

Da Nang, March 01<sup>th</sup> 2025

## NOTICE

### On the 2025 Annual General Meeting of Shareholders

#### To: Shareholders of Central Container Joint Stock Company

The Board of Directors (BOD) of Central Container Joint Stock Company (stock code: VSM) respectfully invites you to attend the 2025 Annual General Meeting of Shareholders with details as follows:

1. Venue: **Song Han Hotel, No. 14, Ly Tu Trong Street, Hai Chau District, Da Nang City**

2. Time: **08h30' March 28<sup>th</sup> 2025**

3. Agenda:

- Report on BOD's activities year 2024.
- Report on business results in 2024, business plan in 2025.
- Board of Supervisors' Report in 2024.
- Approval of audited 2024 financial statements.
- Other contents concerning the authority of the meeting.

4. Conditions of Participants:

- Shareholders holding **VSM** shares as per list ratified on **February 19<sup>th</sup> 2025**.
- Participants who are unable to attend the Meeting may authorize another person or member of BOD in writing (using the attached Proxy Statement).

5. Others:

- Agenda and documents for the Meeting will be posted on the website of **Central Container Joint Stock Company**. Participants can view and download on website: <http://www.viconshipdanang.com> (item: *Shareholder*).

- For the proper arrangement, participants are requested to confirm your attendance and Proxy Statement before 16:30 March 27<sup>th</sup> 2025 to Ms. Tran Thi Phuoc by telephone **0236 3822922/0987853354**, or email: [phuoctt@viconshipdng.com.vn](mailto:phuoctt@viconshipdng.com.vn)

6. Participants are kindly requested:

- To attend from **8:00' March 28<sup>th</sup> 2025** for procedure and getting documents.
- To present original ID card or Passport; and Proxy Statement in case of Proxy.

**ON BEHALF OF BOD**

**CHAIRMAN**





**AGENDA**  
**OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**CENTRAL CONTAINER JOINT STOCK COMPANY ON MARCH 28, 2025**

No.	Content	Time	Conducted by
1	Welcoming shareholders and distributing meeting documents	7h30 – 8h30	Organizing Committee
2	Opening of the meeting and report on shareholder eligibility verification	8h30 – 8h40	Organizing Committee
3	Introduction of the Presidium, the Secretariat		
4	Presentation of the meeting agenda and approval of the Meeting Regulations; Introduction and approval the Vote Counting Committee.	8h40 – 9h00	Presidium
5	Report of the Board of Directors on its activities in 2024; Report on business performance in 2024 and business plan for 2025.	9h00 – 9h20	Presidium
6	Board of Supervisors' Report for 2024	9h20 – 9h30	Board of Supervisors
7	Presentation of proposals for shareholder approval.	9h30 – 9h40	Presidium
8	Discussion of the contents of the proposals.	9h40 – 10h00	Presidium
9	Break and tea reception	10h00 – 10h15	
10	Announcement of voting results for shareholder resolutions	10h15 – 10h20	Vote Counting Committee
11	Presentation of the Meeting Minutes.	10h20 – 10h30	Secretary
12	Approval of the Meeting Minutes and Declaration of Meeting Adjournment.	10h30 – 10h40	Presidium

**ORGANIZING COMMITTEE**



## GIẤY ỦY QUYỀN

Tham dự họp Đại hội đồng cổ đông thường niên năm 2025

### LETTER OF AUTHORIZATION

Attend Annual General Meeting of Shareholders 2025

**Kính gửi: Ban tổ chức ĐHĐCĐ Công ty Cổ phần Container Miền Trung**

**To: The Meeting Organizer of Central Container Joint Stock Company**

#### BÊN ỦY QUYỀN / THE PROXY GRANTOR

Tên cổ đông / Full name: .....

Số cổ phần sở hữu / Number of shares owned: .....

Địa chỉ / Address: .....

Tel.: ..... Fax: .....

Số CCCD/Hộ chiếu/ĐKKD: ..... do ..... cấp ngày .....

ID Card./Passport/Business Registration No. .... issued by ..... dated .....

Người đại diện theo pháp luật (đối với tổ chức): .....

Legal Representative (for organization): .....

Số CCCD/Hộ chiếu: ..... do ..... cấp ngày .....

ID. /Passport No. .... issued by ..... dated .....

#### BÊN NHẬN ỦY QUYỀN / THE PROXY

Họ và tên / Full name: .....

Số CCCD/Hộ chiếu/ĐKKD: ..... do ..... cấp ngày .....

ID. /Passport/ Business Registration No. .... issued by ..... dated .....

Địa chỉ / Address: ..... Tel.: .....

Để Đại hội được tiến hành (đủ tỉ lệ cổ phần theo quy định), nếu Quý cổ đông không tham dự được và chưa có người đại diện, có thể ủy quyền cho một trong các thành viên HĐQT sau (đánh dấu vào ô có thành viên được ủy quyền):

In order for the Meeting to be conducted (with enough share ratio as prescribed), if Shareholders cannot attend and do not have a representative, please authorize one of the following members of the Board of Directors (tick the box with an authorized member):

- Ông Ông Lê Thế Trung – Chủ tịch HĐQT / Chairman of BOD
- Ông Nguyễn Việt Trung – Ủy viên HĐQT / Member of BOD
- Bà Đặng Trần Gia Thoại – Ủy viên HĐQT / Member of BOD
- Ông Ngô Quốc Vũ – Ủy viên HĐQT / Member of BOD
- Bà Trần Thị Phương Anh – Ủy viên HĐQT / Member of BOD

Người nhận ủy quyền có quyền tham dự và biểu quyết các vấn đề thông qua tại Đại hội đồng cổ đông thường niên ngày **28/03/2025** của Công ty Cổ phần Container Miền Trung. Giấy ủy quyền này có hiệu lực kể từ ngày ký cho đến khi kết thúc Đại hội.

*The Proxy shall present the Proxy Grantor to attend the Annual General meeting of shareholders of Central Container Joint Stock Company on March 28, 2025 and execute all rights and obligations in relation to the authorized shares in such meeting. This authorization shall be effective upon its signing to the end of the Meeting.*

NGƯỜI NHẬN ỦY QUYỀN / PROXY  
(Ký & ghi rõ họ tên / (Full name & signature))

Ngày ..... tháng ..... năm 2025  
NGƯỜI ỦY QUYỀN / PROXY GRANTOR  
(Ký & ghi rõ họ tên / (Full name & signature))

**Ghi chú:** Nếu cổ đông là pháp nhân, tổ chức thì người đại diện theo pháp luật ký tên và đóng dấu.

**Note:** For the Proxy Grantor being an organization or a company, the signature of the Grantor's legal representative and its seal are required.



Da Nang, March 01, 2025

## ORGANIZATION REGULATIONS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### I. GENERAL REGULATIONS

#### Article 1. Scope of application

This Regulation applies to the organization of the 2025 Annual General Meeting of Shareholders (“**General Meeting**”) of **Central Container Joint Stock Company** (here in after referred to as the “**Company**”).

This Regulation sets out the general principles for conducting the 2025 Annual General Meeting of Shareholders. Shareholders and authorized representatives attending the General Meeting are responsible for complying with the provisions of this Regulation.

#### Article 2. Conditions for convening the General Meeting

The Annual General Meeting of Shareholders shall be convened if shareholders and/or their authorized representatives attending the meeting collectively represent more than **50% of the total voting shares**, as recorded in the shareholder list as of the final registration date, **February 19, 2025**.

### II. Rights and obligations of participants in the General Meeting

#### Article 3. Conditions for Attending the General Meeting

All individuals and organizations holding VSM common shares, or their duly authorized representatives with written authorization (as per the shareholder list finalized on February 19, 2025, provided by the Vietnam Securities Depository and Clearing Corporation), are eligible to attend the General Meeting.

#### Article 4. Regulations on Authorization

1. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company’s official template and must bear the signatures of both the authorizing shareholder and the authorized representative (except in the case of authorization to members of the Board of Directors). The authorized representative must present a Citizen Identification Card (ID card) or Passport that matches the information recorded on the authorization document, specifically as follows:

- If the authorizing shareholder is an individual, the authorization document must bear the signatures of both the shareholder and the authorized representative attending the meeting.
- If the authorizing shareholder is an organization, the authorization document must bear the signature of the legal representative or duly authorized representative (with the corporate seal affixed) and the signature of the authorized representative attending the meeting.



2. The authorized representative must submit a valid authorization document to the Organizing Committee before entering the meeting room.

### **Article 5. Rights and Obligations of Shareholders Attending the General Meeting**

#### 1. Rights of Shareholders Attending the General Meeting:

- Upon attending the General Meeting of Shareholders, each shareholder or their duly authorized representative shall receive a Direct Voting Card and Voting Card for meeting content, which indicate the number of shares owned, the number of shares represented by proxy, and the corresponding voting rights.

- Have the right to discuss and vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Company's Charter and relevant regulations;

- Receive meeting documents and the agenda of the General Meeting.

- Shareholders arriving late are entitled to register and participate in the General Meeting, as well as vote on ongoing matters. However, the Chairperson is not obligated to pause the meeting for late registrants, and the validity of previously voted matters remains unchanged.

#### 2. Obligations of Shareholders Attending the General Meeting:

- Before entering the meeting room, shareholders or authorized representatives must complete the registration procedures with the Organizing Committee and present the following original documents:

+ A valid Invitation Letter (if applicable);

+ Legal documents verifying the shareholder's information as per the finalized shareholder list;

+ A valid Letter of Authorization (if applicable).

- Comply with the Law on Enterprises, the Company's Charter, and the Meeting Regulations;

- Upon entering the meeting room, shareholders/authorized representatives must sit in their designated areas as instructed by the Organizing Committee, maintain order, strictly follow the rules and regulations of the General Meeting, adhere to the Chairperson's instructions, and respect the resolutions adopted at the Meeting.

- During the discussion session, under the guidance of the Chairperson, shareholders or their representatives may have the right to speak directly at the meeting room; submit written comments via the Feedback Form, which will be forwarded to the Secretariat for review and response; all comments should be concise, relevant, and limited to agenda items approved by the General Meeting.

- Any recording or video recording of the Meeting must be publicly announced and approved by the Chairperson before execution;

- Shareholders must participate in discussions and voting on matters at the General Meeting;

- If a shareholder or an authorized representative chooses not to vote on a specific matter, they shall be considered as having no opinion on that matter and shall waive any right to dispute or file complaints regarding related voting rights.

## **Article 6. Shareholder Eligibility Verification Committee**

- The Shareholder Eligibility Verification Committee shall be responsible for:
  - + Verifying the eligibility of shareholders or their authorized representatives by checking the documents specified in Clause 2, Article 5 of this Regulation.
  - + Registering shareholders or authorized representatives for the meeting, issuing shareholder identification codes, and maintaining shareholder attendance records.
  - + Distributing meeting documents, including Direct Voting Cards, Voting Cards for meeting content, and other relevant documents to shareholders or their representatives.
- Reporting to the General Meeting on shareholder eligibility at the following times:
  - + Before the opening of the General Meeting;
  - + Before each voting session if there are changes in shareholder attendance (e.g., late arrivals or early departures before voting).

## **Article 7. Rights and Obligations of the Chairperson of the General Meeting and the Secretariat**

### **1. Chairperson of the General Meeting**

- The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors, unless otherwise stipulated by law.
- The Chairperson's decisions regarding procedural, substantive matters, or any unforeseen events arising during the General Meeting of Shareholders shall be final.
- The Chairperson is authorized to take all necessary measures to conduct the General Meeting in a lawful, orderly manner that reflects the will of the majority of attending shareholders.
- The Chairperson has the right to request the Organizing Committee or competent authorities to maintain order during the meeting and to remove any individual who fails to comply with the Chairperson's authority, intentionally disrupts order, or hinders the fair and lawful conduct of the meeting.
- The Chairperson may refuse to respond to or may simply acknowledge shareholder comments if such comments are beyond the scope of the meeting's agenda.
- The Chairperson shall appoint one or more persons to serve as the Secretariat of the meeting.
- The Chairperson may postpone the General Meeting of Shareholders, provided that the quorum has been met, for a maximum period of three (03) business days from the scheduled opening date. The postponement or change of venue is only permitted under the following circumstances:
  - + The venue does not have sufficient seating capacity for all attendees;
  - + Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
  - + Attendees obstruct or disrupt order, posing a risk that the meeting cannot proceed fairly and lawfully.

### **2. Secretariat of the General Meeting**

The Secretariat shall be appointed by the Chairperson and shall perform the following duties:

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- Accurately and fully record all discussions and proceedings of the General Meeting, including matters that remain unresolved.
- Document the voting results of shareholders on the matters presented at the General Meeting of Shareholders.
- Assist the Chairperson in announcing documents, resolutions, or notifications to shareholders as required.
- Collect written comments from shareholders and submit them to the Chairperson of the General Meeting.
- Draft the Minutes and Resolutions of the General Meeting of Shareholders and perform other support tasks as assigned by the Chairperson.
- The Secretariat has the right to record audio and video of the General Meeting of Shareholders and store such recordings at the Company's headquarters.

**Article 8: Vote Counting Committee**

- The Vote Counting Committee shall consist of one (01) Head and two (02) members, who are nominated by the Chairperson of the General Meeting and approved by the General Meeting through voting.
- The Vote Counting Committee is responsible for inspecting, counting, and supervising the voting and election process of shareholders (if have), organizing the ballot counting, and determining the election (if have) and voting results of shareholders regarding the matters submitted for approval at the General Meeting.
- The Vote Counting Committee is responsible for preparing the minutes of the vote counting results, announcing them to the General Meeting, and submitting the minutes along with all votes (if have), to the Chairperson of the General Meeting or the Secretariat.
- During the performance of its duties, the Vote Counting Committee must act with honesty and accuracy and shall be responsible for the results thereof.
- The Vote Counting Committee may have additional assistants to distribute and collect votes in a timely manner, ensuring that the General Meeting proceeds according to schedule.

**III. CONDUCT OF THE GENERAL MEETING**

**Article 9: Conditions and Manner of Conducting the General Meeting**

The General Meeting of Shareholders shall be convened when shareholders or authorized representatives attending the meeting represent more than 50% of the total voting shares of the Company, as recorded in the list of shareholders as of the final registration date, **February 19, 2025.**

The General Meeting shall take place within one session or one working day. The General Meeting of Shareholders shall discuss and approve the matters listed in the agenda of the General Meeting of Shareholders.

**Article 10: Voting Procedures for Resolutions at the General Meeting**

- The General Meeting shall conduct direct voting on each matter requiring approval during the meeting.
- Shareholders or their authorized representatives shall vote on the following matters by raising the Voting Card under the direction of the Chairperson of the General Meeting:



- + Approval of the meeting agenda;
- + Approval of the Vote Counting Committee;
- + Approval of the General Meeting regulations;
- + Other matters as instructed by the Chairperson (if any).
- Except for matters voted by raising the Voting Card and the election process, shareholders or their authorized representatives shall cast their votes on matters submitted for approval at the General Meeting by marking an (x) or (v) on the voting card as per the instructions of the Vote Counting Committee.
- After completing their votes on the matters at the General Meeting, shareholders or their authorized representatives shall place their voting cards into the voting box.
- The Vote Counting Committee shall count the votes to determine the voting ratio for each matter submitted for approval by the General Meeting of Shareholders.

#### **Article 11. Classification of Voting cards**

##### **\* Valid Voting cards:**

A voting card shall be considered valid if it meets the following conditions:

- It follows the official template issued by the Organizing Committee and bears the Company's official seal as required.
- It is not torn, erased, or altered. If additional content is included, it must correspond to the specific item number on the agenda, without any extra content other than what is required by the Organizing Committee.
- For each voting matter, only one (01) out of the three (03) available voting options is selected.
- It is duly signed by the shareholder or the shareholder's authorized representative and submitted within the voting period prescribed by the Vote Counting Committee.

**\* Invalid Voting Card:** A voting card shall be considered invalid if it fails to meet any of the conditions of a valid voting card, including but not limited to:

- The voting card does not follow the official template issued by the Organizing Committee.;
- The voting card is torn, crossed out, erased, altered, or contains additional content/symbols not authorized.
- The voting card selects multiple options for the same voting matter. However, if a voting ballot meets all the validity criteria but contains one or more invalid votes for specific matters, the valid votes on the same voting card shall still be counted towards the final voting result.
- The voting card is not duly signed by the shareholder or the authorized representative.
- The voting card is not submitted within the prescribed voting period set by the Vote Counting Committee.

If a shareholder makes an error while completing the voting card but has not yet cast their vote, they shall have the right to request a new voting card directly from the Vote Counting Committee, provided that the voting period has not yet ended, to ensure the shareholder's voting rights.

##### **\* Verification and Compilation of Results:**



- Once collected, voting cards shall be verified for validity according to the specified regulations.
- The voting results shall be determined for each voting matter and calculated as a percentage (%) rounded to two (02) decimal places.
- The Vote Counting Committee shall be responsible for compiling the voting results and preparing the Vote Counting Report. The report must be signed by all members of the Vote Counting Committee to certify its accuracy, transparency, and compliance with established voting principles and procedures.
- The Vote Counting Report shall include the following details: the number of shares voting for each matter, the number of valid and invalid votes, and the voting ratios for each voting status (Agree, Disagree, No Opinion).

The Head of the Vote Counting Committee shall be responsible for announcing the voting results at the General Meeting on behalf of the Chairperson.

**Article 12: Speaking at the General Meeting and Casting Votes**

The General Meeting of Shareholders shall discuss each agenda item in turn. When discussing the matters on the meeting agenda, shareholders must comply with the following regulations:

1. Principles: Shareholders or authorized representatives attending the General Meeting must raise their Voting Card and receive the approval of the Chairperson before speaking. Shareholders or authorized representatives may also register their questions for discussion at the meeting by submitting a Question Form to the Secretary of the Meeting.
2. Manner of Speaking: Shareholders must keep their speeches concise and focused on the key issues relevant to the approved agenda of the General Meeting. Discussions must ensure that the meeting proceeds as scheduled, without violating laws, addressing personal matters, or exceeding the authority of the General Meeting.
3. The Chairperson shall arrange the speaking order based on registration and respond to shareholder inquiries accordingly. Comments and questions shall be collected simultaneously and answered in sequence. Shareholders may only contribute their opinions during the discussion session of the meeting. If multiple shareholders raise similar issues, the Chairperson may summarize and provide a collective response. Once all shareholders have finished speaking, the Chairperson shall address each question in turn or designate a responsible person from the Presidium or another relevant individual to provide answers.
4. Shareholders or authorized representatives shall cast their votes following the instructions of the Chairperson or the Ballot Counting Committee. The voting process shall commence upon the voting signal from the Chairperson or the Ballot Counting Committee and shall conclude either when the designated voting period ends as announced by the Chairperson/Ballot Counting Committee or when the last shareholder has cast their vote, whichever occurs first.

**Article 13. Approval of Resolutions at the General Meeting**

Resolutions of the General Meeting of Shareholders shall be approved when they receive consent from shareholders with voting rights who are present in person or through

authorized representatives at the General Meeting of Shareholders, in accordance with the voting ratio stipulated in the Company's Charter and the Law on Enterprises.

**Article 14: Minutes of the General Meeting of Shareholders**

- All discussions and decisions at the General Meeting of Shareholders shall be recorded by the Secretary in the meeting minutes. The meeting minutes shall be read and approved before the meeting is adjourned.
- The minutes of the General Meeting of Shareholders, the appendix of the shareholder list, the minutes of shareholder eligibility verification, the ballot counting minutes, and other relevant documents shall be kept at the Company's headquarters.
- The minutes of the General Meeting of Shareholders must be published on the Company's website within 24 hours from the conclusion of the General Meeting.

**Article 15: Resolutions of the General Meeting of Shareholders**

- Based on the approved minutes of the General Meeting of Shareholders, the Chairperson of the Meeting shall sign and issue the General Meeting of Shareholders' resolutions on matters that have been voted on.
- The resolutions of the General Meeting of Shareholders shall be announced to shareholders by publishing them on the Company's website.

**IV. ENFORCEMENT PROVISIONS**

**Article 16: Effective Date**

This Regulation consists of four (04) sections and sixteen (16) articles and shall take effect immediately upon approval at the 2025 Annual General Meeting of Shareholders. All documents of the General Meeting of Shareholders are prepared in Vietnamese and English. In case of any discrepancy between the English and Vietnamese versions, the Vietnamese version will prevail.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS**

**Chairperson  
Chairman of BOD**

**MR. LE THE TRUNG**



# INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF CENTRAL CONTAINER JOINT STOCK COMPANY

## CHAPTER I: GENERAL REGULATIONS

### Article 1: Scope of Regulation and Application Subjects

The Internal Regulations on Corporate Governance of Central Container Joint Stock Company (the "Company") are developed in accordance with the Law on Enterprises No. 59/2020/QH14, Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

#### Basis:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and related documents ("Enterprise Law")
- Securities Law No. 54/2019/QH14 dated November 26, 2019, and implementing guidelines ("Securities Law")
- Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law ("Decree 155/2020/ND-CP").
- Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies in Decree 155/2020/ND-CP;
- The Charter of Central Container Joint Stock Company(VSM) and applying best practices in corporate governance suitable to the business operations of the enterprise.

This regulation governs the following content:

- Procedures for convening and voting at the General Meeting of Shareholders;
- Procedures for nominating, electing, dismissing, and removing members of the Board of Directors;
- Procedures for organizing Board of Directors meetings;
- Procedures for selecting, appointing, dismissing executive officers;
- Procedures for coordination between the Board of Directors, the Supervisory Board, and the CEO;
- Regulations regarding the Company's Management.

### Article 2: Interpretation of terms

1. "Company" refers to VSM Central Container Joint Stock Company;
2. "Enterprise Law" (LDN) refers to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
3. "Securities Law" (LCK) refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
4. "Charter" refers to the Charter of the Company;
5. "Shareholder" refers to a shareholder of the Company;
6. "General Meeting of Shareholders" (GM) refers to the General Meeting of Shareholders of the Company;
7. "Board of Directors" (BOD) refers to the BOD of the Company;
8. "Board of Supervisors" (SB) refers to the SB of the Company;
9. "Chairman of the Board of Directors" (Chairman BOD) refers to the Chairman of the BOD of the Company;



10. *"Director"* (CEO) refers to the Director of the Company;
11. *"Chief Accountant"* (CA) refers to the Chief Accountant of the Company;
12. *"Non-executive member of the Board of Directors"* refers to a member of the Board of Directors who is not the CEO, Chief Accountant, or other executive officers of the Company;
13. *"Related person"* refers to an individual or organization defined in Clause 17, Article 4 of the Enterprise Law, Clause 34, Article 6 of the Securities Law;
14. *"State Securities Commission"* (SSC);
15. *"Vietnam Securities Depository and Clearing Corporation"* (VSD);
16. Other terms not defined in this Regulation will be understood as per the provisions of the Enterprise Law, Securities Law, and Decree No. 155/2020/ND-CP.

### **Article 3: Principles**

1. Ensure appropriate governance structure;
2. Ensure the effective operation of the Board of Directors and Board of Supervisors;
3. Ensure the rights of shareholders and stakeholders;
4. Ensure fair treatment of shareholders;
5. Publicly and transparently disclose all company activities.

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

### **Article 4: Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders**

Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders is made in accordance with the provisions of the Company Charter and the provisions of securities law applicable to public and listed companies.

### **Article 5: Notice of convening the General Meeting of Shareholders**

Notice of the General Meeting of Shareholders shall be sent to all shareholders and shall be published on the Company's website. Notice of the General Meeting of Shareholders shall be sent at least 21 (twenty-one) days before the opening date of the General Meeting of Shareholders, calculated from the date on which the notice is duly sent or delivered, postage is paid or mailed. The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the General Meeting shall be posted on the Company's website. The notice of invitation to the General Meeting of Shareholders sent to shareholders as prescribed in this clause shall clearly state where and how to download the agenda and attached documents, and the Company shall send the above documents to shareholders if requested by shareholders.

### **Article 6: How to register to attend the General Meeting of Shareholders**

On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue to register until all shareholders entitled to attend the meeting are present and have registered.

Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the meeting. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of any voting that has already been conducted before the late shareholders attended will not be affected.

### **Article 7: Voting method at the General Meeting of Shareholders**

When registering shareholders, the Company will issue each shareholder or authorized representative with voting rights a voting card, on which is recorded the attending shareholder code, the full name of the shareholder, the full name of the authorized representative, the number of votes of that shareholder, the issues to be voted on at the General Meeting and the Company's seal.

The General Meeting will conduct public voting on issues to be voted on according to the meeting agenda of the General Meeting. Shareholders/authorized representatives of shareholders vote on the above issues by raising their voting ballots under the direction of the General Meeting Chairman and marking the ballots according to the instructions of the Vote Counting Committee.

**Article 8: Method of counting votes**

The vote counting committee is elected by the General Meeting of Shareholders upon the proposal of the Chairman of the meeting.

When voting at the congress, the Vote Counting Committee counts the number of votes in favor, against, and no opinion on each content, summarizes and reports the results to the Congress Chairman.

The vote counting results are announced by the Counting Committee after the vote counting is completed.

**Article 9: Announcement of vote counting results**

After conducting the vote counting, the Ballot Counting Committee will announce the vote counting results directly at the General Meeting of Shareholders. The announcement of the vote counting results must specifically state the number of votes in favor, the number of votes against, and the number of votes with no opinion on each content.

**Article 10: How to object to the decision of the General Meeting of Shareholders**

1. During the General Meeting, shareholders may publicly express their disagreement and use ballots to vote against, or may not participate in the vote. However, after the General Meeting of Shareholders has voted, they must comply with the voting results of the General Meeting of Shareholders.

2. Within 90 (ninety) days from the date the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders are posted on the Company's website, shareholders or groups of shareholders specified in Clause 3, Article 12 of the Charter have the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening meetings or obtaining shareholders' opinions in writing and making decisions of the General Meeting of Shareholders are not implemented in accordance with the provisions of the Enterprise Law and the Company's Charter;
- b. The content of the decision violates the law or the Company Charter.

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 (thirty) days in accordance with the procedures prescribed in the Law on Enterprises and the Company Charter.

**Article 11: Minutes of the General Meeting of Shareholders**

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1. Minutes of the General Meeting of Shareholders must be recorded. Minutes of the meeting and minutes of vote counting must be made in Vietnamese, must contain all the contents as prescribed in Clause 1, Article 150 of the Enterprise Law and can be stored in other electronic forms.

2. Minutes of the General Meeting of Shareholders, once completed, must be read and approved before the closing of the meeting. The Chairman and the meeting secretary or other signatories of the minutes must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

Minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there are objections to the content of the minutes submitted in accordance with prescribed procedures within 10 (ten) days from the date of sending the Minutes.

The records, minutes, signature books of shareholders attending the meeting and the authorization documents to attend must be kept at the Company's head office.

**Article 12: Announcement of Shareholders' Meeting Resolution**

The resolution must be disclosed in accordance with the provisions of the Company Charter and the provisions of securities law.

**Article 13: The General Meeting of Shareholders passes resolutions by obtaining shareholders' opinions in writing.**

The authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The opinion form, along with the draft resolution and the explanatory documents, must be sent by guaranteed method to the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least 10 (ten) days before the deadline for returning the opinion form.

2. The opinion form must have the following main contents:

a. Name, head office address, business registration number;

b. Purpose of consultation.

c. Full name, permanent address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number of organization, head office address for organizational shareholders or full name, contact address, nationality, personal legal document number for authorized representative of organizational shareholders; number of shares of each type and number of votes of shareholders.

d. Issues requiring consultation to pass decisions.

e. Voting options include yes, no, and no opinion.

f. Deadline for returning completed questionnaires to the Company.

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

3. The completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

Shareholders can send completed ballots to the Company in one of the following ways:

a. Mail. Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes.

b. Send by fax or email. The ballot sent to the Company must be kept confidential until the time of vote counting.

Any ballots sent to the Company after the deadline specified in the ballot or opened or disclosed are invalid. Any ballots not returned are considered non-voting ballots.

4. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Supervisory Board or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

a. Name, head office address, business registration number.

b. Purpose and issues to be consulted for decision making.

c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes, with an appendix of the list of shareholders participating in voting.

d. Total number of votes for, against and abstentions on each issue.

e. The decisions were passed and the corresponding passing percentages.

f. Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter.

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

5. The minutes of vote counting results must be published on the Company's website within 24 (twenty-four) hours from the end of vote counting in lieu of sending a notice to the Company's shareholders.

6. The completed ballots, the vote counting minutes, the full text of the passed resolution and related documents attached to the ballots must all be kept at the Company's head office.

7. Resolutions of the General Meeting of Shareholders passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than 50% of the total number of shares with voting rights and have the same value as resolutions passed at the General Meeting of Shareholders.

#### **Article 14: Organizing the General Meeting of Shareholders via Online Meeting Format**

In cases where the Company adopts modern technology to organize the General Meeting of Shareholders in an online format, the Company is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 274 of Decree No. 155/2020/ND-CP.

### **CHAPTER III: MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 15: Standards for Board of Directors members**

1. Have full civil capacity, not be subject to the law prohibiting the management of enterprises. Have business capacity, leadership capacity and enterprise management organization capacity, have a deep understanding of business principles, priority is given to those who have



many years of working experience in the Company's business sector, and have participated in enterprise management;

2. Have good health, good moral qualities, honesty, integrity and civil capacity, understanding of the law; have the ability and enthusiasm to solve the company's long-term strategic issues;

3. A member of the Board of Directors may not be a shareholder of the Company.

4. A member of the Board of Directors of a company cannot concurrently be a member of the Board of Directors of more than five (05) other companies.

#### **Article 16: How shareholders and groups of shareholders can nominate candidates for the position of Board of Directors member**

Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate candidates for election to the Board of Directors according to the following regulations:

- If it accounts for 10% to less than 15%, it has the right to nominate 01 (one) member.
- If it accounts for 15% to less than 30%, it has the right to nominate 02 (two) members.
- If it accounts for 30% to less than 45%, it has the right to nominate 03 (three) members
- If it accounts for 45% to less than 60%, it has the right to nominate 04 (four) members.
- If it accounts for 60% or more, it has the right to nominate 05 (five) members.

In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors can nominate additional candidates or organize nominations according to a mechanism prescribed by the Company. The mechanism for nomination or removal of the current Board of Directors to nominate candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

#### **Article 17: Method of electing members of the Board of Directors**

1. The election of members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or represented by proxy multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their votes for one or several candidates.

2. Based on the number of members prescribed for the Board of Directors, the General Meeting of Shareholders will rely on the percentage of votes with the highest number of shares from top to bottom to select the required number of members for the Board of Directors.

3. In case two or more candidates achieve an equal number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the equal number of votes or selection will be made according to the criteria of the election regulations.

#### **Article 18: Cases of dismissal and removal of members of the Board of Directors**

1. A member of the Board of Directors is no longer a member of the Board of Directors in the following cases:

a. That member is not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. The member submits a written resignation to the Company's head office and is accepted;

- c. That member has a mental disorder and another member of the Board of Directors has professional evidence proving that he or she no longer has capacity to act;
- d. That member is absent from attending meetings of the Board of Directors continuously for 06 (six) months except in cases of force majeure;
- e. That member is removed from the Board of Directors by decision of the General Meeting of Shareholders;
- f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
- g. Representing shareholders who are legal entities when the legal entity loses its legal status or is dissolved;
- h. The shareholder is a legal entity and has withdrawn the right to represent.

**Article 19: Notice of election, dismissal and removal of members of the Board of Directors**

The election, dismissal and removal of members of the Board of Directors must be announced in accordance with the provisions of the Company Charter and the provisions of securities law.

**Article 20: Method of introducing candidates for Board of Directors**

In case the candidates have been identified in advance, information related to the candidates for the Board of Directors will be included in the documents of the General Meeting of Shareholders and announced at least ten (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.

Candidates for the Board of Directors must have a written commitment to the honesty, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors.

Information related to candidates for the Board of Directors to be published includes the following minimum contents:

- a. Full name, date of birth;
- b. Educational level; Professional level
- c. Work history;
- d. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- e. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- f. Benefits related to the Company (if any);
- g. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- h. Other information (if any).

**CHAPTER IV: BOARD OF DIRECTORS MEETING**

**Article 21: Notice of Board of Directors meeting**

1. Notice of Board of Directors meeting must be sent to Board of Directors members and supervisors at least 03 (three) days before the meeting. Notice of Board of Directors meeting must be in writing in Vietnamese and must fully inform the agenda, time, and location of the meeting, along with necessary documents on the issues to be discussed and voted on at the Board meeting.

Board of Directors members may authorize another person to attend the meeting if approved by the majority of Board of Directors members.

2. Meeting notices are sent by post, fax, email or other means, but must be guaranteed to reach the address of each member of the Board of Directors registered at the Company.

**Article 22: Conditions for holding Board of Directors meetings**

Minimum number of members attending. The first meetings of the Board of Directors shall only be held and decisions shall be passed when at least 3/4 (three-quarters) of the Board of Directors members are present in person or through proxy.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be reconvened within 07 (seven) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than 1/2 (half) of the members of the Board of Directors attend the meeting.

**Article 23: Voting method**

1. Except for the case specified in Clause 2 of this Article, each member of the Board of Directors or authorized person present in person at a meeting of the Board of Directors shall have one vote;

2. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member has an interest which conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted as a quorum for a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

3. When a matter arises in a meeting of the Board of Directors relating to the level of interests of a member of the Board of Directors or relating to the voting rights of that member of the Board of Directors, such matter shall be referred to the chairman of the meeting and the chairman's decision relating to all other members of the Board of Directors shall be final, except in cases where the nature or scope of interests of the relevant member of the Board of Directors has not been fully disclosed;

4. A member of the Board of Directors who benefits from a contract specified in Article 40 of the Company's Charter shall be deemed to have a significant interest in that contract.

**Article 24: Procedures for passing resolutions of the Board of Directors**

1. Majority vote. The Board of Directors adopts decisions and makes decisions by following the consensus of the majority of the Board members present (over 50%). In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors will be the deciding vote.

2. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This type of resolution has the same effect and value as a resolution passed by members of the Board of Directors at a meeting convened and held in accordance with practice.

**Article 25: Recording minutes of Board of Directors meetings**

Meetings of the Board of Directors must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms.

Minutes are prepared in Vietnamese, recorded truthfully and completely. The chairman and the person recording the minutes shall sign and be responsible for the truthfulness and accuracy of

the content of the minutes of the Board of Directors' meeting. The minutes are kept at the company's head office.

Resolutions of the Board of Directors must be announced in accordance with the provisions of the Charter, LDN, Securities Law and current legal documents.

**Article 26: Notification of Board of Directors' resolutions**

Resolutions of the Board of Directors must be announced in accordance with the provisions of the Charter, the Law on Enterprises, the law on securities, and relevant legal documents.

**CHAPTER V: BOARD OF SUPERVISORS**

**Article 27: Standards of Controllers**

Controllers must meet the following standards and conditions:

1. Have full civil act capacity and not be prohibited from establishing and managing enterprises according to the provisions of the Enterprise Law; Not be a family member of a member of the Board of Directors, Director and other managers;
2. Not allowed to hold corporate management positions; not necessarily be a shareholder or employee of the Company;
3. Not working in the accounting or finance department of the Company;
4. Not a member or employee of the independent auditing firm that audited the Company's financial statements in the three (03) preceding years.

**Article 28: How shareholders and groups of shareholders can nominate candidates for the position of Supervisor**

1. Shareholders or groups of shareholders holding at least 10% of total voting shares may pool their votes together to nominate candidates for the Board of Supervisors as follows:
  - If it accounts for 10% to less than 15%, 01 (one) person can be nominated.
  - If it accounts for 15% to less than 30%, 02 (two) people can be nominated.
  - If it accounts for 30% to less than 45%, 03 (three) people can be nominated.
  - If it occupies from 45% to less than 60%, 04 (four) people can be nominated.
  - If it occupies 60% or more, all candidates are nominated.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

**Article 29: Methods of election of controllers**

The method of electing controllers is similar to the method of electing members of the Board of Directors in Article 17 of this Charter.

**Article 30: Cases of dismissal and removal of Controllers**

1. No longer meeting the standards and conditions to be a Controller as prescribed in Article 169 of the Enterprise Law;
2. Failure to exercise one's rights and obligations for 06 (six) consecutive months without the approval of the Board of Supervisors;
3. That member is prohibited by law from being a member of the Board of Supervisors;

4. Such member resigns by written notice sent to the Company's head office and accepted;
5. Serious violations or repeated violations of the Controller's obligations;
6. That member is removed from the position of member of the Board of Supervisors according to the decision of the General Meeting of Shareholders;

**Article 31: Notice of election, dismissal and removal of members of the Board of Supervisors**

Notice of election, dismissal, and removal of members of the Board of Supervisors must be announced in accordance with the provisions of the Charter, the Law on Enterprises, the law on securities, and relevant legal documents.

## **CHAPTER VI: BUSINESS MANAGERS**

The Company's executives are the Director, Professional Deputy Directors, Chief Accountant and other managers appointed by the Board of Directors.

The Director is the person who runs the company's daily business operations; is supervised by the Board of Directors, and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

**Article 32: Standards of Company Executives**

1. Have full civil act capacity and not be subject to prohibition on enterprise management according to the provisions of the Law on Enterprises;
2. Is an individual with professional qualifications and experience in business management or in the Company's main business lines;
3. Honest, diligent and reputable.

**Article 33: Appointment/signing of labor contract with the Company's executive**

The Company has a Director, a number of Deputy Directors and a Chief Accountant appointed by the Board of Directors. The Director and Deputy Directors may concurrently be members of the Board of Directors, and are appointed or dismissed by the Board of Directors.

1. Director: The Board of Directors shall appoint a member of the Board of Directors or another person as Director and shall enter into a contract stipulating the salary, remuneration, benefits and other terms related to the recruitment. Information on the salary, allowances and benefits of the Director must be reported at the Company's annual General Meeting of Shareholders.

2. The term of office of the Director is 03 (three) years and can be reappointed. The appointment may expire based on the provisions of the labor contract.

3. At the request of the Director and with the approval of the Board of Directors, the Company may recruit and sign labor contracts with other executives as necessary or appropriate to the Company's management structure and practices.

**Article 34: Cases of dismissal of Company executives**

1. The Board of Directors may dismiss the Director when two-thirds (2/3) or more of the Board members vote in favor (in this case, the Director's vote is not counted) and appoint a new Director to replace him.
2. No longer meeting the standards and conditions specified in Article 32 of this Regulation;
3. Have a resignation letter;

4. In case the labor contract expires without being renewed, the Company's operator shall automatically terminate the contract;
5. Other cases according to labor law regulations.

**Article 35: Notice of appointment and dismissal of Company executives**

The appointment and dismissal of the Company's executive officers must be announced in accordance with the provisions of the Charter, the Enterprise Law, the law on securities, and relevant legal documents.

**CHAPTER VII: COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE DIRECTOR**

**Article 36: Coordination of activities between the Board of Directors and the Board of Supervisors**

*1. Responsibilities of the Board of Directors in coordination with the Board of Supervisors:*

- a. Meeting invitations and accompanying documents for Board of Directors meetings are sent to members of the Supervisory Board at the same time as they are sent to members of the Board of Directors;
- b. Resolutions of the Board of Directors are sent to the Board of Supervisors (and also sent to the Director) within a maximum of 03 (three) working days;
- c. When the Supervisory Board proposes to select an independent Auditor, the Board of Directors must respond to the Supervisory Board;
- d. Other contents requiring the opinion of the Supervisory Board must be responded to by the Supervisory Board within 07 (seven) working days.

*2. Responsibilities of the Supervisory Board in coordination with the Board of Directors:*

- a. Regularly inform the Board of Directors about performance results, consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- b. In meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (and at the same time request the General Director) to attend and answer issues of concern to the Supervisory Board;
- c. The periodic and unscheduled inspections of the Supervisory Board must have a written conclusion within 15 (fifteen) days from the date of completion and send it to the Board of Directors to have more basis to assist the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach an agreement with the Board of Directors before reporting to the General Meeting of Shareholders. In case of disagreement, opinions can be reserved, recorded in the minutes and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders.
- d. In case the Supervisory Board discovers any violations of the law or violations or violations of the company's charter by members of the Board of Directors, the Supervisory Board shall notify the Board of Directors in writing within 48 (forty -eight) hours, requesting the violator to stop the violation and take remedial measures; the Supervisory Board shall also be responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with the law;
- e. For recommendations related to the company's financial situation and operations, the Board of Supervisors must send relevant documents and materials at least 15 (fifteen) working days before the expected date of receiving feedback;

f. Other contents requiring the Board of Directors' opinion must be submitted at least 07 (seven) working days in advance and the Board of Directors will respond within 07 (seven) working days.

**Article 37: Relationship and coordination between the Board of Directors and the General Director**

1. For the organization of the annual General Meeting of Shareholders, the Board of Directors must notify the Director of the coordination and use of resources within a reasonable time limit as prescribed in the Company Charter;

2. If necessary, the Board of Directors has the right to request the Director and other executives in the Company to provide information about the Company's operations. The Board of Directors is not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions;

3. Issues within the authority of the Board of Directors to approve according to the provisions of law and the Company's Charter that are proposed by the Director must receive a response from the Board of Directors within the time limit prescribed in the Company's Charter.

4. The Board of Directors decides to reward or discipline the Director for completing or not completing the resolution and other matters authorized by the Board of Directors.

**Article 38: Coordination of activities between the Board of Supervisors and the Director**

1. In meetings of the Supervisory Board, the Supervisory Board has the right to request the Director (and at the same time request members of the Board of Directors) to attend and answer issues of concern to the Supervisory Board;

2. The periodic and unscheduled inspections of the Board of Supervisors must have a written conclusion within 15 (fifteen) days from the date of completion and send it to the Director to have more basis to assist the Director in the management of the Company. Depending on the level and results of the inspection, the Board of Supervisors must discuss and reach an agreement with the Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions can be reserved, recorded in the minutes and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

3. In case the Supervisory Board discovers any violations of the law or violations or violations of the company charter by the Director, the Supervisory Board shall notify the Director in writing within 48 (forty-eight) hours, requesting the violator to stop the violation and take measures to remedy the consequences; the Supervisory Board shall also be responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with the law;

4. Members of the Supervisory Board have the right to request the Director to facilitate access to records and documents related to the Company's business activities at the Head Office or storage location;

5. For information and documents on management, business operations and business situation reports, financial reports, the written request of the Supervisory Board must be sent to the Company at least 48 (forty-eight) hours in advance. The Supervisory Board is not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

6. Other contents requiring the Director's opinion must be sent at least 07 (seven) working days before the expected date of receiving feedback and the Director will respond within 07 (seven) working days.

**Article 39: Access to information**

1. When accessing the Company's information and documents, the Supervisory Board is obliged to state the reason in the written request and to keep absolutely confidential the information collected during the process of monitoring the Company's activities. The disclosure of this information is only allowed when requested by a competent authority but must notify the Board of Directors before providing or in other cases as prescribed by law.

2. This information and documents include:

- a. Meeting invitation with related documents, ballot for Board of Directors members;
- b. Minutes and Resolutions of the Board of Directors;
- c. Director's Report;
- d. Information, documents on management, financial reports;
- e. Report on the Board of Directors' management performance evaluation;
- f. Other relevant documents.

**Article 40: Coordination of activities between the Director and the Board of Directors, Board of Supervisors**

1. The Director is the person who represents and manages the Company's operations, ensuring the Company operates continuously and effectively;

2. The Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of duties and powers and must report to these agencies when requested;

3. When there are proposals for measures to improve the Company's operations and management, the Director shall send them to the Board of Directors as soon as possible but not less than 07 (seven) days before the date on which the content needs to be decided;

4. Other contents requiring the Board of Directors' opinion will be responded to by the Board of Directors within 07 (seven) working days.

**CHAPTER VIII: PERSON IN CHARGE OF COMPANY ADMINISTRATION**

**Article 41: Standards of the Person in charge of Corporate Governance**

The person in charge of corporate governance must meet the following criteria:

1. Have knowledge of the law;
2. Not to concurrently work for an independent auditing company that is auditing the Company's financial statements;
3. Other standards as prescribed by law, this Charter and the Board of Directors.

**Article 42: Rights and obligations of the person in charge of corporate governance**

1. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;

2. Prepare meetings of the Board of Directors; Supervisory Board and Shareholders' Meeting as requested by the Board of Directors or Supervisory Board;

3. Advice on meeting procedures
4. Attend meetings;



5. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
6. Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors and Supervisory Board members;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
8. Act as a point of contact with stakeholders;
9. Keep information confidential according to the provisions of law and the Company's Charter;
10. Other rights and obligations as prescribed by law and the Company Charter.

**Article 43: Appointment and dismissal of the person in charge of corporate governance**

1. The Board of Directors shall appoint at least one person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently serve as the Company Secretary. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of three (03) years.

2. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in violation of current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

3. Notice of appointment and dismissal of the person in charge of corporate governance in accordance with the provisions of the Company Charter and securities laws.

**CHAPTER IX: IMPLEMENTATION AND EFFECT**

**Article 44: Amendments to the Regulations**

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

2. In case there are provisions of the Law and the Charter related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of the Law that are different from the provisions in this Charter, the provisions of that Law and the Charter shall naturally be applied and regulate the Company's operations.

**Article 45: Validity**

This Charter consists of 9 chapters and 45 articles, approved by the General Meeting of Shareholders of Central Container Joint Stock Company (VSM) on March 28, 2025.

This regulation takes effect from the date of signing.

**ON BEHALF OF GMS  
CHAIRMAN  
CHAIRMAN OF THE BOD**

**MR. LE THE TRUNG**

Draft



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Da Nang, March 01, 2025

# REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS, BUSINESS PERFORMANCE IN 2024, AND BUSINESS PLAN FOR 2025

## PART A

### REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

#### 1. Human Resources of the Board of Directors

The Board of Directors of Central Container Joint Stock Company currently includes 5 (five) members:

- Mr. Le The Trung - Chairman of the Board of Directors
- Mr. Nguyen Viet Trung - Member
- Ms. Dang Tran Gia Thoai - Member
- Mr. Ngo Quoc Vu - Member
- Ms. Tran Thi Phuong Anh - Member

#### 2. Activities of the Board of Directors in 2024

In 2024, the Board of Directors organize many regular meetings in person or by email to make important decisions to improve business efficiency and ensure compliance with the direction of the Company's General Meeting of Shareholders Resolution.

In 2024, the Board of Directors had important meetings with details as follows:

No	Resolution/ Decision No./Report	Date	Content
1	01/2024/NQ- HĐQT	20/02/2024	1/ Agreed to approve the organization of the 2024 Annual General Meeting of Shareholders of Central Container Joint Stock Company as follows: <ul style="list-style-type: none"><li>- Last registration date to conduct the right to attend the meeting: March 12, 2024.</li><li>- Expected time to hold the meeting: will be announced later (expected April 2024)</li><li>- Venue: in Da Nang (specific location will be announced later)</li><li>- Agenda:<ul style="list-style-type: none"><li>+ Report on activities of the Board of Directors.</li></ul></li></ul>



			<p>+ Report on production and business activities in 2023 and production and business plan in 2024.</p> <p>+ Report on the activities of Board of Supervisors.</p> <p>+ Vote members of the Board of Directors and members of the Board of Supervisors for the term 2024 - 2027.</p> <p>+ Other contents fall under the authority of the meeting.</p>
2	02/2024/NQ-HĐQT	13/03/2024	<p>1/ Agreed to approve the organization of the 2024 Annual General Meeting of Shareholders of Central Container Joint Stock Company as follows:</p> <ul style="list-style-type: none"> <li>- Time to hold the meeting: April 6, 2024</li> <li>- Venue: Song Han Hotel, No. 14, Ly Tu Trong Street, Hai Chau District, Da Nang City</li> </ul>
3	03/2024/BB-HĐQT	05/04/2024	<p>1/ Through borrowing capital, guaranteeing, opening L/C of Central Container Joint Stock Company at Joint Stock Commercial Bank for Investment and Development of Vietnam - Song Han Branch to serve production and business activities in the form of limits credit. Specifically as follows:</p> <ul style="list-style-type: none"> <li>+ Maximum credit limit (including loan, guarantee, L/C opening): <b>7.000.000.000 dong</b> (In words: Seven billion dong).</li> <li>+ Purpose: Borrowing working capital, issuing guarantees, opening L/C to serve the production and business needs of Central Container Joint Stock Company.</li> </ul> <p>+ Loan interest rates and loan conditions: According to BIDV regulations from time to time.</p> <p>2/ Through pledging and mortgaging assets belonging to the Company's use and ownership and/or other assets of third parties (if any) to ensure the performance of payment obligations to the Bank for loan/guarantee/L/C opening mentioned above. Specifically, the assets include:</p> <p>Mortgage of land use rights and assets attached to land according to the Certificate of land use rights, ownership of houses and other assets attached to land No. <b>BE 693139</b> issued by the People's Committee of Binh Dinh province on <b>August 23, 2011</b>. Number in the certificate issuance book: <b>CT00565</b>. Owner: Branch of Central Container Joint Stock Company in Qui Nhon.</p>

			<p>The Company's Board of Directors agreed to assign the Central Container Joint Stock Company Branch in Qui Nhon to be the mortgage asset management unit.</p> <p>3/ Appoint <b>Ms. Dang Tran Gia Thoai</b>, currently holding the position of Director and legal representative of the Company to represent the Company: Negotiate, approve, sign and implement contracts and documents related to borrowing capital, mortgaging, pledging assets at the Bank including but not limited to: Loan application form; Application for issuance of guarantee, opening L/C; Credit limit contract; Guarantee contract; Capital withdrawal statement/Specific credit contract; Disbursement request form; Disbursement plan distribution table; Application for registration of secured transactions; Minutes of delivery and receipt of documents related to each disbursement; Minutes of asset valuation and other related documents and materials ...</p> <p><b>Ms. Dang Tran Gia Thoai</b> has the right to authorize another person to represent the Company to perform the above tasks. This authorization is made in a separate document.</p> <p>4/ The Board of Directors of the Company, Ms. Dang Tran Gia Thoai and the person authorized by Ms. Dang Tran Gia Thoai are responsible for the documents and contracts issued by Ms. Dang Tran Gia Thoai and the person authorized by Ms. Dang Tran Gia Thoai within the scope of violating the provisions of law.</p>
4	04/2024/BB-HĐQT	06/04/2024	<p>The Board of Directors of the Company elected Mr. Le The Trung to hold the position of Chairman of the Board of Directors of Central Container Joint Stock Company for the term 2024-2027.</p>
5	03/2024/NQ-HĐQT	06/04/2024	<p>1/ Approved the reappointment and appointment of positions in the executive and management board of Central Container Joint Stock Company as follows:</p> <ul style="list-style-type: none"> <li>- Reappointment of <b>Ms. Dang Tran Gia Thoai</b> (born 1974); Professional qualifications: Bachelor of foreign trade economics, bachelor of English; holding the position of Director of Central Container Joint Stock Company.</li> <li>- Reappointment of <b>Mr. Ngo Quoc Vu</b> (born in 1979); Professional qualifications: Bachelor of English; Holding the position of Deputy Director of Central Container Joint Stock Company and Branch Director of Central Container Joint Stock Company in Qui Nhon</li> </ul>

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			<ul style="list-style-type: none"> <li>- Reappointment of <b>Ms. Tran Thi Phuoc</b> (born 1987); Professional qualifications: Bachelor of economics - accounting; Holding the position of Chief Accountant of Central Container Joint Stock Company.</li> <li>- Reappointment of <b>Ms. Tran Thi Phuoc</b> (born 1987); Professional qualifications: Bachelor of economics - accounting; Holding the position of Company Secretary and person in charge of Corporate governance of Central Container Joint Stock Company.</li> <li>- Appointed <b>Mr. Ho Kha Quoc</b> (born in 1977); Professional qualifications: Dynamic mechanical engineer; holding the position of Deputy Director of Central Container Joint Stock Company.</li> <li>- The appointment period for the above positions is 03 years, from April 6, 2024, (according to the 2024-2027 term of the Board of Directors).</li> <li>- The above appointed men and women have rights and obligations according to the provisions of law, the Company's Charter and regulations.</li> </ul> <p>2/ Approving the dismissal of the position of Deputy Director of Central Container Joint Stock Company for Mr. Nguyen Van Thuong (born in 1964) from April 6, 2024.</p>
6	04/2024/NQ-HDQT	06/04/2024	<p>1/ Approving the company's policy of signing and implementing contracts and transactions with related parties in 2024.</p> <p>Subjects signing and implementing the contract: Companies in the Viconship group and other related parties of the Company as regulated in the Company Charter, Enterprise Law, Securities Law according to the list of Related People of the Company from time to time.</p> <p>2/ Contracts and transactions with a value of less than 35% of total assets recorded in the company's most recent financial statements depend on each specific case at the time of signing that contract or transaction. The total value of transactions arising with one of the above entities within 12 months from the date of the first transaction is less than 35% of the total assets recorded in the company's most recent financial report.</p> <p>3/ Authorize the Company Director to deploy, negotiate, sign, and implement contracts and transactions with related parties in accordance with the provisions of the Company's charter and legal regulations.</p>

7	05/2024/NQ-HĐQT	16/04/2024	<p>Agree to pay 2023 dividends in cash to shareholders, specifically as follows:</p> <ul style="list-style-type: none"> <li>- Implementation rate: 12% of stock par value (1 share receives 1,200 VND)</li> <li>- Last registration date: May 8, 2024</li> <li>- Payment date: May 31, 2024</li> </ul> <p>Assign the Company Director to direct the completion of necessary procedures and pay dividends in accordance with current regulations.</p>
8	06/2024/NQ-HĐQT	04/06/2024	<p>Agree to select the contractor as Kim Hoang Hao Company to provide Faw tractor truck and Tan Thanh Mechanical Company to provide 40' trailers to invest in vehicles and equipment according to the resolution of the 2024 Annual General Meeting of Shareholders approved.</p> <ul style="list-style-type: none"> <li>- Assign the Company Director to sign documents and contracts with selected contractors to promptly deploy investment in vehicles to serve production and business activities on the basis of ensuring compliance with the Company's regulations and the law.</li> </ul>
9	07/2024/NQ-HĐQT	20/06/2024	<p>Through the selection of AAC Auditing and Accounting Company Limited as the service provider to review semi-annual financial statements and audit 2024 financial statements for Central Container Joint Stock Company.</p> <p>Assign the Company Director to negotiate and sign the audit contract in accordance with current regulations.</p>
10	08/2024/NQ-HĐQT	24/09/2024	<p>1/ Approving the issuance of information disclosure regulations of Central Container Joint Stock Company.</p> <p>2/ Establishment of the Internal Audit Committee under the Board of Directors of the company from September 24, 2024 with a number of personnel of 03 (three) people, including the following members:</p> <ol style="list-style-type: none"> <li>1. Ms. Le Thi Nga - Head of Audit Committee.</li> <li>2. Ms. Nguyen Trinh Thuc - Member.</li> <li>3. Ms. Le Thi Le Huyen - Member.</li> </ol> <p>3/ Through the promulgation of "Internal Audit Regulations". The functions, tasks, powers and coordination relationships between the Internal Audit Committee and departments within</p>

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			the company are specified in the Internal Audit Regulations approved by the Board of Directors.
11	09/2024/NQ-HDQT	28/12/2024	<p>1/ Approving the company's policy of signing and implementing contracts and transactions with related parties in 2025.</p> <p>Subjects signing and implementing the contract: Companies in the Viconship group and other related parties of the Company as prescribed in the Company Charter, Enterprise Law, Securities Law according to the list of Related Persons of the Company from time to time.</p> <p>2/ Contracts and transactions with a value of less than 35% of total assets recorded in the company's most recent financial statements depend on each specific case at the time of signing that contract or transaction. The total value of transactions arising with one of the above entities within 12 months from the date of the first transaction is less than 35% of the total assets recorded in the company's most recent financial report.</p> <p>3/ Authorize the Company Director to deploy, negotiate, sign, and implement contracts and transactions with related parties according to the provisions of the Company's charter and legal regulations.</p>

### 3. Results of implementing the Resolution of the General Meeting of Shareholders:

No.	Content	Result
1	Pay dividends in 2023: - In cash 12% of capital	- Paid cash dividends in May 2024
2	Business plan for 2024	Completed (Report in part B)
3	Select an auditing unit to audit the Company's financial statements in 2024	Receiving authorization from the General Meeting of Shareholders, the Company's Board of Directors has selected AAC Auditing and Accounting Company Limited to audit the Company's financial statements in 2024.

### 4. Supervisory activities of the Board of Directors over the Director and managers

The Board of Directors supervises the activities of the Board of Directors and management levels, ensuring the Company's production and business activities are safe, effective, and in compliance with legal regulations and resolutions approved by the General Meeting of Shareholders.

In 2024, the Board of Directors always stands side by side with the Board of Management in all activities, providing timely instructions and directions. The Board of Directors and all employees have tried their best to complete the profit plan assigned by the General Meeting of Shareholders: revenue reached 111.9%, profit before tax reached 107.6% of the plan.

#### **5. Salaries, bonuses, remunerations of the Board of Directors, Supervisory Board and Board of Management paid in 2024**

- In 2024, members of the Board of Directors and Supervisory Board of the Company didn't receive remuneration.

- The bonus for the Board of Directors and Supervisory Board approved by the 2024 Annual General Meeting of Shareholders and paid in 2024 is 584.000.000 VND.

- Salaries and bonuses of the Company's Board of Directors paid in 2024 are: 3.260.028.802 VND.

## **PART B**

### **BUSINESS ACTIVITIES REPORT**

#### **I - 2024 BUSINESS RESULTS REPORT**

##### **1. Results of production and business activities:**

Production and business activities in 2024 of Central Container Joint Stock Company (VSM) have achieved the following specific results:

##### **1.1. Output Target**

- Car transport: 48.761 Teus, reduced by 1% compared to the plan assigned by the General Meeting of Shareholders and reached the level of 2023.

- Depot mining: 60.260 Teus, increased by 31% compared to the plan assigned by the General Meeting of Shareholders and increased by 37% compared to 2023.

- Container agent: 12.468 Teus, increase of 7% compared to the plan assigned by the General Meeting of Shareholders and an increase of 107% compared to 2023.

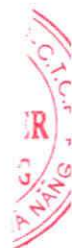
- Logs: 982 Teus, down 44% compared to the plan assigned by the General Meeting of Shareholders and down 11% compared to 2023.

- FWD: 3.266 Teus, increased by 64% compared to the plan assigned by the General Meeting of Shareholders and decreased by 16% compared to 2023.

##### **1.2. Financial target**

- Revenue in 2024 reach 294,4 billion VND, an increase of 11.9% compared to the plan assigned by the General Meeting of Shareholders and an increase of 11.5% compared to 2023.

- Pre-tax profit in 2024 reach 16.1 billion VND, an increase of 7.6% compared to the plan assigned by the General Meeting of Shareholders and an increase of 7.6% compared to 2023.





## **2. Organization, management and other tasks**

### **2.1. Organization and management work**

- Complete the organizational model as well as personnel of the Company's departments to maximize the abilities of managers and workers. Supplement and transfer labor between departments in accordance with the Company's production and business conditions.

- Management is strict, scientific, effective, close to production and business realities, flexible and sensitive to the market.

- Management processes and production processes are regularly reviewed, revised and refreshed quarterly in accordance with the work, operation and application of E-truck and E-depot software.

- Manage business operations and financial activities in accordance with current laws and the Company's governance regulations.

- Improve employees' sense of responsibility and professionalism to increase labor productivity. Encourage employees and managers to promote technical innovation initiatives applied daily in production to improve productivity and save costs..

- Participate in the skilled worker contest organized by VSC Group to encourage workers to directly and indirectly improve their professional skills, promote creativity, improve techniques, and apply it in practice to increase labor productivity.

### **2.2. Human resource work, training and human resource development**

Carry out human resource work and labor recruitment well. Build a long-term human resource training and development plan that meets the Company's development. Recruit labor according to actual production and business requirements.

In 2024, the Company implemented:

- Periodic training on labor safety, traffic safety, and fire prevention knowledge training.  
- Professional training on road transport operations for 02 dispatchers.  
- Customs agent training, shipping agent certificate for ship agent staff and customs agent staff.

- Regular training on professional expertise for sales, marketing and accounting staff.  
- Vocational training 2 for container drivers and forklift drivers.  
- Develop internal human resources through cooperation with universities and vocational colleges in the region.

### **2.3. Implement policies for employees**

- Implementing the Group's culture of "people are the source of strength", the Company always focuses on policies to ensure the rights and interests of employees..

- Labor norms and salary unit prices are reviewed and adjusted to suit production and business realities.

- Salary and bonus payment regulations are transparent, payments are made on time.

- Employees are guaranteed a stable job and income.

### 3. Investment and liquidation of equipment and facilities

- **Invest in equipment**

- Completed and put into operation 6 tractors & 6 40' semi-trailers. Total investment value: 6.7 billion VND.

- Completed renovation of meeting rooms and offices on the 1st floor - 75 Quang Trung with a total cost of 250 million VND.

- Completed the renovation of the warehouse roof, compensated for the depot floor to meet the requirements of shipping lines, and renovated the wastewater treatment system at ICD Hoa Cam according to the requirements of law. The total value of warehouse and yard repairs is 550 million VND.

**Total investment value in 2024: 7.5 billion VND (in words: seven billion five hundred million VND).**

## II - BUSINESS PLAN FOR 2025

### 1. Plan targets for 2025

#### 1.1. Output targets

- Car transport: 50.740 Teus
- Depot mining: 64.721 Teus
- Container agent: 11.961 Teus
- Logs: 817 Teus
- FWD: 2.219 Teus

#### 1.2. Financial targets

- Revenue : 322 billion dongs.
- Profit before tax : 16 billion dongs.

**1.3 Dividends:** not less than 10% of charter capital

### 2. Invest

- Investment in 10 tractors & 10 40' semi-trailers: total expected investment value of 10.7 billion VND.
- Invest in 02 specialized trailers to handle project goods, expected investment value of 2 billion VND.
- Renovating and upgrading GHIL depot yard: estimated value of 1.5 billion VND.
- Find and buy land around Lien Chieu Port area of 2-3 hectares to build warehouses.

**Total expected investment value: 14.2 billion VND (in words: fourteen billion two hundred million VND).**

### 3. Training and human resources

- Periodic training on labor safety, traffic safety, and fire prevention knowledge training. Improve the ability to use foreign languages and apply information technology for all workers. Main indicators :

- Chinese language communication training for business staff.
- Continue training in customs agent skills, shipping agent certificates for ship agent staff and customs agent staff and regular professional training for sales, marketing and accounting staff.
- Vocational training 2 for container drivers and forklift drivers.
- Develop internal human resources in combination with universities and vocational colleges in the region.

Above is a summary report of 2024 business results and 2025 plan. The Board of Management and all employees of the Company will unite and strive to maintain stability and develop the Company, achieving the highest results of the targets assigned by the General Meeting of Shareholders.

On behalf of the Board of Directors and the Board of Management, we would like to thank the shareholders, the Board of Directors and the Board of General Directors of Vietnam Container Joint Stock Company for always supporting, trusting and agreeing in the Company's activities

Thank you very much!

**On behalf of the Board of Directors  
Chairman**

**MR. LE THE TRUNG**



## REPORT OF THE SUPERVISORY BOARD AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Dear: Shareholders of Central Company Joint Stock Company**

- Pursuant to the functions and tasks of the Board of Supervisors as prescribed in the Law on Enterprises;
- Pursuant to the Charter of Central Container Joint Stock Company;
- Based on audited financial statements for 2024.

The Board of Supervisors would like to report to the General Meeting of Shareholders the following contents:

### **I, Activities of the Board of Supervisors:**

- The Supervisory Board has supervised the activities of the Board of Directors and the Board of Management in accordance with the provisions of law and the Company's Charter in the management and administration of the Company.
- Inspect and supervise the implementation of the Company's business plan according to the resolution of the General Meeting of Shareholders.
- The Supervisory Board attends meetings of the Board of Directors to grasp the Company's business performance.
- Check and supervise the issuance of resolutions and decisions of the Board of Directors and the Board of Management.
- Control the Company's compliance with legal regulations on information disclosure.
- Review audited financial statements, accounting books and other documents of the company.
- The Supervisory Board performs other rights and duties according to regulations

### **II, Results of inspection and monitoring:**

1, Audit of financial statements for 2024:



- The Supervisory Board agreed with the contents of the 2024 consolidated financial statements of Central Container Joint Stock Company audited by AAC Auditing and Accounting Company Limited, which honestly and reasonably reflected in material aspects the consolidated financial situation of the Company as of December 31, 2024 as well as the consolidated business results and consolidated cash flow situation for the fiscal year ending on that date. December 31, 2024, in accordance with Vietnamese accounting standards, Vietnamese corporate accounting regime and legal regulations related to the preparation and presentation of consolidated financial statements.
- Company's business results in 2024:

No.	Target	Single position	Plan 2024	Perform 2024	Perform 2023	Ratio (%)	Ratio (%)
(1)	(2)	(3)	(4)	(5)	(6)	(5/4)	(5/6)
1	Sales revenue and provide services	Billion dongs	263	294,48	263,99	111,97	111,55
2	Total planned profit pretax	Billion dongs	15	16,15	15,01	107,67	107,63

Logistics industry operations in 2024 will face many difficulties due to escalating tensions in the Red Sea, natural disasters occurring more frequently... seriously affecting the global supply chain. Purchasing power continues to decline because major economies in the world still face many uncertainties and challenges.

Particularly in the Central region, localities focusing resources on developing transport infrastructure, reforming administrative procedures and attracting FDI investment have created a driving force to promote the transport and logistics service market in the region. However, the competition between business units in the same industry is increasingly fierce, the fee for procedures for goods passing through Laos border gate has increased... causing many difficulties for transport businesses.

In the spirit of promoting advantages and overcoming difficulties of the Board of Management and all employees, Central Container Joint Stock Company has completed the business plan approved by the 2024 Annual General Meeting of Shareholders.

Consolidated revenue in 2024 will reach 294.48 billion, an increase of 11.97% compared to plan and an increase of 11.55% compared to the previous year. Consolidated pre-tax profit reached 16.15 billion, up 7.67% compared to plan and up 7.63% compared to 2023.

Basic earnings per share reached 3,651 VND/share, an increase of 5.4% compared to 2023.

The Company's financial management is carried out in accordance with current policies. Output norms and salary unit prices are reviewed and adjusted to suit actual business operations.

The company focuses on human resource work, training and periodic training on labor safety, traffic safety and fire prevention. Encourage employees to promote initiatives and technical improvements to contribute to improving labor productivity and reducing production and business costs.

The company promotes marketing activities, maintains large customers and strives to attract new customers to use the business's services.

In 2024, the Company continues to invest in 06 more container tractors and 06 semi-trailers with a total amount of nearly 6.7 billion VND.

The company pay 2023 cash dividends to shareholders at a rate of 12%, the last registration date is May 8, 2024 and the payment date is May 31, 2024.

## 2, Results of monitoring the activities of the Board of Directors and the Board of Management:

- The activities of the Board of Directors and Executive Board in 2024 are in accordance with the direction of the resolution of the General Meeting of Shareholders and in accordance with the provisions of law, the Enterprise Law and the Company's Charter.
- The Board of Directors has directed and supervised the Board of Management in implementing the resolutions of the 2024 Annual General Meeting of Shareholders, resolutions and decisions of the Board of Directors to ensure the Company's business operations are safe and effective.
- The Board of Management has implemented many solutions to complete the business plan assigned by the 2024 Annual General Meeting of Shareholders.

### **III, Evaluation of coordination between the Board of Supervisors and the Board of Directors, Management Board, and shareholders:**

- The Supervisory Board has closely coordinated with the Board of Directors, Board of Management and other management staff of the Company in the process of carrying out its tasks.
- The Supervisory Board is provided with full information and documents related to the management and operation of business activities of the Board of Directors and Board of Management.
- Between the two Annual General Meetings of Shareholders in 2024-2025, the Supervisory Board did not receive any requests or complaints from any shareholder or group of shareholders.

### **IV, Comments and recommendations:**

Through the control activities in 2024, it shows that the Company's production and business activities ensure safety, comply with legal regulations, and follow the direction of the resolution of the General Meeting of Shareholders.

The Board of Supervisors recommends to the General Meeting of Shareholders to authorize the Board of Directors of the Company to select a qualified independent auditing unit according to the regulations of the State Securities Commission to audit the 2025 financial statements for Central Container Joint Stock Company.

The Board of Supervisors recommends to the Board of Management to promote restructuring and digital transformation to improve the Company's operational efficiency and competitiveness.

Respectfully submit.

*Da Nang, March 01, 2025*

**ON BEHALF OF THE  
SUPERVISORY BOARD**

Recipient:

- *General Meeting of Shareholders*
- *Board of Directors*
- *Save: Board of Supervisors*

**Mr. Truong Ly The Anh**



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No. 01/2025/VSM/TT-HĐQT

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Da Nang, March 01, 2025

**PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (1)**  
**(Re: approval on audited Financial statement 2024)**

**To: The Annual General Meeting of Shareholders 2025**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of VSM;
- Pursuant to audited financial report 2024 of the Company.

The Board of Directors of VSM would like to report and submit to the General Meeting of Shareholders for approval the financial report for the year 2024 of VSM is audited by AAC Auditing and Accounting Company Limited.

“In terms of material aspects, the consolidated financial statements honestly and fairly reflect the Company's consolidated financial situation as of December 31, 2024 as well as the consolidated business results and consolidated cash flow situation for the fiscal year ended on the same date, in accordance with Vietnamese accounting standards, the Vietnamese corporate accounting regime and legal regulations related to the preparation and presentation of consolidated financial statements.” *(Quoted from audit report conclusion).*

The financial statement 2024 had been disclosure in accordance to legal regulations, in the same time posted on website of the Company ([www.viconshipdanang.com](http://www.viconshipdanang.com)).

Some basic indicators in financial statement 2024 are as follows:

No.	Index	Number (VND)
1	Total Assets	124.387.558.102
2	Equity	87.930.388.577
	<i>Including: Charter Capital</i>	<i>33.549.960.000</i>
3	Revenue from providing service	294.480.746.178
4	Profit before enterprise income tax	16.150.566.951
5	Profit after enterprise income tax	12.332.712.544
6	<b>Profit after tax of parent company shareholders</b>	<b>12.249.874.740</b>
7	Earnings per share	3.651

The Board of Directors reports and submits to the Annual General Meeting of Shareholders for approval./.

**ON BEHALF OF BOD  
CHAIRMAN**

**MR. LE THE TRUNG**





**PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (2)**  
**(Re: Approving the profit distribution plan in 2024)**

**To: The Annual General Meeting of Shareholders 2025**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of VSM;
- Pursuant to Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 6, 2024 of the Annual General Meeting of Shareholders of VSM;
- Pursuant to the 2024 Audited Financial Statement of VSM;
- Pursuant to the actual business situation of VSM;

The Board of Directors submitted to the general meeting of shareholders to approve the profit distribution plan for 2024 as follows:

- Total profit after tax in 2024: 12.046.505.349 dong
- Total accumulated profit after tax until 2024: 18.453.127.059 dong
- Provision for bonus and welfare fund: 1.200.000.000 dong
- Bonus for the Board of Directors and Supervisory Board: 200.000.000 dong
- Bonus for the Company's Board of Directors: 278.000.000 dong
- Dividends in shares: 30% of charter capital (according to the plan to issue shares to pay dividends).

The Board of Directors reports and submits to the Annual General Meeting of Shareholders for approval./.

**ON BEHALF OF BOD  
CHAIRMAN**

**MR LE THE TRUNG**



CENTRAL CONTAINER JOINT  
STOCK COMPANY

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No: 03/2025/VSM/TT-HĐQT

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

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Da Nang, March 01, 2025

## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (3)

(Re: Business plan for 2025 and expected dividend rate in 2025)

### To: The Annual General Meeting of Shareholders 2025

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of VSM;
- Based on the 2025 business plan of VSM;

The Board of Directors submitted to the general meeting of shareholders to approve business plan for 2025 and expected dividend rate in 2025 as follows:

#### 1. Business plan for 2025:

- Revenue: 322 billion dongs.
- Profit (before tax): 16 billion dongs.

#### 2. Equipment investment plan for 2025:

- Investment in 10 tractors & 10 40' semi-trailers: expected investment value of 10.7 billion VND.
- Invest in 02 specialized trailers to handle project goods, expected investment value of 2 billion VND.
- Renovating and upgrading GHL depot yard: expected value of 1.5 billion VND.
- Find and buy land around Lien Chieu Port area of 2-3 hectares to build warehouses.

Total expected investment value: 14.2 billion VND (in words: fourteen billion two hundred million VND).

#### 3. Expected dividend rate in 2025:

- Dividend payment: not less than 10% of charter capital

The Board of Directors reports and submits to the Annual General Meeting of Shareholders for approval./.

ON BEHALF OF BOD  
CHAIRMAN

MR. LE THE TRUNG



Da Nang, March 01, 2025

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (4)

*(Re: Amendments and additions to the Internal Regulations on Corporate Governance)*

### To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities (“Decree 155/2020/ND-CP”);

The Board of Directors of **Central Container Joint Stock Company** hereby reports and submits to the General Meeting of Shareholders for approval the amendment and supplementation of the **Internal Regulations on Corporate Governance** to align with **Decree 155/2020/ND-CP**, specifically as follows:

Addition:

#### **“Article 14: Organizing the General Meeting of Shareholders via Online Meeting Format**

In cases where the Company adopts modern technology to organize the General Meeting of Shareholders in an online format, the Company is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 274 of Decree No. 155/2020/ND-CP.”

#### **“Article 15: Standards for Board of Directors members**

4. A member of the Board of Directors of a company cannot concurrently be a member of the Board of Directors of more than five (05) other companies.”

#### **“Article 33: Appointment/signing of labor contract with the Company's executive**

The Company has a Director, a number of Deputy Directors and a Chief Accountant appointed by the Board of Directors. The Director and Deputy Directors may concurrently be members of the Board of Directors, and are appointed or dismissed by the Board of Directors”

*(The draft Internal Regulations on Corporate Governance is attached.)*

We respectfully submit this to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF BOD  
CHAIRMAN

MR. LE THE TRUNG



**CENTRAL CONTAINER JOINT  
STOCK COMPANY**

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

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No. 05/2025 VSM/TT-HDQT

Da Nang, March 01, 2025

## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (5)**

*(Re: Selecting independent auditing company)*

### **To: The Annual General Meeting of Shareholders 2025**

- Pursuant to Law on Enterprise No.59/2020/QH14 dated 17/06/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the list of independent auditing companies approved by the Ministry of Finance and the State Securities Commission for auditing listed companies in 2025;

In order to proactively select an auditing company for Central Container Joint Stock Company, the Board of Supervisors would like to propose to the General Meeting of Shareholders to authorize the Board of Directors, based on the quality of services and audit fees, to select an independent auditing company (reputable and allowed to operate in Vietnam, approved by the State Securities Commission to perform audits for units of public interest in the securities sector in 2025) to carry out audit activities. Audit implementation time: From the date of the 2025 Annual General Meeting of Shareholders until the General Meeting of Shareholders decides otherwise.

Respectfully submit./.

**ON BEHALF OF THE  
SUPERVISORY BOARD  
HEAD OF COMMITTEE**

**MR. TRUONG LY THE ANH**



**CENTRAL CONTAINER JOINT  
STOCK COMPANY**

No: 06/2025/VSM/TT-HĐQT

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

Danang, March 01, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (6)**

*(Re: Approval of Amendment of the Charter of Central Container Joint Stock Company)*

**To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Charter of Central Container Joint Stock Company;

To ensure compliance with the Enterprise Law and facilitate the Board of Directors (BOD) in managing the Company, the BOD respectfully submits for approval by the General Meeting of Shareholders the following amendments to the Company's Charter:

**A. Amendment to Article 28.2.h of Company's Charter as follows:**

- Current provision

*"2. The Board of Directors shall have the following rights and obligations:*

*h) Approving purchase, sale, loan, lending contracts, and other contracts with a value equal to or less than 35% of the total assets recorded in the Company's latest financial statement."*

- Revised provision

*"2. The Board of Directors shall have the following rights and obligations:*

*...h) Approving purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law."*

**B. Other Adjustments**

*Other minor revisions concerning sentence structure, terminology, abbreviations, and cross-references within the Charter will be made to ensure consistency in form and content. These changes will not affect the substantive provisions of the Charter. The amended Charter draft is attached to this submission.*

We respectfully submit this for the General Meeting of Shareholders' consideration and approval.

Sincerely!

**ON BEHALF OF THE BOD**

**CHAIRMAN**

**Recipients:**

- General Meeting of Shareholders;
- Archive: Office, Supervisory Board, Board of Directors.

**MR. LE THE TRUNG**



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Danang, March 01, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (7)**

(Re: Approval of the Plan for Stock Issuance to Pay Dividends for 2024 and the Plan for Stock Issuance to Increase Charter Capital from Owner's Equity)

**To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Law No. 56/2024/QH15 dated November 29, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on several matters concerning securities offering, issuance, public tender offers, share buybacks, registration of public companies, and cancellation of public company status;
- Charter of Central Container Joint Stock Company;
- The actual capital needs of Central Container Joint Stock Company.

**To Shareholders!**

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the Plan for Stock Issuance to Pay Dividends for 2024 and the Plan for Stock Issuance to Increase Charter Capital from Owner's Equity, with the following key details:

- Name of shares: Shares of Central Container Joint Stock Company (Stock code: VSM)
- Charter capital before issuance: 33.549.960.000 VND
- Total number of shares before issuance: 3.354.996 shares
- Total number of additional shares to be issued: 1.677.497 shares
- Total par value of additional shares to be issued: 16.774.970.000 VND
- Issuance Method:
  - (1) **Issuance of Shares for Dividend Payment for 2024**
    - + Execution ratio 10:3 (equivalent to a 30% stock dividend)
    - + Number of shares to be issued: 1.006.498 shares
    - + Total par value of shares to be issued: 10.064.980.000 VND
  - (2) **Issuance of Shares to Increase Charter Capital from Owner's Equity**
    - + Execution ratio: 5:1 (equivalent to a 20% bonus share issuance)
    - + Number of shares to be issued: 670.999 shares
    - + Total par value of shares to be issued: 6.709.990.000 VND
- Implementation period: Expected from Q2 to Q4 of 2025

*(A detailed plan is attached to this Proposal.)*

We respectfully submit this for the General Meeting of Shareholders' consideration and approval!

**Recipients:**

- General Meeting of Shareholders;
- Archive: Office, Supervisory Board, Board of Directors.

**ON BEHALF OF THE BOD**

**CHAIRMAN**

**MR. LE THE TRUNG**



**PLAN FOR STOCK ISSUANCE TO PAY DIVIDENDS FOR 2024 AND STOCK  
ISSUANCE TO INCREASE CHARTER CAPITAL FROM OWNER'S EQUITY**

*(Attached to Proposal No. 07/2025/VSM/TT-HĐQT of the Board of Directors dated 01/03/2025)*

**I. Plan for Stock Issuance to Pay Dividends for 2024**

1.	Name of Share	Shares of Central Container Joint Stock Company
2.	Stock Code	VSM
3.	Type of Shares	Common Shares
4.	Par Value	10.000 VND per share
5.	Number of Shares to be Issued	1.006.498 shares
6.	Total Issuance Value at Par Value	10.064.980.000 VND
7.	Issuance Ratio (Number of newly issued shares/Total outstanding shares)	<b>30%</b>
8.	Execution Ratio	<b>10:3</b> (Shareholders holding 10 shares will receive 3 new shares)
9.	Eligible Shareholders	Existing shareholders whose names are recorded in the shareholder register on the record date determined by the Vietnam Securities Depository and Clearing Corporation (VSDC).
10.	Source of Issuance	Undistributed after-tax profit based on the audited standalone financial statements of Central Container Joint Stock Company for 2024.
11.	Fractional Share Handling Method	<p>Shares issued as stock dividends will be rounded down to the nearest whole number. Any fractional shares arising from the issuance will be canceled.</p> <p><i>Example:</i></p> <p><i>On the record date for dividend stock issuance, shareholder Nguyen Van A holds 588 shares. The number of additional shares he is entitled to receive is calculated as: <math>(588 \div 10) \times 3 = 176,4</math> shares. Rounded down, he will receive 176 shares, and the fractional 0,4 share will be canceled.</i></p>
12.	Transfer Restrictions	Shares issued as stock dividends for 2024 to existing shareholders will be freely transferable.

## II. Plan for Share Issuance to Increase Charter Capital from Owner's Equity

1.	Name of Share	Shares of Central Container Joint Stock Company
2.	Stock Code	VSM
3.	Type of Shares	Common Shares
4.	Par Value	10.000 VND per share
5.	Number of Shares to be Issued	670.999 shares
6.	Total Issuance Value at Par Value	6.709.990.000 VND
7.	Issuance ratio (Number of shares expected to be issued / Number of outstanding shares):	<b>20%</b>
8.	Execution Ratio	<b>5:1</b> (A shareholder owning 05 shares will receive 01 new shares.)
9.	Eligible Shareholders	Shareholders whose names appear in the final shareholder list on the record date to receive shares issued for increasing charter capital from owner's equity, as determined by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with regulations.
10.	Source of Issuance	Undistributed after-tax profits based on the audited separate financial statements of Central Container Joint Stock Company for the year 2024.
11.	Fractional Share Handling Method	<p><i>Shares issued to increase charter capital from owner's equity will be rounded down to the nearest whole number. Any fractional shares arising from the issuance will be canceled.</i></p> <p><i>Example:</i>  <i>On the record date for the issuance, shareholder Nguyen Van A holds 588 shares. The number of additional shares he is entitled to receive is calculated as: <math>(588 : 5) \times 1 = 117,6</math> shares. Rounded down, he will receive 117 shares, and the fractional 0,6 share will be canceled.</i></p>
12.	Transfer Restrictions	Shares issued to increase charter capital from owner's equity will not be subject to transfer restrictions.

## III. Amendment/Adjustment of Enterprise Registration Certificate and Company Charter

The General Meeting of Shareholders authorizes the Board of Directors to amend and



supplement the Company Charter and carry out procedures to amend/adjust the Enterprise Registration Certificate in accordance with the new charter capital after the issuance is completed.

#### **IV. Approval of Additional Securities Registration and Listing**

The General Meeting of Shareholders approves the adjustment of the registered securities quantity (additional registration) with the Vietnam Securities Depository and Clearing Corporation and the additional listing of all newly issued shares on the Stock Exchange where the Company's shares are listed after the issuance is completed. The Board of Directors is authorized to take the necessary actions to complete these procedures immediately after the issuance.

#### **V. Approval of Authorization from the General Meeting of Shareholders to the Board of Directors**

The General Meeting of Shareholders authorizes the Board of Directors to decide on the following matters related to the issuance:

1. Selection of issuance timing and preparation of the necessary issuance documents for both stock dividends and capital increase from owner's equity to be submitted to the State Securities Commission of Vietnam (SSC). If the SSC requires modifications or supplements, the Board of Directors is authorized to make such adjustments in accordance with the SSC's recommendations/requests.
2. Determination of record date and other relevant timelines for the issuance in compliance with regulations.
3. Amendment and supplementation of the Company Charter regarding charter capital and the number of shares after the issuance, along with related provisions based on actual issuance results.
4. Adjustment of the Enterprise Registration Certificate to reflect changes in charter capital according to actual issuance results.
5. Completion of necessary procedures to adjust the registered securities quantity with the Vietnam Securities Depository and Clearing Corporation and to list the newly issued shares on the Stock Exchange where the Company's shares are listed.
6. Authorization for the Board of Directors to decide on any other matters arising in the process of issuing shares for stock dividends and capital increase from owner's equity, in compliance with regulations.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**MR. LE THE TRUNG**



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Ng: 08/2025/VSM/TT-HĐQT

Da Nang, March 01, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (8)**

*(Re: Approval of the Plan for offering additional shares  
to existing Shareholders to increase Charter Capital)*

**To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Law No. 56/2024/QH15 dated November 29, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on several matters concerning securities offering, issuance, public tender offers, share buybacks, registration of public companies, and cancellation of public company status;
- Charter of Central Container Joint Stock Company;
- The actual capital needs of Central Container Joint Stock Company.

**To Shareholders!**

The Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the share issuance plan to increase charter capital with the following key details:

- Stock name: Shares of Central Container Joint Stock Company (Stock code: VSM)
- Type of shares: Common Shares
- Par Value per Share: 10,000 VND/share
- Number of Outstanding Shares as of 31/12/2024: 3.354.996 shares
- Expected Number of Outstanding Shares Before the Issuance: 5.032.493 shares (After the successful issuance of dividend shares for 2024 and shares for capital increase from owner's equity)
- Offering Ratio: 100% (corresponding to a rights execution ratio of 1:1)
- Expected Number of Additional Shares to be Offered: Up to 5.032.493 shares
- Expected Offering Value at Par Value: Up to 50.324.930.000 VND
- Offering Method: Offering to existing shareholders through the execution of purchase rights
- Offering Price: 10.000 VND (ten thousand) per share
- Purpose of Fund Utilization: To acquire a target company and become a major shareholder.
- Implementation Time: The Board of Directors is authorized to determine the timeline.

*(The detailed plan is attached to this proposal.)*

Respectfully submitted to the General Meeting of Shareholders for review and approval!

**Recipients:**

- General Meeting of Shareholders;
- Archive: Office, Supervisory Board,  
Board of Directors.

**ON BEHALF OF THE BOD**

**CHAIRMAN**

**MR. LE THE TRUNG**



**DETAILED PLAN FOR ADDITIONAL SHARE ISSUANCE TO EXISTING  
SHAREHOLDERS TO INCREASE CHARTER CAPITAL**

*(Attached to Proposal No.: 08/2025/VSM/TT-HĐQT of the Board of Directors dated 01/03/2025)*

**I. Necessity of Capital Mobilization**

With over 22 years of operation and development in providing comprehensive logistics solutions, including warehousing services, international freight forwarding, import-export cargo handling, and a nationwide transportation network, Central Container Joint Stock Company (VSM) has been actively expanding its service offerings, particularly in warehouse operation and transportation in the Central region, especially in Da Nang. To meet the demand for business expansion, particularly in warehouse operations and logistics services, VSM plans to engage in mergers and acquisitions (M&A) with several companies in the same industry. This strategy will help leverage the strengths of acquired entities while scaling up operations in the Central region. With the current charter capital of 33.5 billion VND, the company faces financial constraints in sustaining current business activities and executing its expansion strategy. Increasing charter capital is essential to enhance financial capacity, operational efficiency, and business expansion. Therefore, the Board of Directors respectfully submits this 2025 Share Issuance Plan for approval by the General Meeting of Shareholders, as detailed in Section II below.

**II. Plan For Additional Share Issuance To Existing Shareholders Through Rights Offering**

1.	Name of shares	Shares of Central Container Joint Stock Company (Stock code: VSM)
2.	Type of shares	Common shares
3.	Par Value	10.000 VND/share
4.	Total Outstanding Shares as of 31/12/2024	3.354.996 shares
5.	Expected Outstanding Shares Before Issuance	5.032.493 shares <i>(Following the successful completion of VSM's share issuance for the 2024 dividend payment and the capital increase from retained earnings, as per the issuance plan attached to the Board of Directors' Proposal No. 07/2025/VSM/TT-HĐQT dated 01/03/2025.)</i>
6.	Offering Ratio (Number of shares expected to be offered / Number of outstanding shares at the time of offering)	<b>100%</b>
7.	Ratio of Rights Offering	<b>1:1</b> (As of the record date, each shareholder holding 01 share will receive 01 purchase right; each purchase right entitles the holder to buy 01 new share.)

8.	Estimated Number of Shares to be Issued	Up to <b>5.032.493 shares</b> The General Meeting of Shareholders authorizes the Board of Directors to determine the specific number of shares to be offered at the time of implementation, based on the actual number of outstanding shares before the offering, ensuring the offering ratio of 1:1.
9.	Total Issuance Value at Par Value	Up to <b>50.324.930.000 VND</b>
10.	Type of Shares to be Issued	Common shares
11.	Offering Price	10.000 VND per share
12.	Basis for Price Determination	<p>+ The book value per share of VSM as of 31/12/2024 (according to the audited standalone financial statements for 2024) is 23.960 VND per share</p> <p>+ The market price of VSM shares as of 26/02/2025 (reference price on hsx.vn) is 21.000 VND per share.</p> <p>Thus, the offering price is determined to be lower than the book value of the Company according to the 2024 standalone financial statements and lower than the market value of VSM shares as of February 20, 2025. According to Article 126 of the Law on Enterprises, the Company is allowed to issue shares to existing shareholders at a price not higher than the market price at the time of offering or the most recent book value of the shares. Additionally, considering the impact of price adjustments on the ex-rights date, the Board of Directors submits to the General Meeting of Shareholders for approval the plan to issue shares to existing shareholders at a price of 10.000 VND per share to ensure shareholders' interests and the success of the public offering to existing shareholders.</p>
13.	Offering Method	Offering to existing shareholders through a rights issue.
14.	Eligible Participants	Existing shareholders listed in the shareholder registry maintained by the Vietnam Securities Depository and Clearing Corporation on the record date.
15.	Transfer of Purchase Rights	The purchase rights can be transferred once (the transferee is not allowed to further transfer the purchase rights to a third party). The transferor and transferee shall mutually agree on the transfer price, payment terms, and bear responsibility for fulfilling relevant obligations in accordance with regulations.



16.	Handling of Unsubscribed Shares	<ul style="list-style-type: none"> <li>- As the exercise ratio is 1:1, no fractional shares will arise.</li> <li>- The shares that remain unsubscribed due to existing shareholders not exercising their rights or not making payment will be offered by the Board of Directors to other investors (including existing shareholders who wish to increase their ownership) at a price not lower than the offering price for existing shareholders. The criteria and list of investors eligible to purchase these remaining shares shall be determined by the Board of Directors under authorization from the General Meeting of Shareholders.</li> <li>- If, by the end of the legally prescribed distribution period (including any extensions, if applicable), there are still unsold shares, these shares will be canceled, and the Board of Directors shall decide to conclude the offering. The Company shall increase its charter capital based on the actual capital contribution from shareholders and investors.</li> </ul>
17.	Foreign Ownership Compliance	The General Meeting of Shareholders authorizes the Board of Directors to approve a plan ensuring that the share offering complies with regulations on foreign ownership limits.
18.	Transfer Restrictions	<ul style="list-style-type: none"> <li>- Shares purchased by existing shareholders and transferees of purchase rights will not be subject to any transfer restrictions.</li> <li>- Remaining unsubscribed shares sold to other investors will be subject to a one-year transfer restriction from the end of the offering period, in compliance with legal regulations.</li> <li>- Shares acquired by underwriters (if any) under a firm commitment underwriting agreement will not be subject to any transfer restrictions.</li> </ul>
19.	Exemption from Public Tender Offer Requirements	Agree to allow shareholders/investors (selected by the Board of Directors) to purchase the unsubscribed shares without being required to conduct a public tender offer as stipulated in the Securities Law, provided that such purchase results in ownership reaching or exceeding the thresholds specified in Clause 1, Article 35 of the Law on Securities.
20.	Minimum Successful Subscription Rate	Not applicable.

### III. Assessment of Expected Share Dilution After the Offering

The market price of VSM shares will be technically adjusted on the ex-rights trading date for the additional share offering. The adjusted market price of VSM shares will be determined using

the following formula:

$$P_{pl} = \frac{P_t + (Pr_i \times I_i)}{1 + I_i}$$

Where:

- $P_{pl}$ : Diluted stock price on the ex-rights trading date
- $P_t$ : Market price of VSM shares on the trading day prior to the ex-rights date
- $Pr_i$ : Offering price of the newly issued shares
- $I_i$ : Issuance ratio

Assuming that the market price of VSM shares on the trading day before the ex-rights date is 25.000 VND per share, and shareholders are entitled to purchase additional shares at a 1:1 ratio (equivalent to 100%) with an offering price of 10.000 VND per share, the diluted stock price of VSM will be calculated as follows:

$$P_{pl} = \frac{21.000 + (10.000 \times 1)}{1 + 1} = 15.500 \text{ VND per share}$$

#### IV. Capital Utilization Plan

The proceeds from the public offering of additional shares to existing shareholders will be used to acquire a target company, thereby becoming a major shareholder of the target company, specifically as follows:

No.	Capital Utilization Plan	Amount
1	Purchase shares of Da Nang Port Logistics Joint Stock Company (DNL) to become a major shareholder of DNL	50.324.930.000 VND
	<b>Total</b>	<b>50.324.930.000 VND</b>

*The General Meeting of Shareholders authorizes the Board of Directors to formulate a detailed capital utilization plan (including but not limited to the number of shares, purchase ratio, transaction amount, and transaction timing), make specific decisions on the allocation and use of the proceeds from the share offering, and/or amend, supplement, or adjust the capital utilization plan in accordance with the company's business operations. The plan must ensure the company's overall development strategy, protect shareholders' interests, and comply with applicable laws.*

#### V. Amendment/Adjustment of the Enterprise Registration Certificate and the Company's Charter

The General Meeting of Shareholders authorizes the Board of Directors to amend and supplement the Company's Charter and carry out the necessary procedures to change/adjust the Enterprise Registration Certificate in accordance with the new charter capital after the completion of the share issuance.

#### VI. Approval of Additional Securities Depository Registration and Listing Registration

The General Meeting of Shareholders approves the adjustment of the registered securities quantity (additional registration) with the Vietnam Securities Depository and Clearing Corporation and the additional listing of all newly issued shares on the Stock Exchange where the Company's shares are currently listed after the completion of the offering. At the same time, the General

Meeting of Shareholders authorizes the Board of Directors to proactively implement and complete all relevant procedures immediately after the offering concludes.

## **VII. Approval of the Authorization of the Board of Directors by the General Meeting of Shareholders**

The General Meeting of Shareholders authorizes the Board of Directors to decide on the following matters related to the offering:

1. Determine the timing of the offering and the number of shares to be offered based on the approved offering ratio and the actual number of outstanding shares at the time of the offering. The Board of Directors is also authorized to prepare and complete the registration dossier for the offering to be submitted to the State Securities Commission of Vietnam (SSC). If the SSC requires amendments or supplements, the Board of Directors is authorized to implement the necessary modifications in accordance with the SSC's recommendations/requests.
2. Decide on the exact number of shares to be offered at the time of implementation, ensuring the offering ratio of 1:1 based on the actual outstanding shares before the offering.
3. Select an underwriter, negotiate, and execute underwriting agreements and complete the necessary procedures for underwriting (if applicable).
4. Determine the appropriate record date for shareholders' rights execution and other key dates related to the offering.
5. Handle unsold shares resulting from shareholders' refusal to exercise their purchase rights.
6. Decide on the specific utilization of the raised capital, including reallocating and adjusting the use of proceeds, disbursement timing, and capital deployment purposes in line with the Company's actual business conditions.
7. Ensure compliance with foreign ownership limits in the share offering.
8. Amend and supplement the Company's Charter to reflect changes in charter capital and total shares after the completion of the offering, as well as any other relevant provisions.
9. Complete the necessary procedures to update the Company's Enterprise Registration Certificate to reflect the new charter capital after the offering.
10. Register additional securities and listing by updating the number of registered securities with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registering additional listing of all newly issued shares on the Stock Exchange where the Company's shares are listed.
11. In addition to the above, the General Meeting of Shareholders authorizes the Board of Directors to decide on all other related matters arising during the implementation of the additional share offering to existing shareholders in accordance with applicable regulations.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**MR LE THE TRUNG**

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M.S.D.

## INTRODUCTION

Based on:

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and legal documents guiding its implementation;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 and legal documents guiding its implementation;
- Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of provisions on corporate governance applicable to public companies in Decree 155/2020/ND-CP;
- This Charter is approved by the General Meeting of Shareholders of Central Container Joint Stock Company (hereinafter referred to as "the Company"), a Joint Stock Company established and operating under Business Registration Certificate No. 0400424349 issued by the Department of Planning and Investment of Da Nang City for the first time on June 13, 2002.

## I. DEFINITIONS AND TERMS IN THE CHARTER

### Article 1. Definitions

1. Except where the terms or context of this Charter stipulate otherwise, the following terms are construed as follows:
  - a. "Company" means VSM Central Container Joint Stock Company.
  - b. "Charter Capital" is the total par value of shares sold or registered to be purchased by shareholders contributed by way of purchasing shares and specified in Article 6 of this Charter.
  - c. "Charter" means the Charter of VSM Central Container Joint Stock Company.
  - d. "Establishment Date" is the date the Company is first granted the Certificate of Business Registration.
  - e. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
  - f. "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019.
  - g. "Shareholder" means a natural or legal person whose name is recorded in the Company's Shareholders' Register owning at least one issued share of the Company.
  - h. "Founding shareholder" is a shareholder who owns at least one common share and signs on the list of founding shareholders of a joint stock company.
  - i. "Enterprise executive" means the Director, Deputy Directors, Chief Accountant and other executives according to the provisions of the Company's Charter.
  - j. "Related person" is an individual or organization specified in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
  - k. "Authorized representative" is an individual authorized in writing by the Company's shareholders to exercise his/her rights at the Company in accordance with the provisions of the Enterprise Law and this Charter.
  - l. "Vietnam" means the Socialist Republic of Vietnam.
  - m. "Share" means the Share Ownership Certificate of the Shareholder.
2. In this Charter, references to one or more other provisions or documents shall include their amendments or replacements.

3. The titles (chapters, articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

4. Words or terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices and term of operation of the Company**

1. Company name : CENTRAL CONTAINER JOINT STOCK COMPANY

Company name written in English : CENTRAL CONTAINER JOINT STOCK COMPANY

Abbreviated name : VICONSHIP ĐN

Transaction name : VICONSHIP DANANG

2. The Company is a Joint Stock Company with legal status in accordance with current laws of Vietnam.

3. Company Headquarters : 75 Quang Trung, Hai Chau Ward, Hai Chau District, Da Nang City, Vietnam

Telephone: 02363.834232 – 822922

Fax: 02363.826111

Email: [vicondng@dng.vnn.vn](mailto:vicondng@dng.vnn.vn)

Website : <http://viconshipdanang.com/>

4. During its operation, the Company may change its headquarters according to the decision of the General Meeting of Shareholders and register with the competent state agency.

5. The Company may establish branches and representative offices to implement the Company's business objectives according to the resolution of the Board of Directors and to the extent permitted by law.

6. Unless the Company terminates its operations ahead of time according to the provisions of this Charter, the Company's operating term is indefinite.

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

The Company has 01 (one) legal representative who is the Director of the Company

The powers and obligations of the legal representative are in accordance with the provisions of law and the Company's charter.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

### **Article 4. Company's operational objectives**

1. The Company's business lines are:

No.	Industry name	Industry code
1	Other support services related to transportation Detail: Container agency services, shipping agents, multimodal forwarding agents, union organizations transporting import-export goods	5229 (Main)

	and goods in transit. International multimodal transport. Airline ticket sales agency <i>(except for the following activities: Services of establishing, operating, maintaining, maintaining aids to navigation, water areas, water areas, public navigational channels and maritime routes; services of surveying water areas, water areas, public navigational channels and maritime routes to serve the publication of Notices to Mariners; Services of surveying, building and publishing nautical charts of water areas, seaports, maritime channels and maritime routes; developing and publishing maritime safety documents and publications; Security regulation services navigation in public waters, waters and navigational channels; maritime electronic information services).</i>	
2	Manufacture of barrels, tanks and metal containers Details: Repair and build new containers (not operating at headquarters).	2512
3	Real estate business, land use rights belonging to the owner, user or tenant Details: Office for rent.	6810
4	Maintenance and repair of cars and other motor vehicles Details: Car repair (not operating at headquarters).	4520
5	Motor vehicle rental	7710
6	Warehousing and storage of goods Details: Warehouse exploitation business.	5210
7	Travel agency Details: Trading in domestic and international travel services <i>(Except for service business taking tourists from Vietnam abroad)</i>	7911
8	Short-term accommodation service Details: Tourist accommodation business.	5510
9	Operate tours <i>(Except for service business taking tourists from Vietnam abroad)</i>	7912
10	Other road passenger transport Details: Passenger transportation business under contract. Business of transporting tourists by car	4932
11	Agents, brokers, auctions of goods Details: Maritime brokerage for domestic and foreign shipping companies.	4610
12	Industrial cleaning and specialized projects Details: Container cleaning.	8129
13	Reservation services and support services related to promotion and organization of tours <i>(Except for service business taking tourists from Vietnam abroad)</i>	7990

2. Company's operational objectives:

The Company's operating objectives are: to continuously develop business activities in the fields mentioned in Point 1 of this Article, and other fields in accordance with the Enterprise Law

to maximize possible profits for the Company, ensuring benefits for shareholders; improve working conditions, increase income for employees in the Company; Fulfill the obligation to pay the State budget.

**Article 5. Scope of business and activities**

1. The Company is allowed to plan and conduct all business activities in accordance with the provisions of the Business Registration Certificate and this Charter in accordance with the provisions of current law and take appropriate measures to achieve the Company's goals.

2. The company may conduct business activities in other fields that are not prohibited by law and approved by the General Meeting of Shareholders.

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

**Article 6. Charter capital, shares, founding shareholders**

1. The Company's charter capital is 33.549.960.000 VND (Thirty-three billion, five hundred forty million, nine hundred sixty thousand VND)

The Company's total charter capital is divided into **3.354.996** (Three million, three hundred fifty-four thousand, nine hundred ninety-six shares with a par value of 10,000 (ten thousand) VND/share.

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations attached to shares are specified in Articles 12 and 13 of this Charter.

4. The Company may issue different types of preference shares with the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The company must announce the offering of shares. The announcement must clearly state the number of shares being offered and the appropriate purchase registration period (at least 20 working days) so that shareholders can register to buy. The number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to subjects under the conditions and methods that the Board of Directors deems appropriate, but may not sell those shares under more favorable conditions than those offered to existing shareholders, except in cases where the shares are sold through the Stock Exchange by auction

6. The Company may repurchase shares issued by the Company itself (including redeemable preference shares in the ways specified in this Charter and current law. Common shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter and the Securities Law and related guiding documents).

7. The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the stock market.

8. The capital contribution ratio of foreign investors in charter capital is the highest level allowed by law according to the business lines the Company is operating in.

**Article 7. Share certificate**

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

2. Shares are certificates issued by a Joint Stock Company, book entries or electronic data confirming ownership of one or several shares of that Company. Shares must have the following main contents:

- a. Name, business code, and head office address of the Company;
- b. Number and date of issuance of the Business Registration Certificate;;
- c. Number of shares and type of shares;
- d. The par value of each share and the total par value of the shares recorded on the stock;
- e. Full name, contact address, nationality, legal document number of individual shareholders; name, business code or legal document number of the organization, head office address for shareholders who are organizations;
- f. Sample signature of the legal representative and the Company's seal;
- g. Registration number in the Company's shareholder register and share issuance date;
- h. Other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law for shares of preferred stock.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 60 days (or another period specified in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request the issuance of a new share certificate, provided that they present evidence of share ownership and pay all related costs to the Company.

5. In case a share certificate is lost, destroyed, or otherwise damaged, the shareholder shall be reissued a new certificate by the Company upon their request.

The shareholder's request must include the following details:

i. The share certificate has been lost, destroyed, or otherwise damaged; in the case of a lost certificate, the shareholder must additionally certify that they have made every effort to search for it and, if found, will return it to the Company for destruction.

ii. Take responsibility for any disputes arising from the reissuance of the new share certificate.

#### **Article 8. Share Recovery (in the case of business registration)**

1. In case a shareholder fails to fully and punctually pay the required amount for purchasing shares, the Board of Directors shall notify and have the right to request the shareholder to pay the remaining amount. The shareholder shall be held liable for the total par value of the subscribed shares concerning the Company's financial obligations arising from the incomplete payment.

2. The payment notice mentioned above must clearly specify the new payment deadline (at least [07 days] from the date of the notice), the payment location, and state that if the payment is not made as required, the unpaid shares will be recovered.

3. The Board of Directors has the right to recover shares that have not been fully and punctually paid for if the requirements stated in the notice are not fulfilled.

4. The recovered shares shall be considered as shares available for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution of these shares under conditions and methods it deems appropriate.

5. Shareholders holding recovered shares shall forfeit their shareholder status regarding those shares but shall remain liable for the total par value of the subscribed shares concerning the Company's financial obligations arising at the time of recovery, as determined by the Board of Directors. This liability remains in effect from the recovery date until full payment is made. The Board of Directors has full authority to enforce the payment of the total share value at the time of recovery.

6. A recovery notice shall be sent to the holder of the shares subject to recovery before the recovery date. The recovery shall remain valid even in the event of any errors or negligence in sending the notice.

**Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Listed shares on the Stock Exchange shall be transferred in accordance with securities and stock market regulations. If the Company's Charter imposes restrictions on share transfers, such restrictions shall only be effective if explicitly stated on the corresponding share certificates.

2. Shares that have not been fully paid for cannot be transferred and do not entitle the holder to related rights, such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, or the right to purchase newly offered shares.

**Article 10. Other Securities Certificates**

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the seal and the specimen signature of the Company's legal representative, unless otherwise stipulated by the terms and conditions of the issuance.

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

**Article 11. Organizational structure, governance, and control**

The company's organizational management, governance, and control structure includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Supervisory Board.
4. General Director.

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

**Article 12. Shareholders' Rights**

1. A shareholder is an individual or organization that owns at least one share of the Company and has corresponding rights and obligations based on the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations within the amount of capital they have contributed to the Company.

2. Holders of common shares have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or in other forms as prescribed by the Company's Charter and the law. Each common share carries one voting right;

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

c) Have preemptive rights to purchase newly issued shares in proportion to their ownership of common shares in the Company;

d) Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal provisions;

đ) Review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote, and request corrections to any inaccurate information;

e) Review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to their shareholding ratio;

h) Request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises.



i) Be treated equally. Each share of the same type grants its holder equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with these shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

l) Be protected in their legal rights and interests; request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors as prescribed by the Law on Enterprises;

m) Exercise other rights as stipulated by law and this Charter.

3. A shareholder or a group of shareholders holding more than 5% of the total common shares shall have the following rights:

a. Review, inspect, and extract the minutes and resolutions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to Board approval, and other documents, except those related to the Company's trade secrets and business secrets.

b. Request the convening of the General Meeting of Shareholders in cases specified in Clause 3, Article 115 of the Law on Enterprises.

c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the full name, contact address, nationality, and legal identification number for individual shareholders; or the name, enterprise code or legal identification number, and headquarters address for organizational shareholders. It must also specify the number of shares held, the time of share registration for each shareholder, the total number of shares held by the group, the percentage of ownership in the Company's total shares, the issues to be examined, and the purpose of the examination.

d. Other rights as stipulated in this Charter.

4. A shareholder or a group of shareholders holding at least 10% of the total common shares, or a lower percentage as stipulated in the Company's Charter, has the right to nominate candidates for the Board of Directors and the Supervisory Board. If the Company's Charter does not specify otherwise, the nomination process shall be as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders about their grouping before the meeting commences;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for election to the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or 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 candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Obligations of Shareholders**

Shareholders have the following obligations:

1. Fully and punctually pay for the shares they have committed to purchase.

2. Not withdraw contributed capital in the form of common shares from the Company in any manner, except in cases where the Company or another party repurchases the shares. If a shareholder unlawfully withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares and any resulting damages.

3. Comply with the Company's Charter and Internal Management Regulations.

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

5. Maintain the confidentiality of information provided by the Company as stipulated in the Company's Charter and applicable laws; use such information solely to exercise and protect their legal rights and interests; and strictly refrain from distributing, copying, or sharing the information with any other organizations or individuals.

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

a) Attend and vote directly at the meeting;

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

c) Attend and vote via online conference, electronic voting, or other electronic means;

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

đ) Submit voting ballots through other means as stipulated in the Company's Charter.

7. Be personally liable when acting on behalf of the Company in any form to engage in the following actions:

a) Violating the law;

b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;

c) Making payments for debts not yet due in anticipation of financial risks to the Company.

8. Fulfill other obligations as required by applicable laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest authority of the Company. It may be convened as an annual or extraordinary meeting.

2. The annual General Meeting of Shareholders is held once a year. The meeting must take place within the territory of Vietnam. It must be convened within four months from the end of the fiscal year. The Board of Directors may extend this period if necessary, but not beyond six months from the end of the fiscal year..

3. The Board of Directors is responsible for convening the annual General Meeting of Shareholders and selecting an appropriate venue. The annual General Meeting of Shareholders makes decisions on matters stipulated by law and the Company's Charter, particularly approving the annual financial statements and the financial budget for the following fiscal year. Independent auditors may be invited to attend the meeting to provide advice on the approval of the annual financial statements.

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

a. When the Board of Directors deems it necessary for the benefit of the Company;

b. When the number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law;

c. When a shareholder or group of shareholders, as specified in Article 12.3 of this Charter, requests in writing to convene the General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting and bear the signatures of the relevant shareholders (the written request may be made in multiple copies to collect all required signatures);

d. Upon request of the Supervisory Board;

e. Other cases as prescribed by law and the Company's Charter

5. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the remaining number of Board members meets the condition specified in Clause 4b, Article 13, or from the date of receiving a request as stipulated in Clauses 4c and 4d, Article 14;

If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairman of the Board and the members of the Board shall be responsible before the law and must compensate for any damages incurred by the Company.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 5, Article 14, then within the following 30 (thirty) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.;

If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated, the Supervisory Board shall be held accountable before the law and must compensate for any damages incurred by the Company.

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Clause 5, Article 14, then within the next 30 (thirty) days, the shareholder or group of shareholders requesting the meeting, as specified in Clause 4c, Article 14, shall have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

d. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

#### **Article 15. Rights and Duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders has the authority to discuss and approve:

a. The audited annual financial statements

b. The report of the Board of Directors

c. The report of the Supervisory Board;

d. The Company's annual business plan.

2. The Annual and Extraordinary General Meeting of Shareholders shall pass resolutions by voting at the meeting or by collecting written opinions on the following matters:

a. Approval of the annual financial statements;

- a. The annual dividend payment rate for each type of share in accordance with the Law on Enterprises and the rights associated with that type of share.;
  - b. The number of members of the Board of Directors;
  - c. Selection of the auditing company;
  - d. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
  - e. The total remuneration for members of the Board of Directors and the remuneration report of the Board of Directors;
  - f. Amendment and supplementation of the Company's Charter;
  - g. The type and number of new shares to be issued for each type of share;
  - h. Division, separation, consolidation, merger, or transformation of the Company;
  - i. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;
  - j. Examination and resolution of violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
  - k. Decision on transactions involving the sale of the Company's assets or purchases valued at 35% or more of the Company's total assets as recorded in the latest audited financial statements;
  - l. The Company repurchasing more than 10% of any issued share type;
  - m. The Company entering into contracts with persons specified in Article 167.1 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets as recorded in the latest audited financial statements;
  - n. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - o. Approval of internal governance regulations, operational regulations of the Board of Directors, and the Supervisory Board;
  - p. Approve internal governance regulations; Operational regulations of the Board of Directors and Supervisory Board;
  - q. Other matters as stipulated in this Charter and applicable laws.
3. Shareholders are not allowed to vote in the following cases:
- a. Contracts specified in Article 15.2 of this Charter when the shareholder or a related party of that shareholder is a party to the contract;
  - b. The purchase of shares by that shareholder or by a related party of that shareholder, except in cases where the share buyback is conducted in proportion to the ownership of all shareholders or where the buyback is executed through order matching or a public tender offer on the Stock Exchange
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 16. Authorized Representative Attending the General Meeting of Shareholders**

1. Shareholders who have the right to attend the General Meeting of Shareholders according to the law may authorize their representatives to attend. If more than one representative is appointed, the specific number of shares and voting rights authorized to each representative must be clearly determined.
2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's prescribed form and must be signed as follows:
  - a) In the case of an individual shareholder acting as the authorizer, the authorization document

must bear the signatures of both the shareholder and the authorized representative attending the meeting;

b) In the case where the authorized representative of an organizational shareholder is the authorizer, the authorization document must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized representative attending the meeting.

c) In other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized representative attending the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. If a lawyer signs the designation of a representative on behalf of the authorizer, such designation shall only be valid if the designation document is presented together with the authorization document for the lawyer or a valid copy of such authorization document (if it has not been previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized representative attending the meeting within the authorized scope shall remain valid in the following circumstances:

a) The authorizer has passed away, has limited legal capacity, or has lost legal capacity;

b) The authorizer has canceled the authorization appointment;

c) The authorizer has revoked the authority of the person granting the authorization;

This provision does not apply if the Company receives written notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

#### **Article 17. Change the rights**

1. Any amendment or cancellation of special rights attached to a class of preferred shares shall be effective only when approved by shareholders holding at least 65% of the ordinary shares present at the meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of the issued shares of that class.

2. A meeting of shareholders holding a class of preferred shares to approve such changes in rights shall only be valid if at least two shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not met, a reconvened meeting shall be held within 30 (thirty) days, and all holders of shares of that class (regardless of the number of shareholders or shares held) who are present in person or through an authorized representative shall be considered to meet the quorum requirements. At such meetings of preferred shareholders, those present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the meeting.

3. The procedures for conducting such a separate meeting shall be carried out in accordance with the provisions of Articles 19 and 21.

4. Unless otherwise specified in the terms of share issuance, the special rights attached to preferred shares regarding some or all matters related to the distribution of profits or the Company's assets shall not be altered when the Company issues additional shares of the same class.

#### **Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article 14 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 attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the meeting invitation. The Company must announce the preparation of the shareholder list entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the meeting agenda and content;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders based on the expected meeting content;

d) Determine the time and venue for the meeting;

e) Announce and send the meeting notice to all shareholders entitled to attend;

g) Perform other tasks necessary for organizing the meeting.

3. The meeting notice for the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholder's registered contact address. Additionally, the notice must be published on the Company's website, the State Securities Commission's website, and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of eligible attendees at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or delivered). The meeting agenda and relevant documents for matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If the meeting documents are not attached to the meeting notice, the notice must include a link to access the full meeting materials, including:

a) The meeting agenda and documents used during the meeting;

b) The list and detailed information of candidates in case of elections for members of the Board of Directors and the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders, as stipulated in Clause 3, Article 12 of this Charter, have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals specified in Clause 4 of this Article in the following cases:

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

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required by Clause 3, Article 12 of this Charter;

c) The proposed issue is not within the decision-making authority 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 proposals specified in Clause 4 of this Article in the proposed agenda and meeting content, except

in cases specified in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

**Article 19. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares..

2. If the required quorum is not met within 45 minutes from the scheduled opening time, the convener must cancel the meeting. The meeting must be reconvened within 30 days from the originally scheduled date. The second meeting shall proceed when the attending shareholders represent at least 33% of the total voting shares.

3. If the second meeting fails to meet the quorum, a third meeting shall be convened within 20 days from the scheduled date of the second meeting. In this case, the meeting may proceed regardless of the total voting shares represented by the attending shareholders.

4. Only the General Meeting of Shareholders has the authority to modify the meeting agenda that was included in the meeting notice as stipulated in Article 18 of this Charter.

**Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Before the commencement of the meeting, the Company must carry out shareholder registration procedures and continue the registration process until all eligible shareholders attending the meeting have completed their registration in the following order:

a) When conducting shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The voting card shall include the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the Meeting, the votes in favor of a resolution shall be collected first, followed by the votes against the resolution. Finally, the total number of votes in favor or against shall be counted to determine the decision. The vote counting results shall be announced by the Chairperson before the conclusion of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting process as proposed by the Chairperson. The number of vote-counting committee members shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders, authorized representatives of institutional shareholders, or other authorized persons arriving after the meeting has commenced shall have the right to register immediately and, upon registration, shall have the right to participate and vote at the meeting. The Chairperson shall not be responsible for pausing the meeting to allow late shareholders to register, and the validity of the matters voted on before their arrival shall remain unchanged.

2. The election of the Chairperson, Secretary, and Vote-Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to preside over the meeting. In case the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among themselves to preside over the meeting by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall conduct the meeting to allow the General Meeting of Shareholders to elect a Chairperson from among the attendees, with the person receiving the highest number of votes serving as the Chairperson of the meeting;

b) Except as provided in point (a) of this clause, the person signing the notice convening the General Meeting of Shareholders shall conduct the meeting to allow the General Meeting of Shareholders to elect a Chairperson, with the person receiving the highest number of votes serving as the Chairperson of the meeting;

c) The Chairperson shall appoint one or more persons to act as the Secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more people to the Vote-Counting Committee based on 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 during the opening session. The agenda must clearly and specifically outline the time allocation for each issue included in the meeting program.

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

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring the safety of all attendees at the meeting venue;

c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement any necessary actions. These measures may include issuing admission tickets or employing other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue included in the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The results of the vote count shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or authorized representatives who arrive after the meeting has commenced may still register and participate in voting immediately after registration; in this case, the validity of resolutions passed before their arrival remains unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo security checks or comply with other lawful and reasonable security measures;

b) To request competent authorities to maintain order during the meeting; to expel individuals who fail to comply with the Chairperson's authority, intentionally disrupt the order, hinder the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

8. The Chairperson shall have the right to postpone the General Meeting of Shareholders, provided that the required number of attendees has been registered. The postponement shall not exceed three (03) working days from the originally scheduled meeting date and shall only be permitted in the following cases:

a) The meeting venue does not have sufficient seating capacity to accommodate all attendees conveniently;

b) The communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote effectively;

c) Attendees disrupt order, cause disturbances, or pose a risk that prevents the meeting from proceeding fairly and lawfully.



9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and continue presiding over the meeting until its conclusion. All resolutions passed at such a meeting shall remain valid and enforceable.

10. If the Company applies modern technology to hold the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Law on Securities.

#### **Article 21. Approval of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves decisions within its authority by voting at the meeting or by collecting written opinions.

2. Except for cases specified in Clause 3, Article 21, resolutions of the General Meeting of Shareholders on the following matters shall be approved when receiving at least 65% of the total votes of attending shareholders (for in-person meetings) or more than 50% of the total votes of shareholders entitled to vote (for written opinion collection).

- a. Types of shares and the total number of shares of each type;
- b. Changes in business lines, industries, and fields of operation;
- c. Changes in the company's management structure;
- d. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the company's latest financial statements;
- e. Reorganization or dissolution of the company.

3. Resolutions shall be approved when they receive votes from shareholders owning more than 50% of the total voting shares of all attending shareholders, except for cases specified in Clause 2 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

4. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are considered legal and effective, even if the procedures and formalities for passing such resolutions were not strictly followed.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the total shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or multiple candidates. The elected members of the Board of Directors or the Supervisory Board shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the final position in the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates with equal votes, or the selection shall be made based on the criteria set out in the election regulations.

#### **Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company.

2. The Board of Directors shall prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion collection form. The preparation of the list of shareholders to receive the opinion collection

form shall comply with the provisions of Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and methods for sending the opinion collection form and accompanying documents shall comply with the provisions of Article 143 of the Law on Enterprises.

3. The opinion collection form must contain the following key contents:

- a) Name, head office address, and enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal identification number for the representative of an institutional shareholder; number of shares of each type and the number of voting rights of the shareholder;
- d) Matters requiring shareholder opinions for approval;
- d) Voting options, including approval, disapproval, and no opinion;
- e) Deadline for returning the completed opinion collection form to the company;
- g) Full name and signature of the Chairperson of the Board of Directors and the company's legal representative;

4. Shareholders may return the completed opinion collection form to the company using one of the following methods:

- a) By mail: The completed opinion collection form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The form must be enclosed in a sealed envelope and must not be opened before the vote-counting process;
- b) By fax or email: The completed opinion collection form sent via fax or email must remain confidential until the vote-counting process begins;

Opinion collection forms submitted to the company after the deadline specified in the form, or those that have been opened in the case of mail submission, or disclosed in the case of fax or email submission, shall be deemed invalid. Opinion collection forms that are not submitted shall be considered as non-participation in voting.

5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold management positions in the company.

The vote-counting minutes must contain the following key details:

- a) Name, head office address, and enterprise code;
- b) Purpose and matters subject to opinion collection for resolution approval;
- c) Number of shareholders and total voting rights participating in the voting process, distinguishing between valid and invalid votes, along with the voting method used, and an annex listing the shareholders who participated in the voting;
- d) Total number of votes in favor, against, and abstaining for each matter;
- d) Matters that have been approved;
- e) Full names and signatures of the Chairperson of the Board of Directors, the company's legal representative, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the honesty and accuracy of the vote-counting minutes. They shall also be jointly liable for any damages arising from decisions approved based on dishonest or inaccurate vote counting;

6. The vote-counting results must be published on the Company's website within 24 (twenty-four) hours, replacing the need to send the minutes to shareholders.

7. The answered opinion ballots, vote-counting minutes, approved resolutions, and related documents sent with the opinion ballots must be kept at the Company's headquarters.

8. A resolution passed through the written opinion collection process shall have the same validity as a resolution approved at the General Meeting of Shareholders.

### **Article 23. Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an optional foreign language version, and must include the following key contents:

- a) Company name, head office address, and enterprise identification number
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and meeting content;
- d) Full name of the chairperson and secretary;
- đ) Summary of the meeting proceedings and statements made by shareholders on each issue in the agenda;
- e) Number of shareholders attending and the total number of voting shares represented, including an appendix listing the registered shareholders, shareholder representatives attending, and their corresponding shares and voting rights;
- g) Total votes for each voting matter, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions, along with the corresponding percentage of total votes at the meeting;
- h) Matters approved and the corresponding approval voting ratios;
- i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all required details as specified in this clause. The minutes must explicitly state if the chairperson or secretary refuses to sign.

The minutes prepared in both Vietnamese and a foreign language hold equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

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

3. The resolution, minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders with their signatures, proxy authorization documents for attendance, all annexes to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with securities market disclosure regulations and must be kept at the Company's head office.

#### **Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders**

1. Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting shareholders' opinions, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a. The procedures for convening the meeting, collecting shareholders' opinions in writing, and making decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter.

b. The content of the resolution violates the law or the Company's Charter.

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

#### **Article 25. Composition and Term of Office of Board Members**

1. The Board of Directors shall have at least three (03) members and no more than five (05) members, as determined by the General Meeting of Shareholders. The Board of Directors must have at least one (01) independent member.

2. The term of office of the Board of Directors shall be three (03) years. The term of office of each Board member shall not exceed three (03) years; Board members may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member of the same company for no more than two (02) consecutive terms.

3. In the event that all Board members' terms expire simultaneously, they shall continue to serve as Board members until new members are elected and assume their duties.

4. If a member is elected to supplement the Board or replace a dismissed or removed member during an ongoing term, the new member's term shall be the remaining duration of the current Board's term.

5. The Board of Directors must have at least one-third (1/3) of its total members as non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the Board's independence.

6. A Board member shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

7. The appointment of Board members must be publicly disclosed in accordance with the legal regulations on information disclosure in the securities market.

8. A Board member is not required to be a shareholder of the Company.

#### **Article 26. Structure, Standards, and Conditions for Board Membership**

1. A Board member must meet the following standards and conditions:

a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the industry or sector in which the Company operates, and is not required to be a shareholder of the Company;

c) A Board member of the Company may concurrently serve as a Board member of another company.

2. An independent Board member, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:

a) Not be currently employed by the Company, its parent company, or its subsidiary, and must not have been employed by the Company, its parent company, or its subsidiary for at least the past three (03) consecutive years;

b) Not receive a salary or remuneration from the Company, except for allowances granted to Board members as per regulations;

c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiary;

d) Not have served as a Board member or a member of the Supervisory Board of the Company for at least the past five (05) consecutive years, except in cases of continuous appointment for two (02) consecutive terms;

e) Not directly or indirectly own at least 1% of the total voting shares of the Company.

3. An independent Board member must notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article. Such a member shall automatically cease to be an independent Board member from the date they no longer satisfy the required criteria. The Board of Directors must inform the nearest General Meeting of Shareholders of such a case or convene a General Meeting of Shareholders to elect or replace the independent Board member within six (06) months from the date of receiving the relevant notification.

#### **Article 27. Nomination and Candidacy of the Board of Directors Members**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, allowing shareholders to review such candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must also commit to performing their duties honestly, prudently, and in the best interests of the Company

if elected as a member of the Board of Directors. The disclosed information regarding the candidates shall include:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including Board of Directors positions at other companies);
- e) Interests related to the Company and its related parties;
- f) Other relevant information (if any) as prescribed by the Company's Charter;
- g) A public company must disclose information on the companies where the candidate holds a position as a member of the Board of Directors, other managerial positions, and any interests related to the candidate's companies (if applicable).

2. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for election to the Board of Directors as follows:

- Holding from 10% to less than 15%: entitled to nominate 1 member;
- Holding from 15% to less than 30%: entitled to nominate 2 members;
- Holding from 30% to less than 45%: entitled to nominate 3 members;
- Holding from 45% to less than 60%: entitled to nominate 4 members;
- Holding 60% or more: entitled to nominate 5 members.

3. If the number of Board of Directors candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process in accordance with the Company's Charter, internal corporate governance regulations, and the Board of Directors' operational regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members, as required by law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 28. Powers and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and perform rights and obligations that do not fall within the competence of the General Meeting of Shareholders.

2. The Board of Directors shall have the following powers and duties:

- a) Determine the Company's development strategy, medium-term plans, and annual business plans;
- b) Propose the types and total number of shares authorized for issuance;
- c) Decide on the issuance of new shares within the authorized limits and determine other forms of capital mobilization;
- d) Determine the price of shares and bonds issued by the Company;
- e) Approve the repurchase of shares in accordance with the Law on Enterprises;
- f) Decide on investment plans and projects within its authority and limits prescribed by law;
- g) Determine market development, marketing, and technology strategies;
- h) Approve purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;

i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the General Director and other key executives; determine their salaries and other benefits; appoint authorized representatives to the Members' Council or the General Meeting of Shareholders of other companies; determine the remuneration and other benefits of such representatives;

k) Supervise and direct the General Director and other executives in managing the Company's daily business operations;

l) Decide on the organizational structure of the Company, develop internal corporate governance regulations for approval by the General Meeting of Shareholders, establish subsidiaries, branches, and representative offices, and decide on capital contributions and share acquisitions in other enterprises;

m) Approve the agenda and materials for the General Meeting of Shareholders, convene such meetings, or collect opinions from shareholders for decision-making;

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

o) Propose dividend distribution rates, decide on dividend payment schedules and procedures, and handle business losses;

p) Propose restructuring, dissolution, or bankruptcy of the Company;

q) Exercise other rights and fulfill other obligations as prescribed by law.

3. The Board of Directors shall pass resolutions by voting at meetings, collecting written opinions, or confirming via email or personal correspondence. Each Board member shall have one vote.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP, dated December 31, 2020, which provides detailed guidance on the implementation of certain provisions of the Securities Law.

#### **Article 29. Remuneration, Bonuses, and Other Benefits of the Board of Directors' Members**

1. The Company has the right to pay remuneration and bonuses to the Board of Directors' members based on business performance and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill their duties and the remuneration per day. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as part of the Company's operating expenses in accordance with corporate income tax regulations. It shall be presented as a separate item 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 who hold executive positions, serve on committees of the Board, or perform duties beyond the usual scope of a Board member may receive additional remuneration in the form of a one-time lump sum, salary, commission, profit percentage, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in the course of fulfilling their responsibilities, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval from the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law or the Company's Charter.

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

1. The Board of Directors shall elect one of its members as the Chairman. The Chairman of the Board of Directors shall not concurrently serve as the General Director of the Company.

2. The Chairman of the Board of Directors has the following rights and duties:

- a) Develop the program and operational plan of the Board of Directors;
- b) Prepare meeting agendas, contents, and supporting documents; convene and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions by the Board of Directors;
- d) Supervise the implementation of resolutions of the Board of Directors;
- đ) Preside over meetings of the General Meeting of Shareholders and the Board of Directors;
- e) Exercise other rights and perform other duties as prescribed by law and the Company's Charter.

3. In case the Chairman of the Board of Directors is absent or unable to perform duties, he/she shall authorize another member in writing to exercise the Chairman's rights and duties. If no such authorization is made, the remaining members shall elect a temporary Chairman by majority vote.

4. When deemed necessary, the Chairman of the Board of Directors may appoint a Corporate Secretary to assist the Board of Directors and the Chairman in fulfilling their duties as prescribed by law and the Company's Charter. The Corporate Secretary has the following rights and duties:

- a) Assist in organizing the meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and duties;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Company in shareholder relations and in protecting the legitimate rights and interests of shareholders;
- đ) Assist the Company in ensuring compliance with information disclosure obligations, transparency requirements, and administrative procedures;
- e) Exercise other rights and perform other duties as prescribed by law.

5. In the event of resignation, dismissal, or removal of the Chairman of the Board of Directors, the Board of Directors must elect a replacement within ten (10) days.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors for the term within seven (07) working days from the date of the election of the Board of Directors for that term. This meeting shall be convened and presided over by the member who receives the highest number of votes or the highest voting percentage. In the event that multiple members receive the highest and equal number or percentage of votes, the members shall vote by majority rule to select one among them to convene the Board of Directors meeting.

2. The Board of Directors may convene regular or extraordinary meetings. Meetings may be held at the company's headquarters or another location.

3. The Chairman of the Board of Directors shall convene meetings as deemed necessary, but at least once per quarter.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in any of the following cases:

- a) Upon the request of the Supervisory Board or an independent member;
- b) Upon the request of the General Director or at least five (05) other executives;
- c) Upon the request of at least two (02) executive members of the Board of Directors.

Such requests must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors to decide.

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 a request as stipulated in Clause 4 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be liable for any

resulting damages to the company, and the requesting party shall have the right to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener must send a meeting notice at least three (03) working days prior to the meeting date. The meeting notice must specify the time and location of the meeting, agenda, discussion topics, and decisions to be made. The notice must be accompanied by relevant documents and voting ballots for members.

The meeting notice shall be sent via post, fax, email, or other means, ensuring it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as for Board members.

The Supervisors have the right to attend Board meetings and participate in discussions but do not have voting rights

8. A Board meeting shall be conducted when at least three-fourths (3/4) of the total members are present. If the first meeting does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the Board members attend.

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

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend the meeting on their behalf as stipulated in Clause 10 of this Article;

c) Attending and voting via an online conference or other similar means;

d) Sending voting ballots to the meeting via post, fax, or email.

If voting ballots are sent via post, they must be sealed and delivered to the Chairperson at least one hour before the meeting starts. The ballots shall only be opened in the presence of all attendees.

A resolution of the Board of Directors shall be passed if it receives the approval of at least two-thirds (2/3) of the attending members. In the event of a tie, the final decision shall follow the Chairperson's opinion.

10. Board members are required to attend all Board meetings. A member may authorize another person to attend on their behalf only if approved by the majority of the Board members.

### **Article 32. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently serve as the Company Secretary. The term of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum term of three (03) years.

2. The Corporate Governance Officer must meet the following qualifications:

a) Have legal knowledge;

b) Not be employed by an independent audit firm that is auditing the company's financial statements;

c) Meet other requirements as prescribed by law, the company's Charter, and the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal complies with the current labor laws. The Board may also appoint an Assistant to the Corporate Governance Officer as needed.

4. The Corporate Governance Officer shall have the following rights and duties:

a) Advise the Board of Directors on organizing General Meetings of Shareholders and related matters between the company and shareholders;

b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as required by the Board or the Supervisory Board;

c) Provide advice on meeting procedures;

d) Attend meetings;



- e) Advise on the procedures for drafting Board resolutions in compliance with the law;
- f) Provide financial information, copies of Board meeting minutes, and other information to Board members and Supervisors;
- g) Monitor and report to the Board on the company's information disclosure activities;
- h) Maintain confidentiality of information as prescribed by law and the company's Charter;
- i) Exercise other rights and duties as prescribed by law and the company's Charter.

## **VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS, AND COMPANY SECRETARY**

### **Article 33. Organizational Structure of the Management Apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the leadership of the Board of Directors. The Company shall have one (01) General Director, Deputy General Directors, one (01) Chief Accountant, and other positions as appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions shall be carried out through a duly adopted resolution of the Board of Directors.

### **Article 34. Company Executives**

1. Based on the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in a quantity and with qualifications suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Company executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

3. The salaries of executives shall be accounted for as part of the Company's business expenses in accordance with the corporate income tax regulations. These shall be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the Annual General Meeting.

### **Article 35. Appointment, Dismissal, Responsibilities, and Authority of the General Director**

1. The Board of Directors shall appoint one of its members or hire another person to serve as the General Director of the Company.

2. The General Director shall be responsible for managing the Company's daily business operations, subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and the law for the performance of assigned rights and obligations.

The General Director's term of office shall not exceed three (03) years and may be reappointed for an unlimited number of terms.

The qualifications and conditions for the General Director shall comply with Article 162 of the Law on Enterprises.

3. General Director shall have the following rights and obligations:

- a) Decide on matters related to the Company's daily business operations that do not require a resolution of the Board of Directors;
- b) Organize the implementation of resolutions of the Board of Directors;
- c) Implement the Company's business plans and investment strategies;
- d) Propose the organizational structure and internal management regulations of the Company;
- d) Appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;
- e) Determine salaries and other benefits for employees of the Company, including executives under the appointment authority of the General Director;
- g) Recruit employees;

h) Propose dividend payment plans or business loss handling measures;

i) Exercise other rights and obligations as prescribed by law and resolutions of the Board of Directors.

4. The General Director shall manage the Company's daily business operations in compliance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions of the Board of Directors. If the General Director acts contrary to these regulations and causes damage to the Company, they shall be held liable before the law and compensate the Company for any incurred losses.

5. The Board of Directors may dismiss the General Director upon the approval of a majority of its voting members attending the meeting and appoint a new General Director as a replacement.

#### **Article 36. Company Secretary**

The Board of Directors shall appoint one (01) or more individuals as the Company Secretary with a term of office and conditions determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary if necessary, provided that such dismissal does not violate applicable labor laws. The roles and responsibilities of the Company Secretary include:

1. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
2. Advising on meeting procedures.
3. Attending meetings.
4. Ensuring that the resolutions of the Board of Directors comply with applicable laws.
5. Providing financial information, copies of Board meeting minutes, and other relevant information to members of the Board of Directors and the Supervisory Board.

The Company Secretary is responsible for maintaining the confidentiality of information in accordance with applicable laws and the Company's Charter.

### **IX. THE SUPERVISORY BOARD**

#### **Article 37. The Supervisory Board, Rights, and Duties of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members, each serving a term of no more than three (03) years. Members of the Supervisory Board may be re-elected for an unlimited number of terms.

2. The members of the Supervisory Board shall elect one (01) among them to serve as the Head of the Supervisory Board based on the majority principle. More than half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must be a professional accountant or auditor.

3. In the event that all members of the Supervisory Board reach the end of their term at the same time and the new Supervisory Board members have not yet been elected, the outgoing members shall continue to exercise their rights and duties until the newly elected members assume their positions.

#### **4. Rights and Duties of the Supervisory Board**

The Supervisory Board shall have the rights and duties as prescribed in Article 170 of the Law on Enterprises and the following rights and duties:

a) Propose and recommend to the General Meeting of Shareholders the approval of a list of approved auditing organizations to conduct the Company's financial statement audit; decide on the selection of an approved auditing organization to review the Company's operations, and dismiss the approved auditor if deemed necessary.

b) Be accountable to the shareholders for its supervisory activities.

c) Monitor the Company's financial situation and ensure compliance with laws by the Board of Directors, the General Director, and other managers.

d) Ensure coordination with the Board of Directors, the General Director, and shareholders.

e) In case of detecting any violations of laws or the Company's Charter by a member of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures.

f) Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

g) Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

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

i) Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents related to the Company's management, operations, and business activities.

k) Exercise other rights and duties as prescribed by law.

### **Article 38. Standards and Conditions for the Supervisory Board**

1. A Supervisor must meet the following standards and conditions:

a) Have full civil act capacity and not be subject to prohibitions from establishing or managing enterprises under the Law on Enterprises.

b) Not be a family member of any member of the Board of Directors, the General Director, or other managers.

c) Not hold managerial positions in the Company; not necessarily be a shareholder or an employee of the Company.

d) Not work in the Company's accounting or financial department; must not have been a member or employee of an independent audit firm auditing the Company's financial statements in the previous three (03) consecutive years.

e) Have educational background in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields relevant to the Company's business activities.

2. The Head of the Supervisory Board shall have the following rights and responsibilities:

a) Convene meetings of the Supervisory Board.

b) Request the Board of Directors, the General Director, and other managerial staff to provide relevant information for reporting to the Supervisory Board.

c) Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors before submission to the General Meeting of Shareholders.

3. Shareholders or groups of shareholders holding at least 10% of the total voting shares may pool their votes together to nominate candidates for the Supervisory Board as follows:

- Holding from 10% to less than 15%: eligible to nominate one (01) candidate.
- Holding from 15% to less than 30%: eligible to nominate two (02) candidates.
- Holding from 30% to less than 45%: eligible to nominate three (03) candidates.
- Holding from 45% to less than 60%: eligible to nominate four (04) candidates.
- Holding 60% or more: eligible to nominate five (05) candidates.

Shareholders or groups of shareholders nominating candidates for the Supervisory Board must submit their nominations in writing to the Company at least three (03) days before the opening date of the General Meeting of Shareholders. The nomination document must clearly state the name of the shareholder, the number of common shares owned, the name of the nominated candidate, and bear the signatures of both the nominating shareholder(s) and the nominated candidate.

4. If the number of Supervisory Board candidates nominated and self-nominated is still

insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination process takes place.

5. A member of the Supervisory Board shall lose their membership in the following cases:

- a) The member is legally prohibited from being a member of the Supervisory Board.
- b) The member resigns by submitting a written notice to the Company's headquarters.
- c) The member suffers from mental incapacity, and the other members of the Supervisory Board have professional evidence proving that the person is no longer capable of acting.
- d) The member is absent and fails to attend Supervisory Board meetings for six (06) consecutive months without approval from the Supervisory Board, and the Supervisory Board decides that the position is deemed vacant.
- e) The member is dismissed from the Supervisory Board by a resolution of the General Meeting of Shareholders.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds (2/3) of its members attending each meeting. The minutes of the Supervisory Board meetings must be recorded in detail and clearly. The minutes taker and all attending Supervisory Board members must sign the meeting minutes. The minutes must be kept as records to determine the responsibilities of each Supervisory Board member.

2. 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 meetings and provide clarifications on relevant matters.

#### **Article 40. Salary, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and the annual operating budget for the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consulting services. The total amount of remuneration and expenses shall not exceed the Supervisory Board's annual operating budget approved by the General Meeting of Shareholders unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as part of the Company's business expenses in accordance with the provisions of the Law on Corporate Income Tax and other relevant legal regulations. These expenses must be separately listed in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

#### **Article 41. Duty of Care**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the duty to perform their tasks, including those as members of committees of the Board of Directors, honestly and in the best interests of the Company, with the level of care that a prudent person would exercise in a similar position and under similar circumstances.

**Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

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

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these members may 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 provide written notice to the Board of Directors and the Supervisory Board regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such members or their related persons, as prescribed by law. For transactions requiring approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding the resolutions approving these transactions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors may not vote on transactions that provide benefits to themselves or their related persons, as stipulated in the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons are prohibited from using or disclosing internal information to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these members shall not be deemed invalid under the following conditions:

a) For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statement, the key terms of the contract or transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the disinterested Board members;

b) For transactions with a value greater than 20% of the total asset value recorded in the most recent financial statement, the key terms of the transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by a vote of shareholders who do not have related interests.

**Article 43. Liability for Damages and Compensation**

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

2. The Company shall indemnify individuals who have been, are, or may become involved in claims, lawsuits, or legal proceedings (including civil and administrative cases, except for cases where the Company is the plaintiff) if such individuals are or have been members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, and have acted in good faith, with due care, in the

interests of the Company, in compliance with the law, and without evidence indicating a breach of their duties.

3. Indemnification costs shall include judgment costs, penalties, actual expenses incurred (including legal fees) in resolving such cases, within the limits permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned liabilities.

## **XI. RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS**

### **Article 44. Right to Inspect Records and Documents**

1. Ordinary shareholders have the right to inspect company records and documents as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information on the names and contact addresses in the list of shareholders entitled to vote, request corrections of inaccurate information related to them, and review, inspect, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders.

b) Shareholders or groups of shareholders holding at least [5%] of the total ordinary shares, or [a lower percentage as stipulated in the Company's Charter], have the right to review, inspect, extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, and transactions requiring Board approval, and other documents, except for those related to the Company's trade secrets and business secrets.

If an authorized representative of a shareholder or group of shareholders requests access to the records and documents, a power of attorney from the shareholder(s) must be provided, or a notarized copy of such power of attorney.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder lists, and other records and documents for purposes related to their positions, provided that such information is kept confidential.

3. The Company must maintain this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting records, and any other required documents in accordance with the law at its headquarters or another location, provided that shareholders and business registration authorities are informed of the storage location.

4. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director shall prepare plans for approval by the Board of Directors regarding matters related to employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives of the Company.

2. The General Director shall prepare plans for approval by the Board of Directors regarding the Company's relations with trade union organizations in accordance with best management practices, the provisions of this Charter, the Company's internal regulations, and applicable laws and regulations.

## **XIII. DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and method of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividend payments or any other payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors shall implement this decision.

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company shall make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the correct bank details provided by a shareholder and the shareholder does not receive the payment, the Company shall not be liable for such transferred funds. Dividend payments for listed or registered securities traded on the Stock Exchange may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt resolutions or decisions to determine a specific record date for finalizing the list of shareholders. Based on this record date, individuals registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, notices, or other relevant documents.

6. Other matters related to profit distribution shall be carried out in accordance with applicable laws and regulations.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING AND AUDITING REGIME**

##### **Article 47. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks authorized to operate in Vietnam.

2. Subject to prior approval from the competent authority, the Company may open bank accounts abroad when necessary, in compliance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where it has opened accounts.

##### **Article 48. Fiscal Year**

The Company's fiscal year shall commence on January 1 and end on December 31 of each calendar year.

##### **Article 49. Accounting Regime**

1. The Company shall adopt the Vietnamese Accounting Standards (VAS) or any other accounting standards approved by the Ministry of Finance.

2. The Company shall maintain accounting records in Vietnamese and shall store accounting documents in accordance with the nature of its business operations. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency unit.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

##### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with the law. The audited annual financial statements shall be disclosed as required by laws on information disclosure in the securities market and submitted to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by laws on corporate accounting. These statements must fairly and objectively reflect the Company's business operations.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure in the securities market and submit them to competent state authorities.

**Article 51. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

**XVI. COMPANY AUDIT**

**Article 52. Audit**

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

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

3. The independent auditor responsible for auditing the Company's financial statements shall have the right to attend the General Meeting of Shareholders, receive notifications and other relevant information regarding the meeting, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

**XVII. COMPANY SEAL**

**Article 53. Company Seal**

1. The Company's seal includes a seal made by a licensed seal engraving entity or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall determine the type, quantity, form, and content of the seal used by the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

**XVIII. COMPANY DISSOLUTION**

**Article 54. Company Dissolution**

1. The Company may be dissolved in the following cases:

a) Upon expiration of the operating term specified in the Company's Charter without an extension decision;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Upon revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with the law.

**Article 55. Extension of Operating Term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operating term to allow shareholders to vote on the extension of the Company's operation upon the Board's proposal.

2. The operating term shall be extended if it is approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through duly authorized



representatives at the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least six (06) months before the expiration of the Company's operating term or upon the issuance of a dissolution decision, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation process shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall be responsible for notifying the business registration authority of the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation process before the Court and administrative authorities.

3. Proceeds from the liquidation shall be disbursed in the following order:

- a) Liquidation expenses;
- b) Salaries and insurance costs for employees;
- c) Taxes and other obligations payable to the State;
- d) Loans (if any);
- e) Other liabilities of the Company;

f) The remaining balance, after settling all debts from (a) to (e) above, shall be distributed to shareholders, with priority given to preferred shares.

### **XIX. RESOLUTION OF INTERNAL DISPUTES**

#### **Article 57. Resolution of Internal Disputes**

1. In the event of a dispute or claim arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed in the Company's Charter, the Law on Enterprises, other laws, or administrative regulations, between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, Supervisory Board, General Director, or senior management officers;

The relevant parties shall make every effort to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and request each party to present relevant factual information within thirty (30) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If a mediation decision is not reached within thirty (30) days from the commencement of mediation, or if the mediation decision is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Court.

3. Each party shall bear its own costs related to negotiation and mediation. Court-related costs shall be allocated in accordance with the Court's judgment.

### **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

#### **Article 58. Amendment and Supplementation of the Charter**

1. Any amendment or supplementation of this Charter shall be reviewed and decided upon by the General Meeting of Shareholders.

In cases where legal provisions relevant to the Company's operations are not covered in this Charter, or if new legal provisions differ from the provisions in this Charter, such legal provisions shall automatically apply and govern the Company's activities.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Central Container Joint Stock Company on ..... [day] ..... [month] ..... [year] and is fully effective as of this date.

2. This Charter is made in ten (10) copies, each of equal legal value, and shall be retained at the Company's headquarters.

3. This Charter is the sole and official governing document of the Company.

4. Copies or extracts of this Charter shall be valid only if signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**Name, Signature of the Company's Legal Representative**

CENTRAL CONTAINER JOINT  
STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

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CONTAINER  
No. 01/2025/NQ-ĐHĐCĐ

Da Nang, March 28, 2025

## RESOLUTION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 CENTRAL CONTAINER JOINT STOCK COMPANY (VSM)

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Central Container Joint Stock Company;
- Pursuant to the Minutes, meeting content and documents of the 2025 Annual General Meeting of Shareholders of Central Container Joint Stock Company dated March 28, 2025;

General Meeting of Shareholders of Central Container Joint Stock Company:

## RESOLUTION

**Article 1:** The 2025 Annual General Meeting of Shareholders of Central Container Joint Stock Company approves the following contents:

**1. Approval of the Board of Directors' 2024 Operational Report; 2024 Business Performance Report and 2025 Business Plan**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**2. Approval of the Board of Supervisors' 2024 Operational Report**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**3. Approving the 2024 financial statements audited by AAC Auditing and Accounting Co., Ltd**

Some basic indicators in the audited 2024 financial report:

No.	Target	Amount (VND)
1	Total assets	124.387.558.102
2	Equity	87.930.388.577
	<i>In which: equity capital:</i>	33.549.960.000
3	Service revenue	294.480.746.178
4	Profit before corporate income tax	16.150.566.951

5	Profit after corporate income tax	12.332.712.544
6	<b>Profit after tax of parent company shareholders</b>	12.249.874.740
7	Basic earnings per share	3.651

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

#### 4. Approval of 2024 profit distribution plan

According to the audited 2024 financial statements and Resolution No. 01/2024/NQ-DHDCD of the General Meeting of Shareholders dated April 6, 2024. The General Meeting of Shareholders approved the profit distribution plan for 2024 as follows:

- Total profit after tax in 2024: 12.249.874.740 dong
- Total accumulated profit after tax until 2024: 18.635.270.087 dong
- Provision for welfare reward fund: 1.225.000.000 dong
- Bonus for Board of Directors and Supervisory Board: 612.500.000 dong
- Dividends in shares: 30% of charter capital (according to the plan to issue shares to pay dividends)

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

#### 5. Approval of business plan, equipment investment in 2025 and expected profit distribution in 2025:

##### 5.1. Business plan for 2025:

- Revenue: 322 billion dongs.
- Profit before tax: 16 billion dongs.

##### 5.2. Equipment investment plan in 2025:

- Investment in 10 tractors & 10 40' semi-trailers: expected investment value of 10.7 billion VND.
- Invest in 02 specialized trailers to handle project goods, expected investment value of 2 billion VND.
- Renovating and upgrading GHL depot yard: estimated value of 1.5 billion VND
- Find and buy land around Lien Chieu Port area of 2-3 hectares to build warehouses.

Total expected investment value: 14.2 billion VND (in words: fourteen billion two hundred million VND)

##### 5.3. Expected dividend level in 2025:

Expected dividend level in 2025: not less than 10% of charter capital.

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**6. Approving the authorization for the Board of Directors to select an independent audit unit**

The General Meeting of Shareholders authorizes the Board of Directors to select an independent auditing company (reputable and licensed to operate in Vietnam, approved by the State Securities Commission to perform audits for units of public interest in the securities sector in 2025) to carry out audit activities. Audit implementation time: From the date of the 2025 Annual General Meeting of Shareholders until the General Meeting of Shareholders decides otherwise.

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**7. Approve the amendments and supplements to the Internal Regulations on corporate governance as in the draft Internal Regulations on corporate governance attached to this Resolution.**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**8. Approving Report No. 07/2025/VSM/TT-HĐQT dated March 1, 2025 of the Board of Directors on approving the Plan to issue shares to pay dividends in 2024 and the Plan to issue shares to increase share capital from equity sources**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

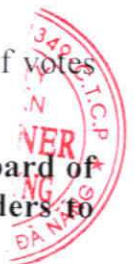
**9. Approving Report No. 08/2025/VSM/TT-HĐQT dated March 1, 2025 of the Board of Directors on approving the Plan to offer additional shares to existing shareholders to increase charter capital**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**10. Approve the amendments to the Company's Charter as in the draft Charter attached to this Resolution.**

Number of votes in favor: ..... votes, accounting for: .....% of the total number of votes of all shareholders attending the meeting.

**Article 2:** The Resolution of the 2025 Annual General Meeting of Shareholders of Central Container Joint Stock Company takes effect from the date of signing. The Board of Directors of the Company is assigned to implement the above contents in accordance with current regulations of law and the Company's Charter./.

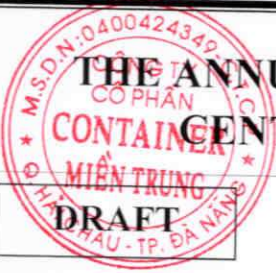


**ON BEHALF OF GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN OF BOD**

**Nơi nhận:**

- BOD, Board of Supervisors;
- State Securities Commission ;
- Hanoi Stock Exchange
- Shareholders, Post on Company website;
- Save clerical.

**MR. LE THE TRUNG**



**THE ANNUAL GENERAL MEETING OF SHAREHOLDER 2025**  
**CENTRAL CONTAINER JOINT STOCK COMPANY**

**DIRECT VOTING CARD**

**Shareholder code: .....**

**FULL NAME : .....**

<b>Number of owned shares</b>	<b>Number of Authorized shares</b>	<b>TOTAL</b>
.....	.....	.....

*This voting card is only valid during the Annual General Meeting of Shareholders  
March 28, 2025*

# CENTRAL CONTAINER JOINT STOCK COMPANY

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## VOTING CARD

### FOR MEETING CONTENT AT THE ANNUAL GENERAL MEETING OF SHAREHOLDER 2025

Full name:

Shareholder code:

Number of owned shares	Number of Authorized shares	Total
.....	.....	.....

CONTENT	AGREE	DISAGREE	NO OPINION
1/ Approving the Board of Directors' Activity Report in 2024; Report on business performance in 2024 and business plan in 2025			
2/ Approval of the Supervisory Board's Activity Report in 2024			
3/ Approving the 2024 financial statements audited by AAC Auditing and Accounting Company Limited			
4/ Approved the profit distribution plan for 2024			
5/ Approval of the 2025 business plan, 2025 equipment investment plan and expected profit distribution in 2025			
6/ Approve the authorization for the Board of Directors to select an independent audit unit			
7/ Approving the amendments and supplements to internal regulations on corporate governance			
8/ Approving Report No. 07/2025/VSM/TT-HĐQT dated March 1, 2025 of the Board of Directors on approving the Plan to issue shares to pay dividends in 2024 and the Plan to issue shares to increase share capital from equity sources			
9/ Approval of Report No. 08/2025/VSM/TT-HĐQT dated March 1, 2025 of the Board of Directors on approving the Plan to offer additional shares to existing shareholders to increase charter capital			
10/ Approve amendments to the company charter			

*Da Nang, March 28, 2025*

**Shareholder/ Authorized**

*(Sign and full name)*