



Thu Duc, May 08, 2025

PROPOSAL

**Re: Amend of the Internal Regulations on corporate governance,
and the operational regulations of the Board of Directors**

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

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

Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing several provisions of the Securities Law, Accounting Law, Independent Audit Law, State Budget Law, Public Asset Management Law, Tax Management Law, Personal Income Tax Law, National Reserve Law, Administrative Violations Handling Law;

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

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

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

Pursuant to the Operational Regulations of the Board of Directors of Tan Cang Warehousing Joint Stock Company;

Pursuant to the actual situation of the company.

The Board of Directors of Tan Cang Warehousing Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendments and additions to the Internal Regulations on corporate governance and the Operational Regulations of the Board of Directors. The details of the amendments and additions are attached in the draft of the amended Internal Regulations on corporate governance and the amended Operational Regulations of the Board of Directors.

We kindly request the General Meeting of Shareholders to approve.

Sincerely,

Recipients:

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

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

Ngo Van Ngu



Thu Duc,, 2025

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

Pursuant to the Securities Law dated November 26, 2019;

Pursuant to the Enterprise Law dated June 17, 2020;

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

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

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

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

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

Article 1. Scope of Regulation and Applicable Subjects

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

Article 2. General Meeting of Shareholders

1. Role, Rights, and Obligations of the General Meeting of Shareholders:
 - a) The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
 - b) The rights and obligations of the General Meeting of Shareholders are exercised according to the provisions of Article 17 of the Company's Charter.
2. Procedures for Holding the General Meeting of Shareholders to Approve Resolutions:
 - a) Authority to Convene the General Meeting of Shareholders:

- The Board of Directors shall convene the annual General Meeting of Shareholders within four (04) months from the end of the fiscal year. The Board of Directors may extend the time for holding the meeting if necessary, but not beyond six (06) months from the end of the fiscal year.
- The Board of Directors may convene an extraordinary General Meeting of Shareholders in the following cases:
 - + The Board of Directors deems it necessary for the benefit of the Company;
 - + The number of members remaining in the Board of Directors or the Supervisory Board is fewer than the minimum number required by law;
 - + At the request of shareholders or shareholder groups as specified in Clause 2, Article 115 of the Enterprise Law; the request for convening the meeting must be in writing, specifying the reason and purpose of the meeting, with signatures from the involved shareholders or a separate document with signatures from all concerned shareholders;
 - + At the request of the Supervisory Board;
 - + Other cases as specified by law and the Company's Charter.

b) List of Shareholders Entitled to Attend the Meeting:

The list of shareholders entitled to attend the General Meeting of Shareholders must be compiled no later than 10 days before the notice of the meeting is sent out.

c) Notice of Shareholder Eligibility for the General Meeting of Shareholders:

The Company must announce information regarding the list of shareholders eligible to attend the meeting at least 20 days before the cut-off date for registration.

d) Notice of Convocation of the General Shareholders' Meeting:

The notice inviting shareholders to the General Shareholders' Meeting is sent to all shareholders using a method that ensures delivery to their contact addresses. It is also published on the Company's website and the State Securities Commission's website, as well as the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Shareholders' Meeting must send the invitation notice to all shareholders in the list of eligible attendees at least 21 days before the meeting's opening date (counting from the date the notice is sent or validly transmitted).

đ) Program and Content of the General Shareholders' Meeting:

- The meeting agenda and documents related to matters to be voted on at the meeting must be sent to shareholders and/or posted on the Company's website. If the documents are not sent with the notice of the meeting, the notice must specify a link to the full meeting materials, so shareholders can access them, including:
 - + The meeting agenda and materials for the meeting;

- + The list and detailed information of candidates if electing members of the Board of Directors or the Supervisory Board;
 - + The voting ballot;
 - + The draft resolutions for each issue on the agenda.
 - Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to propose items for the meeting agenda. Proposals must be in writing and sent to the Company no later than 3 working days before the meeting's opening date. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the issue being proposed for inclusion on the agenda.
 - The convener of the General Shareholders' Meeting has the right to reject a proposal if:
 - + The proposal was submitted incorrectly;
 - + At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares as required by Article 14, Clause 2 of the Company's Charter;
 - + The proposed issue is outside the authority of the General Shareholders' Meeting;
 - + Other cases as stipulated by law and the Company's Charter.
 - The convener of the General Shareholders' Meeting must accept and include a proposal in the planned agenda and content of the meeting unless stated otherwise in Clause 5, Article 20 of the Company's Charter; the proposal will officially be added to the agenda and content of the meeting if approved by the General Shareholders' Meeting.
- f) Authorization to Appoint a Representative to Attend the General Shareholders' Meeting:
- The authorization for a person or organization to represent a shareholder at the General Shareholders' Meeting must be in writing. The authorization document must comply with civil law regulations and clearly state the name of the shareholder, the name of the person or organization authorized, the number of shares being authorized, the content of the authorization, the scope of authorization, the duration of the authorization, and the signatures of both the authorizing and the authorized parties.
 - The authorized person attending the General Shareholders' Meeting must submit the authorization document when registering to attend. In the case of a further delegation of authority, the attendee must also present the original authorization document from the shareholder if the authorized representative is an organization (unless previously registered with the Company).
 - The voting ballots of the authorized representative will remain valid within the scope of the authorization unless:
 - + The shareholder has passed away, been legally declared incapacitated, or lost their civil rights;

- + The shareholder has revoked the authorization;
- + The shareholder has revoked the authority of the authorized representative.
- This provision does not apply if the Company receives notice of any of the above events before the opening of the General Shareholders' Meeting or before the meeting is reconvened.

g) Registration Procedure for Attending the General Shareholders' Meeting:

- Shareholders or their authorized representatives may attend the meeting in person, or appoint one or more individuals or organizations to attend, or attend through one of the following methods:
 - + Attend and vote via an online meeting, electronic voting, or other electronic means (if the Company applies these methods);
 - + Submit voting ballots by mail, fax, or email;
 - + Submit voting ballots through other means as stipulated by the Company.
- Shareholders or their authorized representatives must present the following documents:
 - + For individual shareholders: Meeting invitation letter, ID card/Passport or Citizen ID card, and Authorization letter (if authorized).
 - + For legal entity shareholders: Meeting invitation letter, a copy of the business registration certificate, Authorization letter, and ID card/Passport or Citizen ID card of the authorized representative.

h) Conditions for Holding the General Shareholders' Meeting:

- The General Shareholders' Meeting can be held if the number of shareholders attending the meeting represents over 50% of the total voting shares.
- If the first meeting does not meet the required quorum, a second notice must be sent within 30 days from the date of the intended first meeting. The second meeting can be held with shareholders representing at least 33% of the total voting shares.
- If the second meeting does not meet the required quorum, a third notice must be sent within 20 days from the date of the intended second meeting. The third meeting will be held regardless of the total voting shares of shareholders attending the meeting.

i) Method of Approving Resolutions of the General Shareholders' Meeting:

Resolutions can be passed at the meeting, in an online meeting, or by obtaining shareholder opinions in writing.

k) Voting Methods:

The voting methods at the meeting are carried out according to the Regulations for Organizing the General Shareholders' Meeting, which are approved at each meeting.

l) Vote Counting Method:

- During the voting process at the meeting, the approval cards are collected first, followed by the objection cards. The total number of approval or objection votes is then counted to decide the outcome.
- The General Shareholders' Meeting will elect the Vote Counting Committee as proposed by the Chair. The committee will consist of no more than three (3) members.
- For sensitive issues or if shareholders request it, the Company will appoint an independent organization to collect and count the votes.
- The Vote Counting Committee is responsible for recording the statistics of votes in favor, against, or abstaining on each issue to report to the Chair and announce it to the meeting.
- In the case of obtaining shareholder opinions in writing, the Board of Directors organizes the vote counting and records the result under the supervision of the Supervisory Board or shareholders who do not hold a managerial position in the Company.

m) Conditions for Resolutions to be Approved:

- Resolutions on the following matters are passed if at least 65% of the total voting shares of all shareholders attending the meeting approve them, unless otherwise specified in Articles 3, 4, and 6 of Article 148 of the Enterprise Law:
 - + Types and total number of shares of each type;
 - + Changes to the business sectors and fields;
 - + Changes to the organizational structure of the Company;
 - + Investment projects or sale of assets valued at 35% or more of the total asset value as stated in the latest financial report of the Company;
 - + Reorganization or dissolution of the Company;
 - + Other matters as stipulated by the Company's Charter (if any).
- Resolutions are passed when more than 50% of the voting shares of all shareholders attending the meeting approve them, except for the matters outlined in the provisions above and Articles 3, 4, and 6 of Article 148 of the Enterprise Law.
- Resolutions passed by the General Shareholders' Meeting with 100% of the voting shares are valid and effective even if the meeting's notice and the resolution's approval procedures violate the regulations of the Enterprise Law or the Company's Charter.
- The election of members of the Board of Directors and the Supervisory Board must be carried out using a cumulative voting method, where each shareholder has votes corresponding to the number of shares owned, multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders can allocate all or part of their votes to one or several candidates. The candidates who receive the most votes, starting from the highest, will be elected until the required number of members is reached according to the Company's Charter. If two or more candidates receive the same number of votes for the last available position, a re-

election will be conducted among those candidates with the same number of votes or chosen based on criteria specified in the election regulations or the Company's Charter.

- A resolution of the General Shareholders' Meeting affecting the rights and obligations of shareholders holding preferred shares will only be passed if 75% or more of the preferred shares of that type, represented by the shareholders at the meeting, approve it, or if 75% or more of the preferred shares of that type approve the resolution through a written consent method.

n) Notification of Vote Counting Results:

- The total number of votes/approval cards, disapproval cards, or abstentions for each issue will be announced by the Vote Counting Committee or the Chair after the vote or before the meeting is adjourned.
- In the case of obtaining shareholder opinions in writing, the vote counting results must be published on the Company's website.

o) Method of Opposing Resolutions of the General Shareholders' Meeting:

- Within 90 days from the receipt of the resolution or the minutes of the General Shareholders' Meeting or the results of the voting at the General Shareholders' Meeting, shareholders or shareholder groups as defined in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution in the following cases:
 - + The procedure for calling the meeting and making decisions at the General Shareholders' Meeting violates the provisions of the Enterprise Law and the Company's Charter, except for cases specified in Clause 3, Article 23 of the Company Charter.
 - + The content of the resolution violates the law or the Company's Charter.

p) Minutes of the General Shareholders' Meeting:

- The meeting must be recorded, and the recording may be in the form of audio, video, or other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following essential contents:
 - + Name, address of the head office, and business registration number.
 - + Time and location of the General Shareholders' Meeting.
 - + Meeting agenda and topics discussed.
 - + Names of the Chairperson and Secretary.
 - + A summary of the meeting's proceedings and opinions expressed by shareholders on each issue discussed.
 - + Number of shareholders attending and the total number of voting shares represented by shareholders present, with an annex of the shareholder registration list and corresponding shares and votes of representatives.

- + Total votes for each issue, including the voting method, valid and invalid votes, votes in favor, against, or abstaining, along with the corresponding percentages of total votes from shareholders attending the meeting.
 - + Issues that were passed and the percentage of votes in favor.
 - + Names and signatures of the Chairperson and Secretary. If the Chairperson or Secretary refuses to sign the minutes, the minutes will still be valid if signed by all other members of the Board of Directors who attended the meeting, and the minutes should state that the Chairperson or Secretary refused to sign.
 - The minutes must be completed and approved before the meeting is adjourned. The Chairperson and the Secretary, or others signing the minutes, are jointly responsible for the accuracy and truthfulness of the minutes.
 - The minutes, whether in Vietnamese or a foreign language, are legally valid. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version prevails.
- q) Publishing Resolutions of the General Shareholders' Meeting:
- The resolutions, minutes of the meeting, annexes of the shareholder registration list with signatures, proxy forms for attending the meeting, and all attached documents (if any), as well as related materials, must be disclosed in accordance with the securities market disclosure regulations and kept at the Company's headquarters.

3. Procedures for Holding the General Shareholders' Meeting to Approve Resolutions via Written Consent:

a) Cases Allowed and Not Allowed for Written Consent:

- The Board of Directors may seek shareholders' written consent on any matters within the General Shareholders' Meeting's authority when deemed necessary for the benefit of the Company. This includes:
 - + Amendments to the Company Charter;
 - + Strategic direction of the Company;
 - + Types and number of shares of each type;
 - + Election, dismissal, or removal of members of the Board of Directors and Supervisory Board;
 - + Investment decisions or asset sales;
 - + Annual financial report approval;
 - + Reorganization or dissolution of the Company.
- The Annual General Shareholders' Meeting cannot be held in the form of written consent.

b) Procedures for Approving Resolutions via Written Consent:

- The Board of Directors must prepare a consent form, a draft resolution, explanatory materials, and send them to all voting shareholders no later than 10 days before the deadline for submitting the completed consent form. The procedures for sending the consent form and related materials must follow the provisions in Clause 3, Article 20 of the Company Charter.
- The consent form must include the following essential information:
 - + Name, address of the head office, and business registration number.
 - + Purpose of the written consent.
 - + Shareholder's information (name, contact address, nationality, legal document number for individual shareholders; or name, business registration number, legal document number for organizational shareholders, contact information for a representative).
 - + Number of shares and corresponding voting rights of the shareholder.
 - + Matters to be decided through written consent.
 - + Voting options: approval, disapproval, or abstention on each matter.
 - + Deadline for returning the completed consent form.
 - + Name and signature of the Chairperson of the Board of Directors.
- Shareholders can submit the completed consent form to the Company via mail, fax, or email as follows:
 - + If sent by mail, the consent form must bear the signature of the individual shareholder or the authorized representative/legal representative of the organization. The form must be sealed in an envelope and cannot be opened before vote counting.
 - + If sent by fax or email, the form must be kept confidential until the vote counting.
 - + Any consent forms received after the specified deadline or opened in the case of mail, or revealed in the case of fax/email, are invalid. Any forms not returned are considered non-participation in the vote.
- The Board of Directors will count the votes and prepare a vote-counting report under the supervision of the Supervisory Board or non-executive shareholders. The vote-counting report must include:
 - + Name, address of the head office, and business registration number.
 - + Purpose and matters being decided.
 - + Number of shareholders and total votes cast, distinguishing between valid and invalid votes, and the submission method of the votes.
 - + Total votes in favor, against, and abstentions for each matter.
 - + Matters approved and the percentage of votes in favor.
 - + Names and signatures of the Chairperson, vote counters, and vote supervisors.

- The members of the Board of Directors, vote counters, and vote supervisors are jointly responsible for the truthfulness and accuracy of the vote-counting report and for any damages arising from decisions passed due to inaccurate or dishonest vote counting.
- The vote-counting report and the resolutions must be published on the Company's website within 24 hours from the completion of the vote counting.
- The completed consent forms, vote-counting report, passed resolutions, and related materials must be kept at the Company's headquarters.
- Resolutions passed via written consent are valid if more than 50% of the total voting shares of all shareholders approve them, and they have the same effect as resolutions passed at the General Shareholders' Meeting.

4. Procedures for Holding the General Shareholders' Meeting to Approve Resolutions via Online Conference:

Shareholders' participation in online voting is conducted through the software system chosen by TCW.

a) Notification of the Online General Shareholders' Meeting:

- The invitation to the online General Shareholders' Meeting will follow the same procedure as the in-person meeting notification, as per the law and the Company's Charter. In addition to the required contents under the Charter, the invitation may also include details in accordance with this Regulation.
- The agenda of the meeting and relevant materials for the issues to be voted on will be sent to the shareholders and published on the Company's website and the online system. The person calling the meeting must also prepare guidance materials for shareholders to register and participate in the online meeting.

b) How to Register for the Online General Shareholders' Meeting:

The registration process for attending the online General Shareholders' Meeting before the meeting starts is clearly outlined in the meeting notice, including:

***Conditions for Participation:**

- Shareholders' names must appear in the shareholder list (DSCD) eligible to attend the meeting, as established by the Company's rights exercise notice.
- Authorized representatives must meet the legal and Charter requirements to attend.

***Technical Requirements:** Attendees must have an internet-connected electronic device (e.g., computer, tablet, mobile phone, or other internet-enabled devices).

***How the System Records Attendees:** The system will register a shareholder's attendance when they access the system using the login information provided and cast an electronic vote on any agenda item of the online General Shareholders' Meeting.

c) Providing Login Information and Casting Electronic Votes:

- The login link, username, password, and other identifying information (if applicable) for participating in the online General Shareholders' Meeting will be provided in the

meeting notice (or in another form as determined by the Board of Directors). Shareholders must ensure the security of their login credentials, as they are solely responsible for any actions taken using this information.

- If a shareholder requests a reissue of login information, the meeting organizers may notify them directly, or via email/phone. Reissued login details can only be provided based on the shareholder list approved by the Vietnam Securities Depository Center.
- Shareholders will use the provided login details to access the voting system and cast their votes during the online meeting as part of the agenda.

d) Authorization for Proxy Representation at the Online General Shareholders' Meeting:

*Shareholders can grant proxy authorization in accordance with Clause 2, Article 8 of this Regulation.

*Key points for online proxy authorization:

- Shareholders must provide complete information for online proxy authorization, especially the contact information (phone number, email, address) of the proxy representative. This information will be used to issue the login credentials for the proxy.
- Effectiveness of the Online Proxy Authorization:
 - + The proxy is valid only when the shareholder completes the online proxy form with all required information and submits it.
 - + The printed proxy form must bear the signature, full name, and seal (if an organization) of both the granting shareholder and the authorized representative.
 - + The Company must receive the original proxy form before the official start of the meeting.
- Canceling Online Proxy Authorization: A shareholder may cancel the proxy authorization by submitting a formal written request to the Company before the meeting begins. The effectiveness of the cancellation will be based on the time the Company receives the written request.
- Proxy cancellation becomes void if the authorized representative has already cast votes on any agenda items of the online General Shareholders' Meeting.

d) Discussion at the Online General Shareholders' Meeting:

*Principles:

- Discussions are only allowed within the prescribed time and regarding the issues presented in the meeting agenda.
- Only registered delegates may participate in the discussions.
- Delegates wishing to discuss an agenda item must register their intention according to the procedures specified in the meeting's working regulations.

- The Secretary will organize discussion points based on the order of registration and submit them to the Chairman.

***Response to Delegates' Questions:**

- Based on the discussions, the Chairman or a designated member will respond to delegates' questions.
- If time constraints prevent answering all questions during the meeting, the Company will provide responses afterward.

e) Online Voting Procedures:

***Voting Method:**

- Delegates will choose one of the three voting options: Approve, Disapprove, or Abstain for each agenda item in the electronic voting system.
- After selecting their vote, delegates must confirm their vote for the system to record it.

***Election Voting Method:**

- Elections will be conducted using a cumulative voting method: If the Company Charter does not stipulate otherwise, elections for the Board of Directors and Supervisory Board members must be conducted using the cumulative voting method (either equal voting or specifying vote numbers). Delegates will mark the "Cumulative Voting" box or specify the number of votes to cast for each candidate in the electronic voting system. Afterward, they must confirm the vote for the system to record it.
- Voting by resolution method (if applicable) will follow the same process outlined in Item a) of this section.

***Other Voting Regulations:**

- If a delegate does not vote on all agenda items, any unvoted items will be considered as the delegate not casting a vote for those issues.
- If new issues arise beyond the pre-sent agenda, delegates may vote on these additional items. If delegates do not vote on such additional items, it will be treated as though they abstained from voting on those issues.
- Delegates may change their vote (but cannot cancel it) before the system records the final vote count at the end of the voting period, as defined by the meeting's working regulations.
- If a delegate uses a number-based vote, any vote that does not match the total number of votes allocated to the delegate will be considered invalid.
- The voting period will be specified in the meeting's working regulations. Delegates can vote 24 hours a day, 7 days a week, except during system maintenance or other circumstances beyond the Company's control. After the voting period ends, no further votes will be recorded by the system.

f) Online Vote Counting:

When delegates vote or elect, the system will record the number of votes for, against, and abstentions.

g) Announcement of Vote Results:

- The vote count will be based on the number of valid electronic votes cast by shareholders or their authorized representatives, and/or other valid voting methods.
- The vote count will be calculated and reported by TCW's software or the electronic voting service provider.
- The results will be announced during the online General Shareholders' Meeting once the vote counting is complete and before the meeting adjourns. The vote counting committee is responsible for compiling and verifying the accuracy of the results.

h) Meeting Minutes of the Online General Shareholders' Meeting:

- The meeting minutes will be prepared in accordance with the procedures for in-person meetings. The minutes must be drafted and approved before the meeting adjourns.

i) Publication of Resolutions of the Online General Shareholders' Meeting:

- The resolutions from the online General Shareholders' Meeting must be published on the Company's website as required by law. The date of publication on the website will be considered the date shareholders receive the document.
- The Company will proceed with the necessary procedures to announce the resolutions of the online General Shareholders' Meeting according to the legal requirements and will keep them available at the Company's headquarters.

Article 3: Board of Directors

1. Role, Rights, and Obligations of the Board of Directors, and Responsibilities of Its Members:

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

b) Rights and Obligations of the Board of Directors:

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

c) Responsibilities of Board Members:

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

- + Attend all Board meetings and contribute opinions on the matters discussed.
- + Promptly and fully report to the Board any remuneration received from subsidiaries, affiliates, or other organizations.
- + Disclose related-party transactions between the Company, its subsidiaries, or companies under the Company's control, and Board members or their related parties.
- + Ensure timely disclosure when trading the Company's shares as per legal requirements.

2. Nomination, Election, Removal, and Dismissal of Board Members:

a) Term and Number of Board Members:

- The Board consists of 5 members.
- The term of a Board member shall not exceed 5 years, with the possibility of re-election for an unlimited number of terms. If all Board members' terms expire simultaneously, they continue to serve until new members are elected and take over their duties.

b) Structure, Standards, and Conditions for Board Members:

- The Board of Directors must ensure that at least one-third of its members are non-executive.
- Board members must meet the following standards and conditions:
 - + They must not fall under the restrictions set out in Clause 2, Article 17 of the Enterprise Law.
 - + They must possess professional qualifications and experience in business management or in the sector of the Company's operations, and they do not need to be shareholders.
 - + A Board member may serve as a member of up to three other boards or management bodies.
 - + Board members must not be family members of the CEO or other Company executives.
 - + Additional conditions as outlined in the Company's Charter.

c) Nomination and Election of Board Members:

- Once a candidate for the Board of Directors is identified, the Company must publish information about the candidates at least 10 days before the General Shareholders' Meeting via its website, so shareholders can review the candidates before voting. Each nominee must provide a written commitment to the accuracy and truthfulness of the personal information disclosed, and a commitment to fulfill the role with honesty, caution, and in the best interests of the Company, if elected. The information to be disclosed includes:
 - + Full name, date of birth, and professional qualifications.

- + Work history.
- + Other managerial positions held (including Board positions in other companies).
- + Interests related to the Company or its affiliates.
- + Any other information required by the Company's Charter.
- Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; from 65% or more may nominate up to seven (07) candidates..

d) Voting Method for Board Members:

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

d) Dismissal, Removal, and Replacement of Board Members:

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

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

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

4. Procedure and Formalities for Organizing Board Meetings:

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

b) Circumstances Requiring Extraordinary Board Meetings:

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

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

c) Board Meeting Notices:

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

d) Supervisory Board Members' Right to Attend Board Meetings:

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

đ) Conditions for Holding Board Meetings:

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

e) Voting Procedure:

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

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

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

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

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

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

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

Making minutes of Board of Directors meetings:

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

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

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

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

The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors meeting/resolutions of the Board of Directors to the members and such minutes/resolutions shall be valid evidence of the work carried out during the

meeting unless there are objections to the content of the minutes/resolutions within ten (10) days from the date of sending.

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

5. Subcommittees of the Board of Directors:

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

6. Selection, Appointment, and Removal of the Company Governance Officer:

a) Qualifications and Conditions for the Governance Officer:

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

b) Appointment of the Governance Officer:

The Governance Officer is appointed by the Board of Directors.

c) Grounds for Removal of the Governance Officer:

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

d) Notification of Appointment, Removal, or Dismissal of the Governance Officer:

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

đ) Rights and Duties of the Governance Officer:

- Advise the Board of Directors on organizing General Shareholders' Meetings and other matters relating to the Company and its shareholders.

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

Article 4. Supervisory Board:

1. Role, Rights, Duties, and Responsibilities of the Supervisory Board:

- The Supervisory Board is responsible for overseeing the Board of Directors and the CEO in managing and operating the Company.
- The Supervisory Board checks the appropriateness, legality, accuracy, and prudence of management and business operations; ensures consistency, systematics, and accuracy of accounting, statistics, and financial reporting.
- The Supervisory Board assesses the completeness, legality, and accuracy of the Company's business performance reports, annual and semi-annual financial reports, and the evaluation of the Board of Directors' management work, submitting a report to the General Shareholders' Meeting.
- The Supervisory Board reviews contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Shareholders' Meeting, providing recommendations on contracts or transactions that require approval from the Board or General Shareholders' Meeting.
- The Supervisory Board evaluates the effectiveness and efficiency of the Company's internal control systems, internal audits, risk management, and early warning systems.
- The Supervisory Board reviews the Company's accounting books, records, and other documents when necessary or at the request of the General Shareholders' Meeting or shareholders, as stipulated in Article 115, Clause 2 of the Enterprise Law.
- Upon request from shareholders, the Supervisory Board must conduct checks within 7 working days from receiving the request. The Board must report the results to the Board of Directors and the requesting shareholders or group of shareholders within 15 days of the completion of the check. The review by the Supervisory Board should not disrupt the normal operation of the Board of Directors or the Company's business.

- The Supervisory Board may recommend measures to the Board of Directors or the General Shareholders' Meeting to modify, improve, or reorganize the Company's management, supervisory, and operational structure.
- If the Supervisory Board discovers that any member of the Board of Directors or CEO violates the regulations under Article 165 of the Enterprise Law, it must immediately notify the Board of Directors in writing, demanding the cessation of the violation and proposing corrective actions.
- The Supervisory Board has the right to attend and participate in discussions at the General Shareholders' Meeting, Board of Directors meetings, and other Company meetings.
- The Supervisory Board may utilize independent consultants and the Company's internal audit department to perform its duties.
- The Supervisory Board may consult the Board of Directors before presenting reports, conclusions, and recommendations to the General Shareholders' Meeting.
- The Supervisory Board is authorized to check specific issues related to the Company's management and operations upon shareholders' requests.
- The Supervisory Board can request the Board of Directors to convene an extraordinary General Shareholders' Meeting.
- The Supervisory Board can replace the Board of Directors in convening a General Shareholders' Meeting within 30 days if the Board fails to convene a meeting as required by Clause 3, Article 140 of the Enterprise Law.
- The Supervisory Board may request the Chairman of the Board of Directors to convene a meeting.
- The Supervisory Board can review, extract, and copy the contents of the list of related persons and their interests as required by Clause 1 and Clause 2 of Article 164 of the Enterprise Law.
- The Supervisory Board proposes and recommends to the General Shareholders' Meeting the approval of the audit firm that is authorized to audit the Company's financial statements and conduct audits of the Company's operations when necessary.
- The Supervisory Board is accountable to the shareholders for its supervisory activities.
- The Supervisory Board monitors the Company's financial status and ensures that members of the Board of Directors, CEO, and other managers comply with laws in their activities.
- The Supervisory Board ensures coordination with the Board of Directors, CEO, and shareholders.
- If any member of the Board of Directors, CEO, or other managers violates the law or the Company's Charter, the Supervisory Board must notify the Board of Directors in writing within 48 hours, demanding the cessation of the violation and corrective actions.

- The Supervisory Board drafts its operating regulations and submits them for approval by the General Shareholders' Meeting.
- The Supervisory Board may witness the vote counting process and draft minutes if requested by the Board of Directors during a written shareholder vote to approve a General Shareholders' Meeting resolution.
- The Chairman of the Supervisory Board is responsible for leading the General Shareholders' Meeting in selecting a presiding officer if the Chairman of the Board of Directors is absent or temporarily unable to perform their duties, and the remaining Board members cannot elect a new presiding officer. In this case, the individual with the highest number of votes will preside over the meeting.
- The Supervisory Board performs other rights and duties as stipulated by the Enterprise Law, the Company's Charter, and resolutions of the General Shareholders' Meeting.

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

a) Tenure, Number, Composition, and Structure of Supervisory Board Members:

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

b) Standards and Conditions for Supervisory Board Members:

Supervisory Board members must meet the following standards and conditions:

- Not be subject to the restrictions outlined in Clause 2, Article 17 of the Enterprise Law.
- Have received education in one of the fields related to economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities.
- Not have familial relationships with members of the Board of Directors, CEO, or other executives.
- Not be an employee or manager of the Company; membership in the Board of Directors, or being a shareholder or employee of the Company is not required.
- Must not be working in the Company's accounting or finance department.
- Must not be a member or employee of the auditing organization that has been approved to audit the Company's financial reports for the past 3 consecutive years.
- Other standards and conditions as stipulated by applicable laws and the Company's Charter.

In addition to the above standards, Supervisory Board members must not have familial relationships with the Company's management or the parent company, nor be representatives of the capital of other entities, including state representatives in the parent company or the Company.

c) Nomination and Election of Supervisory Board Members:

- The nomination and election of Supervisory Board members are carried out according to the regulations in Clause 1 and Clause 2 of Article 27 of the Company's Charter. Shareholders holding voting shares may combine their voting rights to nominate Supervisory Board members.
- Shareholders or groups of shareholders holding from 10% to under 30% of voting shares may nominate one (1) Supervisory Board member; from 30% to under 40% may nominate up to two (2) members; from 40% to under 50% may nominate up to three (3) members; from 50% to under 60% may nominate up to four (4) members; and from 60% or more may nominate up to five (5) candidates.
- If the number of nominated candidates is insufficient, the current Supervisory Board may nominate additional candidates or organize nominations as per the Company's Charter, internal governance regulations, and the Supervisory Board's operating regulations. Any additional nominations must be publicly announced before the General Shareholders' Meeting votes.

d) Election Method for Supervisory Board Members:

The election of Supervisory Board members is conducted using a cumulative voting method. Each shareholder's voting rights are proportional to the number of shares owned, multiplied by the number of members to be elected. Shareholders may distribute their votes across multiple candidates or allocate all their votes to one or more candidates. The candidates with the highest votes are elected until the required number of Supervisory Board members is reached. If two or more candidates have equal votes for the last available position, a re-election will be held among those candidates or a decision will be made based on the criteria outlined in the election regulations or the Company's Charter.

e) Cases for Removal or Dismissal of Supervisory Board Members:

The General Shareholders' Meeting may remove a Supervisory Board member in the following cases:

- If they no longer meet the required standards or conditions to be a member of the Supervisory Board as outlined in Article 169 of the Enterprise Law.
- If they submit a resignation and it is accepted.
- In other cases as stipulated by the Company's Charter.

The General Shareholders' Meeting may dismiss a Supervisory Board member in the following cases:

- If they fail to complete their assigned duties.

- If they do not perform their duties and obligations for 6 consecutive months, unless due to force majeure.
- If they repeatedly and seriously violate their duties as a Supervisory Board member, as stipulated in the Enterprise Law and the Company's Charter.
- In other cases as per the General Shareholders' Meeting resolution.

f) Notification of Election, Removal, and Dismissal of Supervisory Board Members:

Notifications regarding the election, removal, or dismissal of Supervisory Board members must comply with regulations on information disclosure.

g) Salaries and Other Benefits for Supervisory Board Members:

Unless otherwise specified in the Company's Charter, salaries, allowances, bonuses, and other benefits for Supervisory Board members are as follows:

- Supervisory Board members are paid salaries, allowances, bonuses, and other benefits as determined by the General Shareholders' Meeting. The General Shareholders' Meeting decides the total amount of salaries, allowances, bonuses, other benefits, and the annual operating budget for the Supervisory Board.
- Supervisory Board members are reimbursed for reasonable costs of meals, accommodation, travel, and consulting services. The total salary and expenses will not exceed the annual operating budget approved by the General Shareholders' Meeting, unless otherwise decided by the meeting.
- The salaries and operating expenses of the Supervisory Board are accounted for as business expenses of the Company as per corporate income tax regulations and other relevant laws and must be reported separately in the Company's annual financial statements.

Article 5. Director

1. Role, Responsibilities, Rights, and Obligations of the Director:

a) The Director is responsible for managing the daily business operations of the company, under the supervision of the Board of Directors. The Director is accountable to the Board of Directors and the General Meeting of Shareholders for the execution of assigned duties and must report to these bodies when requested.

b) The Director manages the company in accordance with legal provisions, the Charter, and internal management regulations of the company. They must operate the company based on approved production, investment, financial plans, and the resolutions and decisions of the Board of Directors and General Meeting of Shareholders.

2. Appointment, Removal, and Contract with the Director:

a) Term, Qualifications, and Conditions of the Director:

- The Director's term is five (05) years and may be reappointed according to relevant legal regulations. The appointment may be invalidated based on the provisions in the employment contract. The Director must not be a person prohibited by law from holding this position and must meet the qualifications and conditions specified by law and the company's Charter.
 - Qualifications and Conditions of the Director: Not falling into the category specified in Clause 2, Article 17 of the Law on Enterprises; Not having family relationships with the company's management, the company's Supervisory Board members, or the parent company; Not a representative of state capital or capital of a business entity in the company or parent company; Must possess specialized knowledge and experience in business management.
- b) Appointment, Removal, Termination of Contract with the Director:
- The Board of Directors appoints a Board member or hires an external individual to serve as the Director.
 - The Director may be removed or terminated as specified in Article 37 of the Company's Charter.
- c) Announcement of Appointment, Removal, Contract Signing, and Termination:
- The appointment, removal, contract signing, or termination of the Director must be publicly disclosed according to the legal regulations on public information in the securities market.
- d) Salary and Other Benefits of the Director:
- The Board of Directors decides the Director's salary, bonus, and other benefits based on the company's business performance.
 - The Director's salary and operating costs are accounted for as business expenses according to legal tax provisions.

Article 6. Other Activities

1. Coordination Between the Board of Directors, Supervisory Board, and Director:

a) Procedure for Convening, Inviting, and Reporting Meetings:

- At all Board of Directors' meetings, the Chairman invites Supervisory Board members (the Head of the Supervisory Board and/or other members) and may invite the management team.
- At the Supervisory Board's meetings, the Head of the Supervisory Board may invite members of the Board of Directors or management team.
- At key management team meetings, the Director may invite members of the Board of Directors and Supervisory Board.
- The notice for meetings of the Board of Directors, Supervisory Board, and management team must specify the time, location, agenda, and relevant documents, and be sent at least three (03) days in advance.

- Meeting minutes and resolutions must be sent to all attendees within five (05) working days after the meeting ends.

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

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

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

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

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

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

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

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

- The Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors. Specifically:
 - + In case when implementing the resolutions and decisions of the Board of Directors, the Executive Director discovers an issue that is not beneficial to the Company, the Executive Director must immediately report to the Board of Directors for consideration and adjustment of the resolution or decision. If the Board of Directors does not adjust the resolution or decision, the Director must still implement it, but

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

and results of the inspection, the Board of Supervisors must discuss with the Board of Directors and the Board of Management before deciding to report to the General Meeting of Shareholders.

2. Regulations on Annual Evaluation of Operations, Rewards, and Disciplinary Actions for Board Members, Supervisors, Directors, and Other Managers:

a) Evaluation of Operations:

- The Board of Directors is responsible for establishing performance evaluation criteria for all members of the Board of Directors, the Director, and other managers (based on the evaluation criteria outlined in the Representative Regulations for the equity of TCT TCSG invested in other businesses).
- Annually, based on the assigned roles and established evaluation criteria, the Board of Directors organizes the evaluation of the performance of Board members and the Chairman of the Board.
- The performance evaluation of Supervisory Board members will be organized according to the method mentioned in the Regulations on the organization and operation of the Supervisory Board.
- The performance evaluation of the Director is carried out based on criteria approved by the Board of Directors.
- The performance evaluation of other managers is conducted according to internal regulations or based on their self-assessment.

b) Rewards:

- The Board of Directors is responsible for creating a reward system, which will be implemented based on performance evaluations as outlined in the previous section.
- Beneficiaries: individuals subject to the reward scheme set by the Board of Directors.
- Reward methods: cash; stock options.
- For Board members: The Board of Directors will decide within the scope of remuneration approved by the General Meeting of Shareholders.
- For department heads: Reward funding comes from the Company's Welfare Fund and other legal sources, or it will be considered a tax-deductible expense according to relevant legal regulations. The reward level will be based on the actual performance of the company each year, with the Director proposing it for Board approval.

c) Violation Handling and Discipline:

- The Board of Directors is responsible for creating a disciplinary system based on the Labor Code, the Company's valid Labor Regulations, and the nature and severity of violations. The highest form of discipline is dismissal.
- Board members, the Director, and other managers who fail to perform their duties with the required responsibility, honesty, and care will be held personally accountable for any damage they cause.

- Any Board member, Director, or manager found to be in violation of the law or company regulations will be subject to disciplinary action, administrative penalties, or criminal prosecution according to the disciplinary system and the law. If the violation causes harm to the company, shareholders, or other parties, they will be liable for compensation under the law.

Article 7. Effectiveness:

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

Recipients:

- Board of Directors;
- Supervisory Board;
- Management Board of the Company;
- Departments: Finance & Accounting; Planning & Business Development;
- Archive: Planning & Business Development, H05.

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

Ngo Van Ngu





SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Thu Duc, May 29, 2025

REGULATIONS ON THE OPERATIONS OF THE BOARD OF DIRECTORS

Pursuant to the Securities Law dated November 26, 2019;

Pursuant to the Enterprise Law dated June 17, 2020;

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

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

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

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

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

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

Chapter I **GENERAL PROVISIONS**

Article 1. Scope of Adjustment and Applicable Objects

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

Article 2. Principles of Operation of the Board of Directors

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

2. The Board of Directors delegates responsibility to the Director to organize and execute the resolutions and decisions of the Board.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

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

Article 4. Right to Access Information of Members of the Board of Directors

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

Article 5. Term and Number of Members of the Board of Directors

1. The Board of Directors consists of 05 members.
2. The term of each member of the Board of Directors is not more than 05 years and may be re-elected with no limit on the number of terms.

3. If all members of the Board of Directors reach the end of their term, they continue to serve until new members are elected and take over the work, unless otherwise stipulated by the Company Charter.

Article 6. Standards and Conditions for Members of the Board of Directors
Members of the Board of Directors must meet the following standards and conditions:

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

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors cannot concurrently hold the position of Director.
3. The Chairman of the Board of Directors has the following rights and duties:
 - a) Develop the program and plan of operation for the Board of Directors;
 - b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over meetings of the Board of Directors;
 - c) Organize the passing of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of implementing the resolutions and decisions of the Board of Directors;
 - đ) Chair the General Meeting of Shareholders;
 - e) Other rights and duties as stipulated by the Enterprise Law and the Company Charter.
4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal notice. If the Chairman is absent or unable to perform their duties, they must authorize another member of the Board of Directors in writing to carry out the rights and duties of the Chairman. In case no one is authorized or the Chairman passes away, is missing, is in detention, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation or

educational facility, has fled their place of residence, is restricted or incapable of civil actions, has difficulty in cognition or controlling actions, or is prohibited by the Court from holding office, the remaining members shall elect a new Chairman from among them by majority vote until a new decision by the Board of Directors is made.

5. If deemed necessary, the Board of Directors may decide to appoint a company secretary. The company secretary has the following rights and duties:
 - a) Assist in organizing the convening of General Meetings of Shareholders and Board of Directors meetings; record the minutes of meetings;
 - b) Support members of the Board of Directors in carrying out their assigned rights and duties;
 - c) Assist the Board of Directors in applying and implementing corporate governance principles;
 - d) Support the Company in building shareholder relations and protecting the legal rights and interests of shareholders, ensuring compliance with information disclosure obligations, publicizing information, and administrative procedures;
 - đ) Other rights and duties as stipulated in the Company Charter.

Article 8. Removal, Dismissal, Replacement, and Addition of Members to the Board of Directors

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

b) Except for the case in clause (a), the General Meeting of Shareholders will elect a new member to replace any member of the Board of Directors who has been removed or dismissed at the next meeting.

Article 9. Method of Election, Removal, and Dismissal of Board Members

1. Shareholders or a group of shareholders holding at least 10% of the total common shares have the right to nominate candidates for the Board of Directors. The process for nominating members to the Board of Directors is as follows:
 - a) The group of common shareholders must notify the other shareholders of the meeting before the General Meeting of Shareholders convenes;
 - b) Based on the number of Board members, the shareholders or group of shareholders as stipulated in this clause may nominate one or more candidates as Board of Directors candidates, according to the decision of the General Meeting of Shareholders. If fewer candidates are nominated than allowed, the remaining candidates will be nominated by the Board of Directors or other shareholders.
2. If the number of candidates nominated through the nomination process is still insufficient according to the requirements in Clause 5, Article 115 of the Enterprise Law, the current Board of Directors will introduce additional candidates or organize the nomination according to the Company Charter, internal corporate governance regulations, and the Board's operational rules. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes.
3. Voting for Board members must be conducted through a cumulative voting method, where each shareholder has voting rights corresponding to the number of shares owned, multiplied by the number of members to be elected to the Board of Directors. Shareholders can allocate all or part of their votes to one or more candidates. The candidates with the highest votes will be elected until the required number of members is reached. In case of a tie between two or more candidates for the last position, a re-election will be conducted among those candidates, or selection will be made according to election criteria or the Company Charter.
4. The election, removal, and dismissal of Board members are decided by the General Meeting of Shareholders based on a vote.

Article 10. Announcement of the Election, Removal, and Dismissal of Board Members

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, so that shareholders can learn about the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of the Company if

elected as a Board member. The information disclosed about candidates for the Board of Directors includes:

- a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions (including Board of Directors positions at other companies);
 - đ) Interests related to the Company and its related parties;
 - e) Other information (if any) as stipulated in the Company Charter;
 - g) The Company is responsible for disclosing information about other companies where the candidate holds a Board position, other management titles, and any related interests (if any).
2. The announcement of the results of the election, removal, or dismissal of Board members will follow the regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and implement the rights and duties of the company, except for rights and duties belonging to the General Meeting of Shareholders.
2. The rights and duties of the Board of Directors are defined by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:
 - a) Decide on the strategy, medium-term development plans, business plans, investment plans, and annual budget plans for the Company;
 - b) Propose the type of shares and the total number of shares to be offered for each type;
 - c) Decide on the sale of unsold shares within the total number of shares authorized for each type; decide on raising additional capital through other means;
 - d) Decide on the price of shares and bonds issued by the Company;
 - đ) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;
 - e) Decide on solutions for market development, marketing, and technology;
 - g) Approve and be responsible for:

- g1. Decisions on investments outside the company worth less than 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of the investment decision;
- g2. Investment projects, upgrades, construction, or purchasing fixed assets valued from VND 1 billion to under 35% (thirty-five percent) of the total asset value as recorded in the most recent financial report at the time of the project approval;
- g3. Contracts for purchasing goods and services necessary for regular business operations worth over VND 2 billion;
- g4. Each loan contract worth less than 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of contract approval;
- g5. Fundraising plans worth over VND 2 billion but under 35% (thirty-five percent) of the charter capital as recorded in the most recent financial report at the time of the fundraising decision.
- g6. Contracts for the lease of fixed assets with a term of over 12 months or with a value exceeding VND 4 billion but less than 35% of the total book value of fixed assets as recorded in the most recent financial report at the time the decision is made; decisions on lease contracts for the right to use; approval of unit prices, duration, and partners for lease contracts involving the Company's warehouses, yards, and infrastructure with terms over 12 months;
- g7. Lease contracts for assets with a value exceeding VND 4 billion but less than 35% of the total asset value as recorded in the most recent financial report at the time the lease contract decision is made; decisions on lease contracts for land use rights; approval of unit prices, duration, and partners for lease contracts involving the Company's warehouses, yards, and infrastructure with terms over 12 months;
- g8. Plans for liquidation or sale of fixed assets with a value under 35% of the total book value of fixed assets as recorded in the most recent financial report at the time the decision is made.
- h) Approve contracts for buying, selling, borrowing, lending, and other transactions that fall under the authority of the General Meeting of Shareholders as stipulated in Clauses 1 and 3, Article 167 of the Enterprise Law.
- i) Elect, remove, and dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the CEO and other key managers, including Vice CEOs and the Chief Accountant; decide on the salaries, allowances, bonuses, and other benefits for those managers; appoint representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies and decide on the remuneration and other rights of these representatives.
- j) Supervise and direct the CEO and other managers in the day-to-day operations of the Company.
- k) Decide on the structure, management model, and internal regulations of the Company; approve the establishment of subsidiaries, branches, representative offices,

and investments in or acquisitions of shares in other companies; appoint, remove, reward, or discipline representatives of capital shares or authorized representatives in the boards of members, boards of directors, auditors, or general meetings of other companies; supervise, evaluate, direct, and determine the remuneration and other rights of these individuals.

- l) Approve the agenda and materials for the General Meeting of Shareholders; convene the General Meeting or solicit shareholders' opinions to pass resolutions.
 - m) Present the audited annual financial report to the General Meeting of Shareholders.
 - n) Propose the dividend payout ratio; decide the timeframe and procedures for dividend payments or how to address losses incurred during business operations.
 - o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company.
 - p) Decide on the adoption of the Board of Directors' operational regulations, internal corporate governance regulations after being approved by the General Meeting of Shareholders; decide on the regulations for the Company's information disclosure.
 - q) Suspend the CEO's decisions if deemed illegal, in violation of the Charter, resolutions, or decisions of the General Meeting of Shareholders, Board of Directors, or to prevent losses.
 - s) Use the Company's assets and seal to carry out duties assigned by law and this Charter.
 - t) Appoint and dismiss individuals authorized by the Company to act as its commercial representatives and lawyers.
 - u) Borrowing and performing mortgage, collateral, guarantee, and compensation transactions for the Company within the value limits specified in this Charter and the Company's financial management regulations.
 - v) Approve the service price list and cost benchmarks related to the Company's business operations when there are discrepancies of 10% or more compared to the approved service price list and cost benchmarks (excluding prices for state-regulated raw materials and fuels such as gasoline, electricity, water, etc.).
 - x) The purchase or sale of shares or capital contributions in other companies.
 - w) Other rights and duties as prescribed by the Enterprise Law, Securities Law, and other relevant laws.
3. In case a resolution or decision made by the Board of Directors violates the law, the General Meeting of Shareholders' resolution, or the Company Charter and causes harm to the Company, the members who agreed to the resolution or decision will be jointly and individually liable for it and must compensate the Company for the damage; members who opposed the resolution or decision will be exempted from responsibility. In such cases, shareholders have the right to request the Court to suspend or annul the resolution or decision.

4. The Board of Directors must report to the General Meeting of Shareholders on the Board's performance as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Securities Law.

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

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

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

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the benefit of the Company;
 - b) The number of members remaining in the Board of Directors or the Supervisory Board is less than the minimum required by law;
 - c) At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene the meeting must be in writing, specifying the reasons and objectives of the meeting, signed by the relevant shareholders or in multiple copies with signatures from the involved shareholders;
 - d) At the request of the Supervisory Board;
 - đ) Other cases as provided by law and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Directors must convene the meeting within 30 days from the date the number of members in the Board of Directors or Supervisory Board falls below the minimum number required by the Company's Charter or from the date the request specified in points c and d of Clause 1 is received.

3. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints related to the shareholder list;
 - c) Prepare the agenda and content of the meeting;
 - d) Prepare materials for the meeting;
 - đ) Draft resolutions for the General Meeting based on the planned agenda; prepare a list and detailed information on candidates in case of electing members to the Board of Directors or Supervisory Board;
 - e) Determine the time and location of the meeting;
 - g) Send meeting invitations to all shareholders entitled to attend according to the provisions of the Enterprise Law;
 - h) Other tasks necessary for the meeting.

Article 14. Subcommittees and Assistance Committees of the Board of Directors

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

Chapter IV:

BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors Meetings

1. The Chairman of the Board is elected during the first meeting of the Board of Directors within 7 working days after the Board elections are concluded. This meeting is convened and chaired by the member with the highest vote count or percentage of votes. If more than one member has the same highest vote count, the members will vote according to the majority to select one to convene the meeting.
2. The Board of Directors must meet at least once per quarter but may meet on an extraordinary basis.
3. The Chairman of the Board convenes the Board of Directors meeting in the following cases:
 - a) At the request of the Supervisory Board;
 - b) At the request of the CEO or at least 5 other managers;
 - c) At the request of at least 2 Board members;
 - d) Other cases as stipulated in the Company's Charter.
4. The request specified in Clause 3 of this Article must be in writing, detailing the objectives, issues to be discussed, and decisions within the Board's authority.
5. The Chairman of the Board must convene the meeting within 7 working days from receiving the request as specified in Clause 3. If the meeting is not convened in accordance with the request, the Chairman is responsible for any damage to the Company, and the requesting party has the right to replace the Chairman in convening the meeting.
6. The Chairman or the person convening the meeting must send the meeting invitation at least 3 working days before the meeting, unless otherwise stipulated in the Company's Charter. The invitation must specify the time, location, agenda, issues to be discussed and decided upon, along with meeting materials and voting ballots for members. The invitation can be sent via paper, phone, fax, electronic means, or other methods stipulated in the Company's Charter.
7. The Chairman or the person convening the meeting must send the invitation and materials to the members of the Supervisory Board in the same manner as to the Board members. The members of the Supervisory Board have the right to attend Board meetings, participate in discussions but cannot vote.
8. A Board meeting is valid if at least 3/4 of the total members attend. If the meeting cannot meet this quorum, a second meeting may be convened within 7 days. This second meeting is valid if more than half of the Board members attend.
9. A Board member is considered present and voting if:
 - a) They attend and vote directly at the meeting;
 - b) They authorize another person to attend and vote as stipulated in Clause 11 of this Article;

- c) They attend and vote through an online meeting, electronic voting, or other electronic means;
 - d) They send a voting ballot to the meeting via mail, fax, or email;
 - đ) They send a voting ballot via other methods stipulated in the Company's Charter.
10. In case of sending voting ballots via mail, the ballot must be sealed in an envelope and received by the Chairman of the Board no later than 1 hour before the meeting starts. The ballot will only be opened in the presence of all meeting attendees.
 11. Members must attend all Board meetings. A member may authorize someone else to attend and vote if approved by the majority of the Board members.
 12. A resolution or decision of the Board of Directors is passed if the majority of attending members approve it. In case of a tie, the decision will be made by the Chairman's vote.

Article 16. Minutes of the Board of Directors Meetings

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

4. The minutes of the Board of Directors meetings and the materials used during the meeting must be kept at the Company's head office.
5. The minutes prepared in both Vietnamese and foreign languages have equal legal validity. In the case of discrepancies between the Vietnamese and foreign-language versions of the minutes, the content of the Vietnamese version will apply.

Chapter V:

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual Reporting

1. At the end of the fiscal year, the Board of Directors must present the following reports to the General Meeting of Shareholders:
 - a) The Company's business results report;
 - b) The financial report;
 - c) A report on the evaluation of the Company's management and operations;
 - d) The Supervisory Board's audit report.
2. The reports specified in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the Annual General Meeting of Shareholders, unless otherwise stipulated by the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the Supervisory Board's audit report, and the audit report must be kept at the Company's head office no later than 10 days before the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer deadline. Shareholders who have continuously held shares for at least one year have the right to personally or with the assistance of a lawyer, accountant, or certified auditor examine the reports specified in this Article.

Article 18. Remuneration, Bonuses, and Other Benefits for Board Members

1. The Company has the right to pay remuneration and bonuses to Board members based on business results and performance.
2. Board members are entitled to remuneration for their duties and bonuses. Remuneration is calculated based on the number of days required to complete their duties and the daily rate. The Board determines the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration for each Board member is considered a business expense for the Company according to tax regulations and is presented as a separate item in the Company's annual financial report. It must also be reported to the General Meeting of Shareholders at the annual meeting.
4. Board members holding executive positions or members working in subcommittees of the Board, or performing tasks outside the normal duties of a Board member, may

receive additional remuneration, such as fixed fees per task, salary, commissions, profit shares, or other forms of compensation as decided by the Board.

5. Board members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred while fulfilling their Board duties, including those related to attending General Meetings of Shareholders, Board meetings, or subcommittee meetings.
6. The Company may purchase liability insurance for Board members with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter.

Article 19. Disclosure of Related Interests

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

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

Chapter VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships Between Board Members

1. The relationship between Board members is a cooperative one, where each member is responsible for informing the others of matters related to the tasks they have been assigned.
2. During task execution, the Board member responsible for a specific area must proactively coordinate with other members if the task involves areas handled by other Board members. If there is disagreement between Board members, the responsible member must report to the Chairman of the Board for a decision or organize a meeting

to seek opinions from other members in accordance with the law, the Company's Charter, and these regulations.

3. In the case of a reassignment of duties among Board members, the involved members must hand over their tasks, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 21. Relationship with the Executive Board

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

Article 22. Relationship with the Supervisory Board

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

Chapter VII:

IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

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

On behalf of the Board of Directors,

CHAIRMAN

Ngo Van Ngu



PROPOSAL

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

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

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

Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019 and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing certain articles of the Securities Law, Accounting Law, Independent Auditing Law, State Budget Law, Public Assets Management and Use Law, Tax Management Law, Personal Income Tax Law, National Reserve Law, and Administrative Violation Law;

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

Based on the Charter of Tan Cang Warehousing Joint Stock Company;
Based on Resolution No. 02/2020/NQ-ĐHĐCĐ dated June 26, 2020 of the Annual General Meeting of Shareholders in 2020;

Based on the actual situation at the Company.

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

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

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

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

Members of the Supervisory Board for term III (2020 – 2024) include:

- (1) Ms. Nguyen Thi Thuy Nga

(2) Ms. Nguyen Thi Huyen

(3) Ms. Nguyen Hong Van

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

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

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

(1) Mr. Trinh Van Moi

(2) Mr. Ngo Van Ngu

(3) Mr. Doan Phi

(4) Mr. Tran Quang Thao

(5) Mr. Do Thanh Truong

(6) Other candidates (if any)

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

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

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

(1) Ms. Nguyen Thi Thuy Nga

(2) Ms. Do Phuong Thao

(3) Ms. Dang Thuy Trang

(4) Other candidates (if any)

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

Sincerely,

Recipients:

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

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

Ngo Van Ngu





Thu Duc, May 08, 2025

PROPOSAL

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

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

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

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

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

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

Sincerely,

Recipients:

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

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

Ngo Van Ngu

No.: 242/TTr-KVTC

Thu Duc, April 10, 2025

PROPOSAL
On the selection of an auditor

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

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
Pursuant to the Charter of Tan Cang Logistics Joint Stock Company,
The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the selection of an independent auditor to audit and review the Financial Statements in the fiscal year 2025 of Tan Cang Logistics Joint Stock Company as follows:

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

2. List of proposed auditing companies

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

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

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

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

Sincerely./.

Recipients:

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

On behalf of the Board of Supervisors
HEAD OF BOS

Nguyen Thi Thuy Nga

**RESOLUTION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Based on the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

Based on the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;

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

Based on the minutes of meeting No. 01/2025/BB-ĐHĐCĐ dated May 29, 2025 of the General Meeting of Shareholders of Tan Cang Warehousing Joint Stock Company.

RESOLVES:

Article 1. To approve the Report No. 01/2025/BC-HĐQT dated May 8, 2025, from the Board of Directors regarding the activities of the Board, the results of business operations in 2024, and the business plan for 2025 (attached report). The details are as follows:

1. Business Results for 2024:

a) Business results for 2024 (Consolidated figures):

Unit: million VND.

No.	Indicator	2023	Plan 2024	2024		
				Actual	% Plan 2024	% Year-on-Year
1	Total revenue, net income	948.670	952.901	1.068.368	112,1%	112,6%
1.1	Sales revenue	929.060	943.597	1.059.623	112,3%	114,1%
1.2	Financial income	12.299	7.601	8.330	109,6%	67,7%
1.3	Other income	7.601	1.703	361	21,2%	4,7%

No.	Indicator	2023	Plan 2024	2024		
				Actual	% Plan 2024	% Year-on-Year
1.4	Profit/loss in joint ventures and affiliates	(289)	-	55	-	-
2	Total expenses	822.008	825.941	933.849	113,1%	113,6%
2.1	Cost of goods sold	707.015	711.209	806.292	113,4%	114,0%
2.2	Financial expenses	2.783	1.798	1.584	88,1%	56,9%
2.3	Selling expenses	33.291	36.914	41.023	111,1%	123,2%
2.4	Administrative expenses	75.822	74.571	83.765	112,3%	110,5%
2.5	Other expenses	3.097	1.448	1.185	81,8%	38,2%
3	Profit before tax	126.662	126.960	134.519	106,0%	106,2%
3.1	Current income tax expense	28.961	28.835	32.186	111,6%	111,1%
3.2	Deferred income tax expense	290	0	(243)	-	-
4	Profit after tax	97.412	98.125	102.576	104,5%	105,3%

b) Business results for 2024 (Parent company figures):

- Production volume:

No.	Indicator	2023	Plan 2024	2024		
				Actual	% Plan 2024	% Year-on-Year
1	Warehouse output (tons)	1.099.934	1.144.720	1.314.489	114,8%	119,5%
2	Yard output (TEUs)	720.513	746.983	747.024	100,0%	103,7%
3	VTVN output (containers)	15.493	16.252	16.243	99,9%	104,8%

- Business Targets in 2024:

Unit: Million VND.

No.	Indicator	2023	Plan 2024	2024		
				Actual	% Plan 2024	% Year-on-Year
1	Total revenue, net income	786.022	811.144	878.864	108,3%	111,8%
1.1	Sales revenue	768.219	795.754	863.833	108,6%	112,4%
1.2	Financial income	17.201	13.690	14.712	107,5%	85,5%
1.3	Other income	602	1700	318	18,7%	52,9%
2	Total expenses	676.284	695.937	754.831	108,5%	111,6%
2.1	Cost of goods sold	583.914	603.794	654.857	108,5%	112,1%
2.2	Financial expenses	1.485	100	79	78,6%	5,3%
2.3	Selling expenses	25.287	28.300	29.984	106,0%	118,6%
2.4	Administrative expenses	63.175	62.793	69.445	110,6%	109,9%
2.5	Other expenses	2.423	950	467	49,2%	19,0%
3	Profit before tax	109.738	115.207	124.033	107,7%	113,0%
3.1	Current income tax expense	24.258	25.103	28.079	111,9%	115,8%
3.2	Deferred income tax expense	290	0	-243	-	-
4	Profit after tax	85.190	90.104	96.197	106,8%	112,9%

c) Investment activities results for 2024:

Unit: Million VND.

STT	Project – Equipment	Plan 2024	Actual 2024	Proportion
I	Basic Construction Investment (By Project Name)	-	-	-

STT	Project – Equipment	Plan 2024	Actual 2024	Proportion
II	Investment in Equipment and Technology (By Equipment Name) (a+b)	33.498	21.838	65,2%
a	Equipment Investment	22.268	11.918	53,5%
1	Purchase of 03 New Cars (Group 1)	7.746	7.746	100,0%
2	Purchase of 17 40-foot Trailers	4.172	4.172	100,0%
3	Purchase of 03 Internal Tractor Units (Group 2)	9.000	0	0%
4	Purchase of 03 Internal 45-foot Trailers	1.350	0	0%
b	Technology Investment	11.230	9.920	88.3%
1	Equipment and Network Infrastructure for Auto Gate	1.750	1.750	100,0%
2	Software Development for Auto Gate Implementation	1.950	1.950	100,0%
3	New Requirements for eWMS (CFS Warehouse and KNQ)	2.420	2.420	100,0%
4	Software Feature Expansion for eWMS 2024	1.500	1.500	100,0%
5	Additional Features on Handheld Devices for Forklifts	610	0	0%
6	Wireless Coverage Equipment for Warehouse Areas	3.000	2.300	76,7%
III	Capital Investment	3.600	3.600	100,0%
1	Capital Contribution to Tan Cang Warehouse Depot Company	3.600	3.600	100,0%
Total (I+II+III)		33.498	25.438	75,9%

2. Business Production Plan for 2025:

a) Business Production Plan for 2025 (Consolidated data):

Unit: Million VND.

No.	Indicator	2024	Plan 2025	
			Actual	% Year-to-Year
1	Total revenue, net income	1.068.368	1.145.381	107,2%
1.1	Sales revenue	1.059.623	1.136.012	107,2%
1.2	Financial income	8.330	8.558	102,7%
1.3	Other income	361	515	142,8%
1.4	Profit/loss from joint ventures and associates	55	295	536,3%
2	Total expenses	933.849	1.000.285	107,1%
2.1	Cost of goods sold	806.292	866.930	107,5%
2.2	Financial expenses	1.584	1.076	68,0%
2.3	Selling expenses	41.023	39.129	95,4%
2.4	Administrative expenses	83.765	91.772	109,6%
2.5	Other expenses	1.185	1.378	116,3%
3	Profit before tax	134.519	145.095	107,9%
3.1	Current corporate income tax expense	32.186	35.951	111,7%
3.2	Deferred corporate income tax expense	(243)	-	-
4	Profit after tax	102.576	109.145	106,4%

b) Business Production Plan for 2025 (Parent company data):

- Production plan for 2025:

No.	Indicator	2024	Plan 2025	
			2025	% Year-on-Year
1	Warehouse throughput (tons)	1.314.489	1.353.923	103,0%
1.1	Inbound CFS warehouse	775.165	796.870	102,8%
1.2	Outbound CFS warehouse	502.167	517.582	103,1%
1.3	Bonded warehouse	37.158	39.471	106,2%
2	Yard throughput (TEUs)	747.024	782.683	104,8%
2.1	Transshipment area	126.790	132.019	104,1%
2.2	Yard storage area	548.902	576.347	105,0%
2.3	Tan Cang Suoi Tien Depot	71.332	74.318	104,2%
3	VTVN throughput (containers)	16.243	17.900	110,2%

- Business Production Plan Targets for 2025:

Unit: million VND

No.	Indicator	2024	Plan 2025	
			2025	% Year-on-Year
1	Total revenue, net income	878.864	949.285	108,0%
1.1	Sales revenue	863.833	935.475	108,3%
1.2	Financial activity revenue	14.712	13.310	90,5%
1.3	Other income	318	500	157,0%
2	Total costs	754.831	815.223	108,0%
2.1	Cost of goods sold	654.857	712.215	108,8%
2.2	Financial expenses	79	32	41,1%
2.3	Selling expenses	29.984	27.812	92,8%

No.	Indicator	2024	Plan 2025	
			2025	% Year-on-Year
2.4	Administrative expenses	69.445	74.413	107,2%
2.5	Other expenses	467	750	160,6%
3	Profit before tax	124.033	134.062	108,1%
3.1	Current income tax expense	28.079	30.170	107,5%
3.2	Deferred income tax expense	-243	-	-
4	Profit after tax	96.197	103.891	108,0%

c) Investment Activity Plan for 2025:

Unit: million VND

No.	Project - Equipment	Total Investment	2025 Investment
I	Basic Construction Investment	9.400	9.400
1	Canopy (Warehouse 5 of 27 & Warehouse 01)	2.300	2.300
2	New Battery Charging House	6.500	6.500
3	Additional Fire Fighting System for Warehouse 5 Offices	600	600
II	Investment in Equipment and Technology (by specific equipment/technology)	57.400	29.890
a	Equipment Investment	40.050	12.540
1	Purchase of 03 Internal Trailers (45')	1.350	1.350
2	Purchase of 03 Internal Tractor Trucks (Group 2)	9.000	9.000
3	Purchase of 01 Electric Forklift outside Warehouse 05T	1.700	1.700
4	Purchase of 02 Forklift Trucks	28.000	490

No.	Project - Equipment	Total Investment	2025 Investment
b	Technology Investment	17.350	17.350
1	Replace Camera System for Warehouse 05	3.800	3.800
2	Add Cameras for Warehouse 2,3 (Thermal Cameras)	2.500	2.500
3	Add Features to eWMS Software for 2025	3.800	3.800
4	Firewall License + Antivirus Software	850	850
5	Anti-theft System for Warehouses	3.000	3.000
6	APS for Warehouse and Yard Areas	1.000	1.000
7	Install Security Cameras in Yard Area (GS Security), Warehouse 711	700	700
8	Upgrade Camera Storage System for Warehouse Areas	1.200	1.200
9	New Website Design	500	500
TOTAL (I+II)		66.800	39.290

Article 2. Approval of Report No. 02/BC-BKS dated May 8, 2025 by the Supervisory Board on its activities in 2024 (report attached).

Article 3. Approval of Submission No. 01/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding the approval of the audited 2024 financial statements (submission attached).

Article 4. Approval of Submission No. 02/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding the distribution of profits, appropriation and use of funds, dividend payment for 2024, and the 2025 plan (submission attached). Details are as follows:

1. Profit Distribution for 2024:

a) Profit distribution plan:

- Total profit before tax in 2024: VND 124,032,831,169
- Current Corporate Income Tax: VND 28,078,663,498

- Deferred Corporate Income Tax: (VND 243,074,622)
- Total net profit after tax: VND 96,197,242,293 (1)
- Net profit after tax to charter capital ratio: 48.1%

According to the Company's Charter, the resolution of the 2024 General Meeting of Shareholders, and business results in 2024, the profit is distributed as follows:

- Appropriation to Development Investment Fund: VND 15,945,929,137 (2)
- Appropriation to Bonus and Welfare Fund: VND 33,634,467,156 (3)
- Appropriation to Managerial Bonus Fund: VND 637,500,000 (4)
- Undistributed net profit for 2024 = (1) - (2) - (3) - (4): VND 45,979,346,000

b) 2024 Dividend Payment:

Based on the 2024 business results and accumulated profit as of December 31, 2024, Tan Cang Warehousing Joint Stock Company will pay dividends as follows:

- Undistributed net profit for 2024: VND 45,979,346,000
- Dividend payout at 23% of charter capital: VND 45,979,346,000
- Remaining accumulated undistributed profit: VND 0
- Dividend payment method: In cash
- Expected payment time: From June 2025

2. Profit Distribution Plan for 2025:

In 2025, after fulfilling tax obligations to the State and deducting expected offsets, the profit will be proposed to the General Meeting of Shareholders for distribution as follows:

- Planned net profit after tax: VND 103,891,323,685
- Appropriation to Development Investment Fund: VND 23,640,010,529
- Appropriation to Bonus and Welfare Fund (*): VND 33,634,467,156
- Appropriation to Managerial Bonus Fund (*): VND 637,500,000
- Profit for dividend distribution (23% of charter capital): VND 45,979,346,000
- Remaining undistributed profit: VND 0
- Dividend payment method: In cash

Payment schedule: To be decided appropriately by the Board of Directors (*) The Bonus and Welfare Fund and the Management Bonus Fund for 2025 will be adjusted based on actual 2025 business results in accordance with Circular No. 28/2016/TT-BLĐTBXH dated September 1, 2016 of the Ministry of Labour, Invalids and Social Affairs.

Article 5. Approval of Submission No. 03/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding remuneration payments for the Board of Directors and

Supervisory Board in 2024 and the plan for 2025 (submission attached). Details are as follows:

1. Remuneration for the Board of Directors and Supervisory Board in 2024:

In 2024, the total remuneration paid to members of the Board of Directors (BOD) and Supervisory Board (SB) was VND 360,000,000 (in words: Three hundred sixty million dong), including:

No.	Title	Quantity (persons)	Monthly remuneration (VND/person)	Annual total (VND/person)
I	Board of Directors			
1	Chairman of the BOD (*)	01	0	0
2	BOD Members	04	5.000.000	60.000.000
II	Board of Supervisors			
1	Head of the BOS	01	5.000.000	60.000.000
2	BOS Members	02	2.500.000	30.000.000

(*) The Chairman of the Board of Directors works in a full-time (executive) capacity.

2. Remuneration Plan for the Board of Directors and Supervisory Board in 2025:

The total proposed remuneration for members of the BOD and SB in 2025 is VND 372,000,000 (in words: Three hundred seventy-two million dong), including:

No.	Title	Quantity (persons)	Monthly remuneration (VND/person)	Annual total (VND/person)
I	Board of Directors			
1	Chairman of the BOD (*)	01	0	0
2	BOD Members	04	5.000.000	60.000.000
II	Board of Supervisors			
1	Head of the BOS	01	5.000.000	60.000.000
2	BOS Members	02	3,000,000	36,000,000

(*) The Chairman of the Board of Directors works in a full-time (executive) capacity.

Article 6. Approval of Submission No. 04/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding the approval of salary, remuneration, and bonus funds for 2024 and the plan for 2025 (submission attached). Details are as follows:

1. Implementation in 2024:

No.	Item	Plan 2024	Actual 2024
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1	Salary fund for employees	168.700.000.000	181.400.000.000
2	Salary and remuneration fund for Managers	4.560.000.000	5.460.000.000
2.1	Salary fund for full-time Managers	4.200.000.000	5.100.000.000
2.2	Remuneration fund for part-time Managers	360.000.000	360.000.000
3	Bonus fund for Managers	525.000.000	637.500.000

2. Plan for 2025:

No.	Item	Plan 2025
1	Salary fund for employees	193.700.000.000
2	Salary and remuneration fund for Managers	5.472.000.000
2.1	Salary fund for full-time Managers	5.100.000.000
2.2	Remuneration fund for part-time Managers	372.000.000
3	Bonus fund for Managers	637.500.000

Article 7. Approval of Submission No. 05/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding amendments to the Company's Charter (submission attached).

Article 8. Approval of Submission No. 06/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding amendments to the Company's Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors (submission attached).

Article 9. Approval of Submission No. 07/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding the dismissal of members of the Board of Directors and Supervisory Board for Term III (2020–2024) and the election of members of the Board of Directors and Supervisory Board for Term IV (2025–2029) (submission attached). Details are as follows:

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

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

- (1) Mr. Ngo Van Ngu
- (2) Mr. Do Thanh Truong
- (3) Mr. Doan Phi

(4) Mr. Tran Quang Thao

(5) Mr. Trinh Van Moi

Members of the Supervisory Board for term III (2020 – 2024) include:

(1) Ms. Nguyen Thi Thuy Nga

(2) Ms. Nguyen Thi Huyen

(3) Ms. Nguyen Hong Van

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

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

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

(1) Mr. Trinh Van Moi

(2) Mr. Ngo Van Ngu

(3) Mr. Doan Phi

(4) Mr. Tran Quang Thao

(5) Mr. Do Thanh Truong

(6) Other candidates (if any)

6. Approval of the number of members of the Supervisory Board for term IV (2025 – 2029). The number of members: 3 members.

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

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

(1) Ms. Nguyen Thi Thuy Nga

(2) Ms. Do Phuong Thao

(3) Ms. Dang Thuy Trang

(4) Other candidates (if any)

Article 10. Approval of Submission No. 08/2025/TTr-HĐQT dated May 8, 2025 by the Board of Directors regarding the proposal to approve the execution of contracts and transactions between the Company and Saigon Newport Corporation (the parent company) (submission attached).

The General Meeting of Shareholders hereby approves the execution of contracts and transactions between the Company and Saigon Newport Corporation (a major shareholder

holding 59.01% of the charter capital – the parent company), to be implemented in 2025 up until the 2026 Annual General Meeting of Shareholders. Details are as follows:

1. Scope of Contracts and Transactions

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

Article 11. Approval of Submission No. 242/TTr-KVTC dated April 10, 2025 by the Supervisory Board regarding the selection of an auditing firm for the 2025 financial statements (submission attached). Details are as follows:

1. Criteria for selecting an independent auditing firm:

- a) A reputable auditing firm approved by the State Securities Commission to audit public interest entities in the securities sector.
- b) No conflict of interest in auditing the Company's financial statements.
- c) Reasonable audit fee in accordance with the scope, content, and schedule required by the Company.

2. Approved list of selected auditing firms:

- A&C Auditing and Consulting Co., Ltd. – Hanoi Branch
- Deloitte Vietnam Co., Ltd.
- Ernst & Young Vietnam Co., Ltd.
- PWC Vietnam Co., Ltd.
- KPMG Vietnam Co., Ltd.

- 3. The Board of Directors is authorized to select one of the above auditing firms and to authorize the General Director to sign the contract in accordance with regulations.**

Article 12. Implementation provisions:

1. This Resolution was approved by the 2025 Annual General Meeting of Shareholders and shall take effect from May 29, 2025.
2. The General Meeting of Shareholders assigns the Board of Directors and the Executive Management to implement this Resolution in compliance with the law and

the Company's Charter, based on the 2025 business objectives, tasks, and financial plan as approved by the General Meeting of Shareholders.

Recipients:

- Company Shareholders
- Board of Directors, Supervisory Board,
Executive Management
- Filed: AGM Docs.

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

Ngo Van Ngu





**TAN CANG WAREHOUSING JOINT STOCK COMPANY
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

BALLOT CARD

DELEGATE CODE: TCW.000[●]

Shareholder name: [●]

Number of voting shares owned: [●] voting shares

Number of voting shares by proxy: [●] voting shares

Total number of voting shares represented: [●] voting shares



TAN CANG WAREHOUSING JOINT STOCK COMPANY
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VOTING BALLOT
DELEGATE CODE: TCW.000[●]

Shareholder name: [●]

Number of voting shares owned: [●] voting shares

Number of voting shares by proxy: [●] voting shares

Total number of voting shares represented: [●] voting shares

(Please tick the box corresponding to your opinion for each voting item below)

CONTENTS	Agree	Disagree	No opinion
Item 01: Approval of the 2024 business and investment results and the 2025 plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 02: Approval of the Report of the Board of Directors (BOD) on its 2024 activities and 2025 plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 03: Approval of the Supervisory Board's Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 04: Approval of the proposal on the audited 2024 financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 05: Approval of the proposal on profit distribution, appropriation and use of funds, and 2024 dividend and 2025 plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 06: Approval of the proposal on remuneration for the BOD and Supervisory Board for 2024 and the 2025 plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 07: Approval of the proposal on the salary, remuneration, and bonus funds for 2024 and the 2025 plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 08: Approval of the proposal on amending the Company Charter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 09: Approval of the proposal on amending the Company's internal corporate governance regulations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10: Approval of the proposal on dismissal of BOD and Supervisory Board members for Term III (2020–2024) and election of members for Term IV (2025–2029)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11: Approval of the proposal on entering into contracts and transactions between the Company and Saigon Newport Corporation (parent company)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12: Approval of the proposal on selection of the independent auditor for the 2025 financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Instructions:

Shareholders shall tick one of the three boxes: Agree / Disagree / No opinion for each item.

Date: May 29, 2025

DELEGATE

(Signature and Full Name)



**TAN CANG WAREHOUSING JOINT STOCK COMPANY
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

VOTING BALLOT FOR THE BOARD OF DIRECTORS ELECTION

DELEGATE CODE: TCW.000[●]

Shareholder name: [●]

Number of voting shares owned: [●] votes

Number of voting shares by proxy: [●] votes

Total number of voting shares represented: [●] votes

Total number of votes for the Board of Directors election: [●] votes

I agree to elect the following members to the Board of Directors for Term IV (2025–2029):

No.	Candidate Name	Vote Allocation (for all candidates)	Number of votes (for each candidate)
1	Mr./Ms. [...]		
2	Mr./Ms. [...]		
3	Mr./Ms. [...]		
4	Mr./Ms. [...]		
5	Mr./Ms. [...]		

Instructions:

- Delegates may vote for a number of candidates up to the number required (5 candidates).
- If distributing all votes equally among one or more candidates, delegates should check the "Vote Allocation (for all candidates)" box for the corresponding candidates.
- If distributing votes unevenly among multiple candidates, delegates should specify the number of votes in the "Number of votes" box for each corresponding candidate.

Date: May 29, 2025

DELEGATE

(Signature and Full Name)



TAN CANG WAREHOUSING JOINT STOCK COMPANY
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VOTING BALLOT FOR THE SUPERVISORY BOARD ELECTION

DELEGATE CODE: TCW.000[●]

Shareholder name: [●]

Number of voting shares owned: [●] votes

Number of voting shares by proxy: [●] votes

Total number of voting shares represented: [●] votes

Total number of votes for the Supervisory Board election: [●] votes

I agree to elect the following members to the Supervisory Board for Term IV (2025–2029):

No.	Candidate Name	Vote Allocation (for all candidates)	Number of votes (for each candidate)
1	Mr./Ms. [...]		
2	Mr./Ms. [...]		
3	Mr./Ms. [...]		

Instructions:

- Delegates may vote for a number of candidates up to the number required (3 candidates).
- If distributing all votes equally among one or more candidates, delegates should check the "Vote Allocation (for all candidates)" box for the corresponding candidates.
- If distributing votes unevenly among multiple candidates, delegates should specify the number of votes in the "Number of votes" box for each corresponding candidate.

Date: May 29, 2025

DELEGATE

(Signature and Full Name)