer being the authorized representative of an institutional shareholder as decided by such organization;

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

3. Where necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

a) The number of members decreases by more than one-third (1/3) compared to that prescribed in the Company Charter. In this case, a meeting must be convened within sixty (60) days;

b) The number of independent members falls below the required minimum;

c) Except for the above cases, replacements shall be elected at the nearest General Meeting of Shareholders.

Article 8. Methods for Election, Dismissal, and Removal

1. Shareholders or groups of shareholders owning ten percent (10%) or more of total ordinary shares have the right to nominate candidates to the Board of Directors, in accordance with prescribed procedures.

2. If the number of candidates is insufficient, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with regulations.

3. Election shall be conducted by cumulative voting, whereby each shareholder has total votes equal to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or several candidates.

4. Election, dismissal, and removal shall be decided by voting at the General Meeting of Shareholders.

Article 9. Notification of Election, Dismissal, and Removal

1. Information on candidates must be disclosed at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website, including:

a) Full name, date of birth;

b) Professional qualifications;

c) Working history;

d) Other managerial positions (including positions in boards of other companies);

đ) Interests related to the Company and related parties;

e) Other information as prescribed in the Company Charter;

g) Information on companies where the candidate holds positions and related interests (if any). Candidates must commit in writing to the truthfulness and accuracy of disclosed information and to perform duties honestly and prudently if elected.

Results must be disclosed in accordance with regulations on information disclosure.

Article 10. Chairman of the Board of Directors

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

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

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

- a) To establish programs and operational plans for 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;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To monitor the implementation process of the resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) To sign resolutions and decisions of the Board of Directors on its behalf; to sign other documents within the scope of the powers and obligations of the Board of Directors;
- g) To ensure that members of the Board of Directors receive complete, objective, and accurate information, with sufficient time to discuss matters under consideration by the Board;
- h) To prepare work plans and assign tasks to members of the Board of Directors. The specific task assignments for each member must be documented in writing and signed by the Chairman;
- i) To supervise members of the Board of Directors in the performance of their assigned tasks;
- j) To exercise the rights and obligations of the Legal Representative as prescribed in Clause 2 and Clause 3, Article 3 of the Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal/removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform the Chairman's duties, the Chairman must authorize another member in writing to exercise the rights and obligations of the Chairman. In the event that no person is authorized, or the Chairman is deceased, missing, held in temporary detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification center or compulsory educational institution, absconding from the place of residence, has restricted or lost civil capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman under the principle of a majority of the remaining members voting in favor until there

is a new decision from the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide on the appointment of the Company Secretary. The Company Secretary has the following rights and obligations:

- a) To assist in organizing and convening the General Meeting of Shareholders and Board of Directors meetings; to record meeting minutes;
- b) To assist Board members in exercising their assigned rights and performing their assigned obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; to ensure compliance with disclosure obligations, information transparency, and administrative procedures;
- e) Other rights and obligations as prescribed in the Company Charter.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

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

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

- a) To decide on strategies, medium-term development plans, and annual business plans;
- b) To propose the types of shares and the total number of shares of each type to be offered for sale;
- c) To decide on the sale of unsold shares within the scope of shares authorized to be offered of each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 12 of the Company Charter;
- f) To decide on solutions for market development, marketing, and technology;
- g) To decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the most recent financial statements of the Company and within the limits prescribed by law;
- h) To decide on the sale of assets with a value of less than 35% of the total asset value recorded in the most recent financial statements of the Company;
- i) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed at Point d, Clause 1, Article 22 and Clause 4, Article 56 of the Company

Charter;

j) To decentralize or authorize the General Director to decide:

- For investment projects, procurement, upgrading of fixed assets included in the annual investment list approved by the Board of Directors with a value of less than 5% of the total asset value recorded in the most recent financial statements, and projects not included in the annual investment plan with a value of less than VND 15 billion

(excluding investment in seagoing vessels implemented in accordance with the Company's Regulation on purchase, sale, newbuilding, chartering, and leasing of seagoing vessels);

- Liquidation, transfer, lease, or sublease of fixed assets with a value of less than 5% of the total asset value recorded in the most recent financial statements

(excluding liquidation, chartering, or leasing of seagoing vessels implemented in accordance with the Company's Regulation on purchase, sale, newbuilding, chartering, and leasing of seagoing vessels);

k) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers upon the proposal of the General Director; to decide on salaries, remuneration, bonuses, and other benefits of such managers;

l) To appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, decide remuneration and other benefits of such persons; to nominate persons to stand for election as members of the Board of Directors, Supervisory Board or introduce for appointment as controllers in other enterprises;

m) To decide on the appointment and dismissal of Deputy General Directors and the Chief Accountant, and their salaries upon the proposal of the General Director;

n) To approve the General Director's appointment and dismissal of branch directors, heads of departments, and equivalent positions;

o) To supervise and direct the General Director and other managers in the daily business operations of the Company;

p) To decide on changes to the form and content of the Company's logo;

q) To decide on the organizational structure of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution, purchase, or sale of shares or capital contributions in other enterprises;

r) To approve programs, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for adoption of resolutions;

s) To submit audited annual financial statements to the General Meeting of Shareholders;

t) To propose dividend levels; to decide on the time limits and procedures for dividend payment or handling of losses arising during business operations;

u) To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;

v) To decide on the issuance of the Regulation on operation of the Board of Directors and the Internal Corporate Governance Regulation after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulation and internal management regulations at the Company-wide level; to delegate to the General Director the authority to issue, amend, and supplement internal regulations for affiliated units or specific areas to serve the management and operation of the Company;

w) To report to the General Meeting of Shareholders at the nearest annual meeting on contents approved in previous resolutions of the 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 before implementation;

x) To submit to the General Meeting of Shareholders for decision matters falling under its authority in accordance with the Company Charter and the law;

y) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other relevant laws.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance at the annual meeting, including the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member in accordance with Clause 3, Article 37 of the Company Charter;

b) Summary of meetings of the Board of Directors and its decisions;

c) Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors and their related persons; transactions between the Company and companies in which such members are founding members or managers within the last 03 years prior to the transaction;

d) Activities of independent members and their evaluation of the Board of Directors' performance;

e) Activities of subcommittees of the Board of Directors (if any);

f) Results of supervision of the General Director;

g) Results of supervision of other executives;

h) Future plans.

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

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statements or another lower ratio/value as prescribed in the Company Charter between the Company and the following entities:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;

- Shareholders and authorized representatives of shareholders owning more

than 10% of the total ordinary shares of the Company and their related persons;

- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing contracts and transactions must notify members of the Board of Directors and members of the Supervisory Board about related subjects of such contracts and transactions and send together the draft contract or main contents of the transaction. The Board of Directors shall decide on approval within 15 days from the date of receipt of the notice, unless otherwise prescribed in the Company Charter; members having related interests in such contracts and transactions shall not have the right to vote.

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 interests of the Company;
- b) The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number as prescribed by law;
- c) At the request of shareholders or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be in writing, clearly stating reasons and purposes, with full signatures of relevant shareholders or in multiple documents with sufficient signatures;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and the Company Charter.

2. Convening of Extraordinary General Meetings of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number required by the Company Charter, or upon receipt of a request as prescribed in Point c and Point d, Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the 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 contents of the meeting;
- d) Prepare documents for the meeting;
- e) Draft resolutions of the General Meeting of Shareholders according to the expected contents; list and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
- f) Determine the time and location of the meeting;
- g) Send invitation notices to each shareholder entitled to attend in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Assignment of duties of the Board of Directors

Members of the Board of Directors must perform duties, responsibilities and powers of the Board of Directors as recorded in the Charter on organization and operation of Vietnam Ocean Shipping Joint Stock Company, the Law on Enterprises 2020, annual resolutions of the General Meeting of Shareholders and other relevant current legal regulations.

Based on professional capacity and working positions of each member, the Board of Directors assigns certain specialized tasks to members to monitor, advise and propose to assist the Board of Directors in building development strategies and corporate governance more effectively (*based on actual personnel, the Chairman shall issue assignment decisions*).

Article 15. Subcommittees assisting the Board of Directors

1. The Board of Directors may establish subcommittees under it to be in charge of development policy, personnel, remuneration, internal audit, risk management. The number of members of each subcommittee shall be decided by the Board of Directors with a minimum of three (03) persons including members of the Board of Directors and external members. The operation of subcommittees must comply with regulations of the Board of Directors. Resolutions of subcommittees are valid only when approved by the majority of attending members.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with current laws and the Company Charter, Internal Corporate Governance Regulation.

Article 16. Person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person as the person in charge of corporate governance to support corporate governance at the Company. This person may concurrently act as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing firm auditing the Company's financial statements.

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

a) Advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and in relations between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders as requested;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting resolutions of the Board of Directors in compliance with law;

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

g) Supervise and report to the Board of Directors on information disclosure activities of the Company;

- h) Act as a liaison with related stakeholders;
- i) Ensure confidentiality of information in accordance with law and this Charter;
- j) Other rights and obligations as prescribed by law.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 17. Meetings 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 07 working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and presided over by the member having the highest number of votes or the highest voting percentage. In the event that there is more than one member having the highest and equal number or percentage of votes, the members shall elect, based on the majority principle, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall convene at least once every quarter and may convene extraordinary meetings.

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

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

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided 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 receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party shall have the right to replace the Chairman in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of invitation no later than 05 working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Documents to be used at the meeting and voting ballots of members must be attached to the notice of invitation.

The notice of invitation may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Company Charter, provided that it reaches the contact address of each member of the Board of Directors as registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to participate in discussions but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In case the meeting convened in accordance with this Clause does not have sufficient quorum, it shall be convened for the second time within 03 days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.

A meeting of the Board of Directors may be conducted in the form of an online conference in cases where, due to objective reasons, all or some members cannot attend in person as prescribed above, provided that members participating online are able to:

- a) Hear each other speaking during the meeting;
- b) Speak to all other participants simultaneously.

Discussions among members may be conducted directly via telephone or other means of communication, or a combination of such methods. The venue of the meeting conducted under this provision shall be the place where the largest number of members of the Board of Directors are present, or the place where the chairperson of the meeting is present.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax or email.

10. In case of sending voting ballots via mail, such ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour prior to the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if such authorization is approved by the majority of members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; in case of an equal number of votes, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 18. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, and must include the following principal contents:

- a) Name, address of the head office, and enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda and contents of the meeting;

- d) Full names of members attending or persons authorized to attend and the method of attendance; full names of members absent and reasons for absence;
- e) Issues discussed and voted on at the meeting;
- đ) Summary of opinions expressed by each attending member in chronological order of the meeting;
- f) Voting results, clearly stating members voting in favor, against and abstaining;
- g) Issues approved and corresponding voting ratios;
- h) Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. In the event that the Chairman or the minutes-taker refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article. The meeting minutes must clearly state the refusal of the Chairman or the minutes-taker to sign. Those who sign the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The Chairman and the minutes-taker shall be personally responsible for any damage caused to the enterprise due to the refusal to sign the meeting minutes in accordance with the law and the Company Charter.

3. The Chairman, the minutes-taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meeting must be archived at the Company's head office.

5. Minutes prepared in Vietnamese and English shall have equal validity. In the event of any discrepancy between the Vietnamese and English contents, the contents in the Vietnamese minutes shall prevail.

6. The Chairman of the Board of Directors is responsible for sending the meeting minutes to the members, and such minutes shall serve as authentic evidence of the work conducted during the meeting unless an objection to the contents of the minutes is raised within 10 days from the date of sending. The minutes must bear the signatures of the Chairman and the minutes-taker, except for the cases prescribed in Clause 2 of this Article.

Article 19. Authority and procedures for collecting written opinions of members of the Board of Directors

1. The Board of Directors has the authority to collect written opinions of its members to adopt resolutions when deciding on matters within its authority as prescribed in Clause 2, Article 36 of the Company Charter.

2. Resolutions adopted in the form of collecting written opinions shall be approved based on the majority of votes of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.

3. The collection of written opinions of members of the Board of Directors shall be carried out as follows:

a) The Chairman of the Board of Directors shall decide on the collection of written opinions. Depending on the purpose and subject matter, the Chairman may request professional departments to provide advisory opinions to the Board of Directors;

b) The person in charge of corporate governance shall prepare opinion collection forms and compile necessary documents related to the matters for opinion. The forms and accompanying documents must be sent by a method ensuring delivery to the registered contact address of each member of the Board of Directors. Completed and signed forms must be returned to the person in charge of corporate governance within the prescribed time limit;

c) The collection of written opinions may be conducted via electronic means such as email, fax, messages, or the Company's electronic office system in parallel with hard copies sent by secure methods. Opinions submitted via electronic means shall be valid for the Chairman to issue decisions and resolutions. Thereafter, members of the Board of Directors shall be responsible for completing formal procedures in accordance with regulations for matters approved via electronic means;

d) The time limit for collecting written opinions is normally 05 working days. Depending on the subject matter, the time limit may be longer or shorter as directed by the Chairman of the Board of Directors;

e) In case a member of the Board of Directors considers that there is insufficient basis to provide an opinion, such member shall state the request in the opinion form for the person in charge of corporate governance to forward to relevant units or individuals for supplementation of information, documents and explanations;

l) For submissions presented to the Board of Directors by the Chairman of the Board of Directors, members of the Board of Directors or the General Director, it is implicitly understood that the signatory of such submission has provided written consent to the submitted contents;

g) The person in charge of corporate governance shall carry out vote counting procedures, prepare a report summarizing the opinion collection results of members of the Board of Directors; draft resolutions, decisions and documents to submit to the Chairman of the Board of Directors or an authorized person for review and signing if the required approval ratio is met. In cases where there are dissenting opinions or no opinions, a report shall be prepared and submitted to the Chairman or authorized person for direction on handling measures in accordance with regulations and the Company Charter;

h) The person in charge of corporate governance shall be responsible for the truthfulness and accuracy of the vote counting report; the Chairman of the Board of Directors or an authorized person shall bear joint responsibility for any damages arising from decisions adopted due to untruthful or inaccurate vote counting;

i) The summary report of opinion collection and the resolutions or decisions adopted by the Board of Directors must be sent to members of the Board of Directors within 10 days from the completion of vote counting;

j) The returned and signed opinion forms, the summary report, the full text of resolutions and decisions adopted, and all related documents and records must be archived at the Company's head office in accordance with regulations.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 20. 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 business performance of the Company;
- b) Financial statements;
- c) Report on assessment of the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days prior to the opening date of the annual General Meeting of Shareholders, unless otherwise provided in the Company Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be archived at the head office of the Company no later than 10 days prior to the opening date of the annual General Meeting of Shareholders, unless a longer period is prescribed in the Company Charter. Shareholders who have held shares of the Company continuously for at least 01 year shall have the right to directly examine the reports specified in this Article by themselves or together with a lawyer, accountant or certified auditor.

Article 21. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary to fulfill the duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members working in subcommittees of the Board of Directors or performing tasks beyond the normal scope of duties of a member, may be paid additional remuneration in the form of lump-sum payments per occasion, 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 of all travel, accommodation, subsistence and other reasonable expenses incurred in performing their duties, including expenses arising from 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 upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company Charter.

Article 22. Disclosure of related interests

Unless otherwise provided in the Company Charter, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

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

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

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within 07 working days from the date of such amendment or supplementation.

3. Members of the Board of Directors, acting in their own name or on behalf of others to perform work in any form within the scope of business activities of the Company, must explain the nature and contents of such work to the Board of Directors and may only perform such work upon approval by the majority of the remaining members of the Board of Directors; if such work is performed without declaration or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 23. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors is a coordinating relationship; members of the Board of Directors are responsible for informing one another of relevant matters during the process of handling assigned tasks.

2. In the course of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate in handling matters if they are related to areas under the responsibility of other members of the Board of Directors. In cases where there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or collecting opinions of members of the Board of Directors in accordance with the law, the Company Charter and this Regulation.

3. In the event of reassignment among members of the Board of Directors, members must hand over tasks, files and related documents. Such handover must be

made in writing and reported to the Chairman of the Board of Directors.

Article 24. Relationship with the General Director, the Executive Board and supporting apparatus

1. The relationship between the Board of Directors and the General Director is that between the management body and the head of executive management of the Company. In the course of implementing Resolutions and Decisions of the Board of Directors, if any issue is found to be detrimental to the Company, the General Director shall report to the Board of Directors for consideration and adjustment of such Resolutions or Decisions. In case the Board of Directors does not adjust the Resolutions or Decisions, the General Director must still implement them but has the right to reserve his/her opinion and present recommendations at the nearest General Meeting of Shareholders.

2. The Board of Directors shall use the advisory apparatus of the Company, the seal, accounts and brand of the Company to perform its duties.

3. The General Director shall be responsible to the Board of Directors and before the law for the daily operation of the Company and for compliance with the Company's Regulations.

4. Within 01 month from the end of each quarter and year, the General Director shall be responsible for submitting written reports to the Board of Directors on the Company's production and business performance and directions for implementation in the upcoming period.

Article 25. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a coordinating relationship. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of duties.

2. Upon receipt of inspection minutes or summary reports from the Supervisory Board, the Board of Directors is responsible for reviewing and directing relevant departments to develop plans and promptly implement corrective measures.

Article 26. Principles of coordination between the Board of Directors, the Chairman of the Board of Directors, the General Director and managerial personnel

1. The Chairman and members of the Board of Directors have the right to attend weekly production briefings, and preliminary and review meetings on production conducted monthly, quarterly and annually chaired by the General Director. The Chairman and members of the Board of Directors attending such meetings shall not affect the executive authority and conclusions of the General Director;

2. Important decisions and regulations related to production and business activities, appointment or dismissal of managerial personnel at the level of Deputy Head of Division or equivalent and above, and policies applicable to employees, when issued within his/her authority, the General Director must send them to the Board of Directors for information in order to facilitate supervision and coordination in management and administration.

Chapter VII
ENFORCEMENT PROVISIONS

Article 27. Effective date

1. This Regulation shall take effect from the date it is approved by the General Meeting of Shareholders in 2026 on April, 2026.

2. Matters not provided for herein shall be governed by the Charter on organization and operation of the Company and the applicable laws.

3. This Regulation shall apply to the Board of Directors, the Executive Board, the advisory and supporting apparatus of the Company, and relevant organizations and individuals.

4. During implementation, this Regulation may be amended or supplemented to suit the actual operations of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Hoàng Long

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**VIET NAM OCEAN SHIPPING JOINT
STOCK COMPANY**

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

Hai Phong,

2026

**REGULATIONS ON THE ORGANIZATION AND OPERATION OF
THE SUPERVISORY BOARD**

DRAFT

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

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

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed regulations on the implementation of certain articles of the Law on Securities Pursuant to the Charter on Organization and Operation of Vietnam Ocean Shipping Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders No.... /NQ-DHĐCĐ dated April, 2026;

The Supervisory Board hereby promulgates the Regulations on the Organization and Operation of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company with the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations prescribe the personnel, standards, conditions, operating principles, supervision and inspection mechanisms, powers, obligations, and responsibilities of the Supervisory Board and its members in accordance with the provisions of the Law on Enterprises, the Charter of Vietnam Ocean Shipping Joint Stock Company, and other relevant regulations.

2. Subjects of application: The Supervisory Board, members of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company, and organizations and individuals involved in the organization and operation of the Supervisory Board.

Article 2. Principles of organization and operation of the Supervisory Board

1. The Supervisory Board of the Company works on the principle of collectivity. Members of the Supervisory Board perform their supervisory functions independently, objectively, and honestly; they shall be personally responsible for their assigned areas and jointly responsible to the General Meeting of Shareholders and before the law for the tasks and decisions of the Supervisory Board.

2. The Head of the Supervisory Board and members of the Supervisory Board may not authorize persons who are not members of the Supervisory Board to perform their duties and powers.

3. The Supervisory Board operates on the principle of compliance with the provisions of the law and the Company's Charter.

4. All reports, conclusions, and recommendations of the Supervisory Board sent to the General Meeting of Shareholders, the Board of Directors, the General Director, and other agencies upon request must be discussed collectively within the Supervisory Board. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

Article 3. Interpretation of terms

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

"Company" means Vietnam Ocean Shipping Joint Stock Company.

"Charter" or "Company Charter" means the Charter of Vietnam Ocean Shipping Joint Stock Company.

"General Meeting of Shareholders" or "GMS" means the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company.

"Board of Directors" or "BOD" means the Board of Directors of Vietnam Ocean Shipping Joint Stock Company.

"Enterprise Manager" or "Manager" means the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.

"Enterprise Executive" or "Executive" means the General Director, Vice General Directors, and the Chief Accountant.

"Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, a Deputy General Director, or the Chief Accountant.

2. Terms defined in the Company's Charter shall have the same meanings in these Regulations.

3. In the event that changes to the Company's Charter and relevant legal provisions result in a discrepancy between these Regulations and the Company's

Charter or legal provisions, the provisions of the Company's Charter and legal provisions shall prevail and be applied.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD

Article 4. Rights, obligations, and responsibilities of members of the Supervisory Board

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.

2. Exercise assigned rights and perform assigned duties in an honest, prudent, and best possible manner to ensure the maximum legitimate interests of the Company and its shareholders.

3. Be loyal to the interests of the Company and its shareholders; manage and keep information confidential in accordance with the Company's regulations; do not abuse assigned powers to obstruct the Company's production and business activities; do not abuse position or rank, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Members of the Supervisory Board have the following rights:

a) To have full and timely access to the Company's information and documents for the performance of assigned duties;

b) To request the Board of Directors, the General Director, managers, and relevant units to provide information and documents as assigned or upon request of the Supervisory Board;

c) To propose and make recommendations to the Supervisory Board on matters within the scope of supervision and inspection;

d) To participate in meetings of the Supervisory Board; to attend and express opinions at meetings of the Board of Directors and the General Meeting of Shareholders in accordance with the law and the Company's Charter;

e) To have the right to reserve their opinions and request that such opinions be recorded in the minutes of the Supervisory Board meetings;

f) To exercise other rights as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Supervisory Board have the following responsibilities:

a) To perform supervisory duties as assigned;

b) To promptly detect and report to the Supervisory Board on risks, violations, or signs of legal violations;

c) To participate in evaluating the internal control and risk management systems as assigned;

d) To be personally responsible for their opinions and assessments;

e) To have the right to reserve their opinions and request that such opinions be recorded in the minutes of the Supervisory Board meetings;

f) To be jointly responsible for the decisions of the Supervisory Board, except in cases where their opposing opinion has been recorded;

g) To perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.

6. In case of violations of the provisions of Clauses 1, 2, 3, and 4 of this Article that cause damage to the Company or others, the members of the Supervisory Board must be personally or jointly liable for compensation for such damage. All income and benefits obtained by a member of the Supervisory Board, directly or indirectly, as a result of the violation must be returned to the Company.

7. In case a member of the Supervisory Board is found to have committed a violation in the performance of assigned rights and obligations, the Board of Directors must notify the Supervisory Board in writing, requesting the violator to cease the violation and remedy the consequences.

Article 5. Term of office and number of members of the Supervisory Board

1. The Supervisory Board shall consist of 03 (three) members elected, removed, and dismissed by the General Meeting of Shareholders through a direct secret ballot. The members of the Supervisory Board shall elect one of the members as the Head of the Supervisory Board to manage and executive the general operations of the Supervisory Board.

2. The term of office of the Supervisory Board is 05 (five) years. The term of office of a member of the Supervisory Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms. If there is a vacancy in the Supervisory Board during a term, a replacement must be elected at the nearest General Meeting of Shareholders through a direct secret ballot. The term of office of the additional member shall be the remaining duration of the term.

3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

4. In the event that the terms of office of the members of the Supervisory Board expire at the same time and new members have not yet been elected, the members of the Supervisory Board whose terms have expired shall continue to exercise their rights and obligations until new members are elected and take office.

5. In the event that the number of members of the Supervisory Board is reduced by more than 1/3 (one-third) as prescribed in the Company's Charter, the Supervisory Board shall discuss with the Board of Directors to propose convening a General Meeting of Shareholders for supplementary election.

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

Members of the Supervisory Board must satisfy the following standards and conditions:

1. Being 21 years of age, possessing full capacity for civil conduct, and not falling within the categories of person prohibited from enterprise management as prescribed by the Law on Enterprises.

2. Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

3. Not being a family member of a member of the Board of Directors, the General Director, or other managers, specifically: not being a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, son-in-law, daughter-in-law, biological elder brother, biological elder sister, biological younger brother, biological younger sister, brother-in-law, sister-in-law, or spouse's biological sibling.

4. Members of the Supervisory Board must not hold management positions in the Company and are not necessarily shareholders or employees of the Company.

5. Not being a family member of an enterprise manager of the parent company; or a representative of the enterprise's equity capital or the State's equity capital at the parent company and at the Company.

6. Not working in the accounting or finance department of the Company.

7. Not being a member or employee of an auditing organization approved to audit the Company's financial statements for the 03 (three) preceding consecutive years.

8. Other standards and conditions as prescribed by law and the Company's Charter.

Article 7. Head of the Supervisory Board

1. The Head of the Supervisory Board must possess a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company's Charter provides for other higher standards.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members. The election, dismissal, and removal shall be conducted on the principle of majority.

Article 8. Duties and powers of the Head of the Supervisory Board In addition to the rights and obligations of the Head of the Supervisory Board as prescribed by the Company's Charter, the Head of the Supervisory Board shall have the following duties and powers:

1. To prepare the agenda for meetings of the Supervisory Board based on consideration of the issues and concerns of all members of the Supervisory Board related to the matters.

2. To convene and chair meetings of the Supervisory Board.

3. On behalf of the Supervisory Board, to request the Board of Directors to hold extraordinary meetings when necessary to perform the duties of the Supervisory Board; on behalf of the Supervisory Board, to convene an Extraordinary General Meeting of Shareholders when the Board of Directors commits a violation of the law as prescribed by the Company's Charter and the law.

4. On behalf of the Supervisory Board, to sign documents within the authority of the Supervisory Board.

5. To prepare work plans and assign specific tasks to members of the Supervisory Board in accordance with the regulations of the Supervisory Board.

6. To supervise and direct members of the Supervisory Board in the performance of assigned tasks and the general duties and powers of the Supervisory Board.

7. Other duties and powers as prescribed by the Company's Charter and the law.

Article 9. Nomination and candidacy for members of the Supervisory Board

The nomination and candidacy for members of the Supervisory Board shall be carried out in accordance with the provisions of Article 48 of the Company's Charter.

Article 10. Methods of election, dismissal, and removal of members of the Supervisory Board

1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders and shall be conducted through a direct secret ballot.

2. The voting to elect members of the Supervisory Board must be carried out by the method of 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 Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The persons elected as members of the Supervisory Board shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that there are 02 (two) or more candidates achieving the same number of votes for the last member of the Supervisory Board, a re-election shall be conducted among the candidates with an equal number of votes.

Article 11. Cases of dismissal and removal of members of the Supervisory Board

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

a) No longer satisfying the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises and Clause 2, Article 49 of the Company's Charter;

b) Having a resignation letter (which clearly states the reason for resignation) and being accepted.

2. The General Meeting of Shareholders shall **remove** a member of the Supervisory Board in the following cases:

a) Failing to complete assigned duties and tasks;

b) Failing to exercise their rights and perform their obligations for 06 (six) consecutive months, except in cases of force majeure;

c) Committing multiple violations or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter, in which case the Board of Directors shall convene the General Meeting of Shareholders to consider, dismiss, and elect a replacement member;

d) Other cases according to the Resolution of the General Meeting of Shareholders;

e) In the event of a vacancy in the position of Head of the Supervisory Board, the remaining members of the Supervisory Board shall appoint a replacement until a sufficient number of members is elected as prescribed in the Company's Charter.

3. The resignation letter of the Head of the Supervisory Board or a member of the Supervisory Board must be sent to the Supervisory Board. Within 30 (thirty) days from the date of receipt of the resignation letter, the Supervisory Board must hold a meeting to consider, decide, and proceed with dismissal procedures.

Article 12. Notification of election, dismissal, and removal of members of the Supervisory Board

1. In the event that candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can study these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest interest of the Company if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other management positions (including positions on the Board of Directors or Supervisory Board of other companies);

e) Interests related to the Company and the Company's related parties;

f) The Company shall be responsible for disclosing information regarding companies in which the candidate is holding management positions (member of the Board of Directors, member of the Supervisory Board, and other management positions) and the interests related to the Company of the candidate for the Supervisory Board (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be carried out in accordance with the guiding regulations on information disclosure.

Chapter III THE SUPERVISORY BOARD

Article 13. Rights, obligations, and responsibilities of the Supervisory Board

1. The Supervisory Board shall perform supervision of the Board of Directors and the General Director in the management and administration of the Company.

2. To inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and administration of business activities; to inspect the systematicity and consistency of accounting work and the preparation of financial statements.

3. To appraise the completeness, legality, and truthfulness of reports on the business situation, annual and semi-annual financial statements of the Company, and reports evaluating the management work of the Board of Directors; and to submit appraisal reports at the Annual General Meeting of Shareholders.

4. To review contracts and transactions with related persons within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations regarding contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.

5. To supervise the financial situation and information disclosure of the Company. To inspect and evaluate the validity and effectiveness of the internal control system, internal audit, risk management, and early warning systems of the Company.

6. To examine accounting books, accounting records, and other documents of the Company, as well as the reasonableness and validity of accounting files and vouchers, the financial-accounting system, and the management and administration of the Company's operations when deemed necessary, or according to a resolution of the General Meeting of Shareholders, or upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter.

7. Upon request by a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter, the Supervisory Board shall conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the completion date of the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal operations of the Board of Directors or cause disruption to the administration of the Company's business activities.

8. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and administration of the Company's business activities.

9. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 54 of the Company's Charter, the Supervisory Board must immediately notify the Board of Directors in writing and request the violator to cease the violation and provide solutions to remedy the consequences.

10. To attend and participate in discussions at the General Meetings of Shareholders, meetings of the Board of Directors, and other meetings of the Company.

11. To have the right to use independent consultants to perform assigned duties.

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

13. To inspect specific issues related to the management and administration of the Company's operations at the request of shareholders.

14. To request the Board of Directors to convene an Extraordinary General Meeting of Shareholders.

15. To replace the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

16. To request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

17. To examine, extract, and copy part or all of the contents of the List of Related Persons and Related Interests disclosed as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.

18. To propose and recommend to the General Meeting of Shareholders for approval the list of auditing organizations approved to audit the Company's financial statements; auditing organizations approved to inspect the Company's activities; and to dismiss approved auditors when deemed necessary.

19. To be responsible to shareholders for its supervisory activities.

20. To supervise the financial situation of the Company and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

21. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

22. In the event of discovering a violation of the law or a violation of the Company's Charter by a member of the Board of Directors, the General Director, or other enterprise executives, the Supervisory Board must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.

23. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

24. To witness the Board of Directors organizing the counting of votes and preparing the vote-counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

25. The Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a chairperson for the meeting in the event that the Chairperson of the Board of Directors is absent or temporarily loses the capacity to work and the remaining members of the Board of Directors are unable to elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

26. To perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

Article 14. Right to be provided with information of the Supervisory Board

1. Documents and information must be sent to the members of the Supervisory Board at the same time and in the same manner as they are sent to the members of the Board of Directors, including:

a) Meeting notices, opinion solicitation forms for members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c) Reports from the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Supervisory Board have the right to access the Company's files and documents kept at the head office, branches, and other locations; they have the right to enter the working locations of the Managers and employees of the Company during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company upon the request of a member of the Supervisory Board or the Supervisory Board.

Article 15. Responsibilities of the Supervisory Board in convening Extraordinary General Meetings of Shareholders

1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;

b) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter;

c) When there is a request from the Supervisory Board to convene an Extraordinary General Meeting of Shareholders, but the Board of Directors fails to perform.

2. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate for any resulting damages incurred by the Company.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

**Chapter IV
OPERATIONS OF THE SUPERVISORY BOARD**

Article 16. Meetings of the Supervisory Board

1. Meetings of the Supervisory Board shall comply with the Company's Charter and other provisions of law. The Supervisory Board shall hold regular quarterly meetings or may convene extraordinary meetings to promptly resolve urgent matters. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification.

Article 17. Minutes of Supervisory Board meetings

1. Minutes of Supervisory Board meetings shall be prepared in a detailed and clear manner. The person recording the minutes and the members of the Supervisory

Board attending the meeting must sign the minutes. Meeting minutes shall be considered conclusive evidence of the work conducted at the meeting.

2. Minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member of the Supervisory Board.

Article 18. Use of professional advisory services

In the process of exercising its duties and powers, the Supervisory Board has the right to hire external consultants, independent accountants, or other advisors when necessary to perform its duties and powers at the Company's expense, in accordance with the Company's Charter and the law, without having to seek prior opinion from any manager of the Company.

Chapter V REPORTING AND DISCLOSURE OF INTERESTS

Article 19. Submission of annual reports

The report of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the Company's business results, and the performance results of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

2. Self-assessment report on the performance results of the Supervisory Board and its members.

3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members as prescribed in Article 53 of the Company's Charter.

4. Summary of the Supervisory Board's meetings, and its conclusions and recommendations.

5. Results of the supervision of the Company's operations and financial situation.

6. Evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company controls more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, other enterprise executives, and their related persons; and transactions between the Company and companies in which a member of the Board of Directors, the General Director, or other enterprise executives were founding members or enterprise managers within the 03 (three) years prior to the time of the transaction.

7. Results of the supervision of the Board of Directors, the General Director, and other executives.

8. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

9. Proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements.

Article 20. Salary, remuneration, bonuses, and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary, remuneration, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the annual financial statements of the Company.

Article 21. Disclosure of related interests

1. Members of the Supervisory Board of the Company must disclose their related interests to the Company, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprises in which they are the owners or own stakes or shares; the ownership ratio and the timing of becoming the owner or owning such stakes or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprises in which their related persons are the owners, or jointly or separately own stakes or shares representing more than 10% (ten percent) of the charter capital.

2. The disclosure as prescribed in Clause 1 of this Article must be performed within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

3. Members of the Supervisory Board and their related persons may only use the information obtained by virtue of their positions to serve the interests of the Company.

4. Members of the Supervisory Board have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company controls more than fifty percent (50%) of the charter capital, with the members of the Supervisory Board or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the

Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

5. Members of the Supervisory Board and their related persons must not use or disclose internal information to others for the purpose of carrying out related transactions.

Dưới đây là bản dịch chi tiết Chương VI, đảm bảo tính chính xác về thuật ngữ pháp lý và giữ nguyên cấu trúc đầy đủ như bản gốc:

Chapter VI RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 22. Relationship between members of the Supervisory Board

1. Members of the Supervisory Board shall have an independent relationship and are not subordinate to one another; however, they shall maintain solidarity, coordination, respect, and mutual encouragement to complete tasks in their collective work to ensure the proper fulfillment of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the Company's Charter.

2. The Head of the Supervisory Board is the person who coordinates the collective work of the Supervisory Board but does not have the right to dominate other members of the Supervisory Board.

3. Members of the Supervisory Board are responsible for reporting on the status of their activities to the Head of the Supervisory Board and shall be subject to the assignment of the Head of the Supervisory Board in their activities.

Article 23. Relationship with the Board of Management

The Supervisory Board has an independent relationship with the Company's Board of Management and is the entity that performs the function of supervising the operations of the Board of Management, specifically:

1. Periodically or extraordinarily (at the request of the Supervisory Board), provide all reports, documents, and information necessary for the Supervisory Board; at the same time, the Board of Management is responsible for monitoring and directing professional departments/divisions to rectify and handle violations according to the recommendations of the Supervisory Board after each inspection.

2. The Supervisory Board has the right to request professional departments/divisions and employees directly performing professional/technical tasks to provide explanations for the work performed, and to present directive documents, accounting vouchers, books, and other relevant documents (when necessary) in their operations to serve the inspection and supervision.

3. The Board of Management shall ensure that reports sent to the Board of Directors, evaluation reports on production and business results, the progress of implementing assigned plans, and recommendations or proposals to complete the plans

approved by the General Meeting of Shareholders are also sent to the members of the Supervisory Board at the same time.

4. When performing inspection and supervision duties, the Supervisory Board must provide advance notice of the work plan in writing so as not to affect the production and business activities of the Company.

Article 24. Relationship with the Board of Directors

The Supervisory Board has an equal and independent relationship with the Company's Board of Directors and is the entity that performs the function of supervising the operations of the Board of Directors, specifically:

1. Members of the Supervisory Board shall attend meetings of the Board of Directors, express their opinions, and make recommendations, but shall not participate in voting on the resolutions of the Board of Directors.

2. The Supervisory Board shall consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders and shall report directly to the General Meeting of Shareholders.

3. During its operations, the Supervisory Board shall coordinate closely with the Board of Directors to perform its duties. Members of the Supervisory Board shall be provided by the Board of Directors with the documents, information, and files necessary for the Supervisory Board's work. The Supervisory Board shall act with objectivity and independence during the inspection and supervision of business and management activities of the Board of Directors; at the same time, the Supervisory Board is responsible for coordinating with the Board of Directors to monitor and direct the process of rectifying and handling violations according to the recommendations of the Supervisory Board after each inspection or supervision.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 25. Effectiveness

These Regulations consist of 07 chapters and 25 articles, which were approved by the General Meeting of Shareholders on April, 2026.

The Regulations on the Organization and Operation of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company shall take effect from,2026, after being approved by the General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**

Duong Thi Hong Hanh

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**VIET NAM OCEAN SHIPPING JOINT
STOCK COMPANY**

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

Hai Phong,

2026

**REGULATIONS ON THE ORGANIZATION AND OPERATION OF
THE SUPERVISORY BOARD**

DRAFT

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

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

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed regulations on the implementation of certain articles of the Law on Securities Pursuant to the Charter on Organization and Operation of Vietnam Ocean Shipping Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders No.... /NQ-DHĐCĐ dated April, 2026;

The Supervisory Board hereby promulgates the Regulations on the Organization and Operation of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company with the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations prescribe the personnel, standards, conditions, operating principles, supervision and inspection mechanisms, powers, obligations, and responsibilities of the Supervisory Board and its members in accordance with the provisions of the Law on Enterprises, the Charter of Vietnam Ocean Shipping Joint Stock Company, and other relevant regulations.

2. Subjects of application: The Supervisory Board, members of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company, and organizations and individuals involved in the organization and operation of the Supervisory Board.

Article 2. Principles of organization and operation of the Supervisory Board

1. The Supervisory Board of the Company works on the principle of collectivity. Members of the Supervisory Board perform their supervisory functions independently, objectively, and honestly; they shall be personally responsible for their assigned areas and jointly responsible to the General Meeting of Shareholders and before the law for the tasks and decisions of the Supervisory Board.

2. The Head of the Supervisory Board and members of the Supervisory Board may not authorize persons who are not members of the Supervisory Board to perform their duties and powers.

3. The Supervisory Board operates on the principle of compliance with the provisions of the law and the Company's Charter.

4. All reports, conclusions, and recommendations of the Supervisory Board sent to the General Meeting of Shareholders, the Board of Directors, the General Director, and other agencies upon request must be discussed collectively within the Supervisory Board. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

Article 3. Interpretation of terms

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

"Company" means Vietnam Ocean Shipping Joint Stock Company.

"Charter" or "Company Charter" means the Charter of Vietnam Ocean Shipping Joint Stock Company.

"General Meeting of Shareholders" or "GMS" means the General Meeting of Shareholders of Vietnam Ocean Shipping Joint Stock Company.

"Board of Directors" or "BOD" means the Board of Directors of Vietnam Ocean Shipping Joint Stock Company.

"Enterprise Manager" or "Manager" means the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.

"Enterprise Executive" or "Executive" means the General Director, Vice General Directors, and the Chief Accountant.

"Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, a Deputy General Director, or the Chief Accountant.

2. Terms defined in the Company's Charter shall have the same meanings in these Regulations.

3. In the event that changes to the Company's Charter and relevant legal provisions result in a discrepancy between these Regulations and the Company's

Charter or legal provisions, the provisions of the Company's Charter and legal provisions shall prevail and be applied.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD

Article 4. Rights, obligations, and responsibilities of members of the Supervisory Board

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.

2. Exercise assigned rights and perform assigned duties in an honest, prudent, and best possible manner to ensure the maximum legitimate interests of the Company and its shareholders.

3. Be loyal to the interests of the Company and its shareholders; manage and keep information confidential in accordance with the Company's regulations; do not abuse assigned powers to obstruct the Company's production and business activities; do not abuse position or rank, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Members of the Supervisory Board have the following rights:

a) To have full and timely access to the Company's information and documents for the performance of assigned duties;

b) To request the Board of Directors, the General Director, managers, and relevant units to provide information and documents as assigned or upon request of the Supervisory Board;

c) To propose and make recommendations to the Supervisory Board on matters within the scope of supervision and inspection;

d) To participate in meetings of the Supervisory Board; to attend and express opinions at meetings of the Board of Directors and the General Meeting of Shareholders in accordance with the law and the Company's Charter;

e) To have the right to reserve their opinions and request that such opinions be recorded in the minutes of the Supervisory Board meetings;

f) To exercise other rights as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Supervisory Board have the following responsibilities:

a) To perform supervisory duties as assigned;

b) To promptly detect and report to the Supervisory Board on risks, violations, or signs of legal violations;

c) To participate in evaluating the internal control and risk management systems as assigned;

d) To be personally responsible for their opinions and assessments;

e) To have the right to reserve their opinions and request that such opinions be recorded in the minutes of the Supervisory Board meetings;

f) To be jointly responsible for the decisions of the Supervisory Board, except in cases where their opposing opinion has been recorded;

g) To perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.

6. In case of violations of the provisions of Clauses 1, 2, 3, and 4 of this Article that cause damage to the Company or others, the members of the Supervisory Board must be personally or jointly liable for compensation for such damage. All income and benefits obtained by a member of the Supervisory Board, directly or indirectly, as a result of the violation must be returned to the Company.

7. In case a member of the Supervisory Board is found to have committed a violation in the performance of assigned rights and obligations, the Board of Directors must notify the Supervisory Board in writing, requesting the violator to cease the violation and remedy the consequences.

Article 5. Term of office and number of members of the Supervisory Board

1. The Supervisory Board shall consist of 03 (three) members elected, removed, and dismissed by the General Meeting of Shareholders through a direct secret ballot. The members of the Supervisory Board shall elect one of the members as the Head of the Supervisory Board to manage and executive the general operations of the Supervisory Board.

2. The term of office of the Supervisory Board is 05 (five) years. The term of office of a member of the Supervisory Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms. If there is a vacancy in the Supervisory Board during a term, a replacement must be elected at the nearest General Meeting of Shareholders through a direct secret ballot. The term of office of the additional member shall be the remaining duration of the term.

3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

4. In the event that the terms of office of the members of the Supervisory Board expire at the same time and new members have not yet been elected, the members of the Supervisory Board whose terms have expired shall continue to exercise their rights and obligations until new members are elected and take office.

5. In the event that the number of members of the Supervisory Board is reduced by more than 1/3 (one-third) as prescribed in the Company's Charter, the Supervisory Board shall discuss with the Board of Directors to propose convening a General Meeting of Shareholders for supplementary election.

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

Members of the Supervisory Board must satisfy the following standards and conditions:

1. Being 21 years of age, possessing full capacity for civil conduct, and not falling within the categories of person prohibited from enterprise management as prescribed by the Law on Enterprises.

2. Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

3. Not being a family member of a member of the Board of Directors, the General Director, or other managers, specifically: not being a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, son-in-law, daughter-in-law, biological elder brother, biological elder sister, biological younger brother, biological younger sister, brother-in-law, sister-in-law, or spouse's biological sibling.

4. Members of the Supervisory Board must not hold management positions in the Company and are not necessarily shareholders or employees of the Company.

5. Not being a family member of an enterprise manager of the parent company; or a representative of the enterprise's equity capital or the State's equity capital at the parent company and at the Company.

6. Not working in the accounting or finance department of the Company.

7. Not being a member or employee of an auditing organization approved to audit the Company's financial statements for the 03 (three) preceding consecutive years.

8. Other standards and conditions as prescribed by law and the Company's Charter.

Article 7. Head of the Supervisory Board

1. The Head of the Supervisory Board must possess a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company's Charter provides for other higher standards.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members. The election, dismissal, and removal shall be conducted on the principle of majority.

Article 8. Duties and powers of the Head of the Supervisory Board In addition to the rights and obligations of the Head of the Supervisory Board as prescribed by the Company's Charter, the Head of the Supervisory Board shall have the following duties and powers:

1. To prepare the agenda for meetings of the Supervisory Board based on consideration of the issues and concerns of all members of the Supervisory Board related to the matters.

2. To convene and chair meetings of the Supervisory Board.

3. On behalf of the Supervisory Board, to request the Board of Directors to hold extraordinary meetings when necessary to perform the duties of the Supervisory Board; on behalf of the Supervisory Board, to convene an Extraordinary General Meeting of Shareholders when the Board of Directors commits a violation of the law as prescribed by the Company's Charter and the law.

4. On behalf of the Supervisory Board, to sign documents within the authority of the Supervisory Board.

5. To prepare work plans and assign specific tasks to members of the Supervisory Board in accordance with the regulations of the Supervisory Board.

6. To supervise and direct members of the Supervisory Board in the performance of assigned tasks and the general duties and powers of the Supervisory Board.

7. Other duties and powers as prescribed by the Company's Charter and the law.

Article 9. Nomination and candidacy for members of the Supervisory Board

The nomination and candidacy for members of the Supervisory Board shall be carried out in accordance with the provisions of Article 48 of the Company's Charter.

Article 10. Methods of election, dismissal, and removal of members of the Supervisory Board

1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders and shall be conducted through a direct secret ballot.

2. The voting to elect members of the Supervisory Board must be carried out by the method of 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 Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The persons elected as members of the Supervisory Board shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that there are 02 (two) or more candidates achieving the same number of votes for the last member of the Supervisory Board, a re-election shall be conducted among the candidates with an equal number of votes.

Article 11. Cases of dismissal and removal of members of the Supervisory Board

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

a) No longer satisfying the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises and Clause 2, Article 49 of the Company's Charter;

b) Having a resignation letter (which clearly states the reason for resignation) and being accepted.

2. The General Meeting of Shareholders shall **remove** a member of the Supervisory Board in the following cases:

a) Failing to complete assigned duties and tasks;

b) Failing to exercise their rights and perform their obligations for 06 (six) consecutive months, except in cases of force majeure;

c) Committing multiple violations or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter, in which case the Board of Directors shall convene the General Meeting of Shareholders to consider, dismiss, and elect a replacement member;

d) Other cases according to the Resolution of the General Meeting of Shareholders;

e) In the event of a vacancy in the position of Head of the Supervisory Board, the remaining members of the Supervisory Board shall appoint a replacement until a sufficient number of members is elected as prescribed in the Company's Charter.

3. The resignation letter of the Head of the Supervisory Board or a member of the Supervisory Board must be sent to the Supervisory Board. Within 30 (thirty) days from the date of receipt of the resignation letter, the Supervisory Board must hold a meeting to consider, decide, and proceed with dismissal procedures.

Article 12. Notification of election, dismissal, and removal of members of the Supervisory Board

1. In the event that candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can study these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest interest of the Company if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other management positions (including positions on the Board of Directors or Supervisory Board of other companies);

e) Interests related to the Company and the Company's related parties;

f) The Company shall be responsible for disclosing information regarding companies in which the candidate is holding management positions (member of the Board of Directors, member of the Supervisory Board, and other management positions) and the interests related to the Company of the candidate for the Supervisory Board (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be carried out in accordance with the guiding regulations on information disclosure.

Chapter III THE SUPERVISORY BOARD

Article 13. Rights, obligations, and responsibilities of the Supervisory Board

1. The Supervisory Board shall perform supervision of the Board of Directors and the General Director in the management and administration of the Company.

2. To inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and administration of business activities; to inspect the systematicity and consistency of accounting work and the preparation of financial statements.

3. To appraise the completeness, legality, and truthfulness of reports on the business situation, annual and semi-annual financial statements of the Company, and reports evaluating the management work of the Board of Directors; and to submit appraisal reports at the Annual General Meeting of Shareholders.

4. To review contracts and transactions with related persons within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations regarding contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.

5. To supervise the financial situation and information disclosure of the Company. To inspect and evaluate the validity and effectiveness of the internal control system, internal audit, risk management, and early warning systems of the Company.

6. To examine accounting books, accounting records, and other documents of the Company, as well as the reasonableness and validity of accounting files and vouchers, the financial-accounting system, and the management and administration of the Company's operations when deemed necessary, or according to a resolution of the General Meeting of Shareholders, or upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter.

7. Upon request by a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter, the Supervisory Board shall conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the completion date of the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal operations of the Board of Directors or cause disruption to the administration of the Company's business activities.

8. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and administration of the Company's business activities.

9. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 54 of the Company's Charter, the Supervisory Board must immediately notify the Board of Directors in writing and request the violator to cease the violation and provide solutions to remedy the consequences.

10. To attend and participate in discussions at the General Meetings of Shareholders, meetings of the Board of Directors, and other meetings of the Company.

11. To have the right to use independent consultants to perform assigned duties.

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

13. To inspect specific issues related to the management and administration of the Company's operations at the request of shareholders.

14. To request the Board of Directors to convene an Extraordinary General Meeting of Shareholders.

15. To replace the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

16. To request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

17. To examine, extract, and copy part or all of the contents of the List of Related Persons and Related Interests disclosed as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.

18. To propose and recommend to the General Meeting of Shareholders for approval the list of auditing organizations approved to audit the Company's financial statements; auditing organizations approved to inspect the Company's activities; and to dismiss approved auditors when deemed necessary.

19. To be responsible to shareholders for its supervisory activities.

20. To supervise the financial situation of the Company and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

21. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

22. In the event of discovering a violation of the law or a violation of the Company's Charter by a member of the Board of Directors, the General Director, or other enterprise executives, the Supervisory Board must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.

23. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

24. To witness the Board of Directors organizing the counting of votes and preparing the vote-counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

25. The Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a chairperson for the meeting in the event that the Chairperson of the Board of Directors is absent or temporarily loses the capacity to work and the remaining members of the Board of Directors are unable to elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

26. To perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

Article 14. Right to be provided with information of the Supervisory Board

1. Documents and information must be sent to the members of the Supervisory Board at the same time and in the same manner as they are sent to the members of the Board of Directors, including:

a) Meeting notices, opinion solicitation forms for members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c) Reports from the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Supervisory Board have the right to access the Company's files and documents kept at the head office, branches, and other locations; they have the right to enter the working locations of the Managers and employees of the Company during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company upon the request of a member of the Supervisory Board or the Supervisory Board.

Article 15. Responsibilities of the Supervisory Board in convening Extraordinary General Meetings of Shareholders

1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;

b) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 17 of the Company's Charter;

c) When there is a request from the Supervisory Board to convene an Extraordinary General Meeting of Shareholders, but the Board of Directors fails to perform.

2. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate for any resulting damages incurred by the Company.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

**Chapter IV
OPERATIONS OF THE SUPERVISORY BOARD**

Article 16. Meetings of the Supervisory Board

1. Meetings of the Supervisory Board shall comply with the Company's Charter and other provisions of law. The Supervisory Board shall hold regular quarterly meetings or may convene extraordinary meetings to promptly resolve urgent matters. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification.

Article 17. Minutes of Supervisory Board meetings

1. Minutes of Supervisory Board meetings shall be prepared in a detailed and clear manner. The person recording the minutes and the members of the Supervisory

Board attending the meeting must sign the minutes. Meeting minutes shall be considered conclusive evidence of the work conducted at the meeting.

2. Minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member of the Supervisory Board.

Article 18. Use of professional advisory services

In the process of exercising its duties and powers, the Supervisory Board has the right to hire external consultants, independent accountants, or other advisors when necessary to perform its duties and powers at the Company's expense, in accordance with the Company's Charter and the law, without having to seek prior opinion from any manager of the Company.

Chapter V REPORTING AND DISCLOSURE OF INTERESTS

Article 19. Submission of annual reports

The report of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the Company's business results, and the performance results of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

2. Self-assessment report on the performance results of the Supervisory Board and its members.

3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members as prescribed in Article 53 of the Company's Charter.

4. Summary of the Supervisory Board's meetings, and its conclusions and recommendations.

5. Results of the supervision of the Company's operations and financial situation.

6. Evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company controls more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, other enterprise executives, and their related persons; and transactions between the Company and companies in which a member of the Board of Directors, the General Director, or other enterprise executives were founding members or enterprise managers within the 03 (three) years prior to the time of the transaction.

7. Results of the supervision of the Board of Directors, the General Director, and other executives.

8. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

9. Proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements.

Article 20. Salary, remuneration, bonuses, and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary, remuneration, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the annual financial statements of the Company.

Article 21. Disclosure of related interests

1. Members of the Supervisory Board of the Company must disclose their related interests to the Company, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprises in which they are the owners or own stakes or shares; the ownership ratio and the timing of becoming the owner or owning such stakes or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprises in which their related persons are the owners, or jointly or separately own stakes or shares representing more than 10% (ten percent) of the charter capital.

2. The disclosure as prescribed in Clause 1 of this Article must be performed within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

3. Members of the Supervisory Board and their related persons may only use the information obtained by virtue of their positions to serve the interests of the Company.

4. Members of the Supervisory Board have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company controls more than fifty percent (50%) of the charter capital, with the members of the Supervisory Board or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the

Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

5. Members of the Supervisory Board and their related persons must not use or disclose internal information to others for the purpose of carrying out related transactions.

Dưới đây là bản dịch chi tiết Chương VI, đảm bảo tính chính xác về thuật ngữ pháp lý và giữ nguyên cấu trúc đầy đủ như bản gốc:

Chapter VI RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 22. Relationship between members of the Supervisory Board

1. Members of the Supervisory Board shall have an independent relationship and are not subordinate to one another; however, they shall maintain solidarity, coordination, respect, and mutual encouragement to complete tasks in their collective work to ensure the proper fulfillment of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the Company's Charter.

2. The Head of the Supervisory Board is the person who coordinates the collective work of the Supervisory Board but does not have the right to dominate other members of the Supervisory Board.

3. Members of the Supervisory Board are responsible for reporting on the status of their activities to the Head of the Supervisory Board and shall be subject to the assignment of the Head of the Supervisory Board in their activities.

Article 23. Relationship with the Board of Management

The Supervisory Board has an independent relationship with the Company's Board of Management and is the entity that performs the function of supervising the operations of the Board of Management, specifically:

1. Periodically or extraordinarily (at the request of the Supervisory Board), provide all reports, documents, and information necessary for the Supervisory Board; at the same time, the Board of Management is responsible for monitoring and directing professional departments/divisions to rectify and handle violations according to the recommendations of the Supervisory Board after each inspection.

2. The Supervisory Board has the right to request professional departments/divisions and employees directly performing professional/technical tasks to provide explanations for the work performed, and to present directive documents, accounting vouchers, books, and other relevant documents (when necessary) in their operations to serve the inspection and supervision.

3. The Board of Management shall ensure that reports sent to the Board of Directors, evaluation reports on production and business results, the progress of implementing assigned plans, and recommendations or proposals to complete the plans

approved by the General Meeting of Shareholders are also sent to the members of the Supervisory Board at the same time.

4. When performing inspection and supervision duties, the Supervisory Board must provide advance notice of the work plan in writing so as not to affect the production and business activities of the Company.

Article 24. Relationship with the Board of Directors

The Supervisory Board has an equal and independent relationship with the Company's Board of Directors and is the entity that performs the function of supervising the operations of the Board of Directors, specifically:

1. Members of the Supervisory Board shall attend meetings of the Board of Directors, express their opinions, and make recommendations, but shall not participate in voting on the resolutions of the Board of Directors.

2. The Supervisory Board shall consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders and shall report directly to the General Meeting of Shareholders.

3. During its operations, the Supervisory Board shall coordinate closely with the Board of Directors to perform its duties. Members of the Supervisory Board shall be provided by the Board of Directors with the documents, information, and files necessary for the Supervisory Board's work. The Supervisory Board shall act with objectivity and independence during the inspection and supervision of business and management activities of the Board of Directors; at the same time, the Supervisory Board is responsible for coordinating with the Board of Directors to monitor and direct the process of rectifying and handling violations according to the recommendations of the Supervisory Board after each inspection or supervision.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 25. Effectiveness

These Regulations consist of 07 chapters and 25 articles, which were approved by the General Meeting of Shareholders on April, 2026.

The Regulations on the Organization and Operation of the Supervisory Board of Vietnam Ocean Shipping Joint Stock Company shall take effect from,2026, after being approved by the General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**

Duong Thi Hong Hanh