

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF VSC GREEN LOGISTICS JOINT STOCK COMPANY**

*(Approved by Resolution No. 01/2025/NQ-DHĐCĐ of the 2025 Annual General Meeting of Shareholders of VSC Green Logistics Joint Stock Company)*

### **CHAPTER I: GENERAL REGULATIONS**

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

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

#### **Basis :**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and related documents ("Enterprise Law")*
- *Securities Law No. 54/2019/QH14 dated November 26, 2019, and implementing guidelines ("Securities Law")*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law ("Decree 155/2020/ND-CP").*
- *The Charter of VSC Green Logistics Joint Stock Company and applying best practices in corporate governance suitable to the business operations of the enterprise.*

This regulation governs the following content:

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

#### **Article 2: Interpretation of terms**

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

9. *"Chairman of the Board of Directors"* (Chairman BOD) refers to the Chairman of the BOD of the Company;

10. *"Director"* (CEO) refers to the Director of the Company;

11. *"Chief Accountant"* (CA) refers to the Chief Accountant of the Company;

12. *"Non-executive member of the Board of Directors"* refers to a member of the Board of Directors who is not the CEO, Chief Accountant, or other executive officers of the Company;

13. *"Related person"* refers to an individual or organization defined in Clause 17, Article 4 of the Enterprise Law, Clause 34, Article 6 of the Securities Law;

14. *"State Securities Commission"* (SSC);

15. *"Vietnam Securities Depository and Clearing Corporation"* (VSD);

Other terms not defined in this Regulation will be understood as per the provisions of the Enterprise Law, Securities Law, and Decree No. 155/2020/ND-CP.

### **Article 3: Principles**

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

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

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

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

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

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

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

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



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

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

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

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

#### **Article 8: Method of counting votes**

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

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

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

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

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

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

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

2. Within 90 (ninety) days from the date the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders are posted on the Company's website, shareholders or groups of shareholders specified in Clause 3, Article 11 of the Charter have the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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



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

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

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

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

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

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

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

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

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

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

1. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The opinion form, along with the draft resolution and the explanatory documents, must be sent by guaranteed method to the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least 10 (ten) days before the deadline for returning the opinion form.
2. The opinion form must have the following main contents:
  - a. Name, head office address, business registration number;
  - b. Purpose of consultation.
  - c. Full name, permanent address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number of organization, head office address for organizational shareholders or full name, contact address, nationality, personal legal document number for authorized representative of organizational shareholders; number of shares of each type and number of votes of shareholders.
  - d. Issues requiring consultation to pass decisions.



- e. Voting options include yes, no, and no opinion.
- f. Deadline for returning completed questionnaires to the Company.
- g. Full name and signature of the Chairman of the Board of Directors.

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

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

- a. Mail. Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes.
- b. Send by fax or email. The ballot sent to the Company must be kept confidential until the time of vote counting.

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

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

- a. Name, head office address, business registration number.
- b. Purpose and issues to be consulted for decision making.
- c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes, with an appendix of the list of shareholders participating in voting.
- d. Total number of votes for, against and abstentions on each issue.
- e. The decisions were passed and the corresponding passing percentages.
- f. Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter.

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

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

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

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

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

In cases where the Company adopts modern technology to organize the General Meeting of Shareholders in an online format, the Company is responsible for ensuring that shareholders can attend

and vote through electronic voting or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 274 of Decree No. 155/2020/ND-CP.

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

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

1. Have full civil capacity, not be subject to the law prohibiting the management of enterprises. Have business capacity, leadership capacity and enterprise management organization capacity, have a deep understanding of business principles, priority is given to those who have many years of working experience in the Company's business sector, and have participated in enterprise management;

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

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

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

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

Shareholders or groups of shareholders owning 5% or more of total common shares have the right to nominate candidates for election to the Board of Directors according to the following regulations:

- If it accounts for 05% to less than 10%, it has the right to nominate 01 (one) member.
- If it accounts for 10% to less than 30%, it has the right to nominate 02 (two) members.
- If it accounts for 30% to less than 40%, it has the right to nominate 03 (three) members
- If it accounts for 40% to less than 50%, it has the right to nominate 04 (four) members.
- If it accounts for 50% to less than 60%, it has the right to nominate 05 (five) members.
- If it accounts for 60% to less than 70%, it has the right to nominate 06 (six) members.
- If it accounts for 70% to less than 80%, it has the right to nominate 07 (seven) members.
- If it accounts for 80% to less than 90%, it has the right to nominate 08 (eight) members.

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

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

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



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

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

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

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

- a. That member is not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;
- b. The member submits a written resignation to the Company's head office and is accepted;
- c. That member has a mental disorder and another member of the Board of Directors has professional evidence proving that he or she no longer has capacity to act;
- d. That member is absent from attending meetings of the Board of Directors continuously for 06 (six) months except in cases of force majeure;
- e. That member is removed from the Board of Directors by decision of the General Meeting of Shareholders;
- f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
- g. Representing shareholders who are legal entities when the legal entity loses its legal status or is dissolved;
- h. The shareholder is a legal entity and has withdrawn the right to represent.

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

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

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

In case the candidates have been identified in advance, information related to the candidates for the Board of Directors will be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting.

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

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

- a. Full name, date of birth;
- b. Educational level; Professional level
- c. Work history;

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

#### **CHAPTER IV: BOARD OF DIRECTORS MEETING**

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

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

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

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

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

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

##### **Article 23: Voting method**

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

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

3. Pursuant to Clause 10.f, Article 27 of the Company Charter, when a matter arises in a meeting of the Board of Directors relating to the level of interests of a member of the Board of Directors or relating to the voting rights of that member of the Board of Directors, such matter shall be referred to the chairman of the meeting and the chairman's decision relating to all other members of the Board of Directors shall be final, except in cases where the nature or scope of interests of the relevant member of the Board of Directors has not been fully disclosed;



4. A member of the Board of Directors who benefits from a contract specified in Article 36.5a and Article 36.5b of the Company 's Charter shall be deemed to have a significant interest in that contract.

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

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

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

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

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

Minutes are prepared in Vietnamese, recorded truthfully and completely. The chairman and the person recording the minutes shall sign and be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors' meeting. The minutes are kept at the company's head office.

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

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

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

## **CHAPTER V: SUPERVISION BOARD**

**Article 27: Standards of Controllers**

Controllers must meet the following standards and conditions:

1. Have full civil act capacity and not be prohibited from establishing and managing enterprises according to the provisions of the Enterprise Law; Not be a family member of a member of the Board of Directors, Director and other managers;

2. Not allowed to hold corporate management positions; not necessarily be a shareholder or employee of the Company;

3. Not working in the accounting or finance department of the Company;

4. Not a member or employee of the independent auditing firm that audited the Company's financial statements in the three (03) preceding years.

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

1. Shareholders or groups of shareholders holding at least 10% of total voting shares may pool their votes together to nominate candidates for the Board of Supervisors as follows:

- If it accounts for 10% to less than 20%, 01 (one) person can be nominated.

- If it accounts for 20% to less than 35%, 02 (two) people can be nominated.
- If it accounts for 35% to less than 50%, 03 (three) people can be nominated.
- If it occupies from 50% to less than 65%, 04 (four) people can be nominated.
- If it occupies 65% or more, all candidates are nominated.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

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

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

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

1. No longer meeting the standards and conditions to be a Controller as prescribed in Article 169 of the Enterprise Law;
2. Failure to exercise one's rights and obligations for 06 (six ) consecutive months without the approval of the Board of Supervisors;
3. That member is prohibited by law from being a member of the Board of Supervisors;
4. Such member resigns by written notice sent to the Company's head office and accepted;
5. That member is removed from the position of member of the Board of Supervisors according to the decision of the General Meeting of Shareholders;

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

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

### **CHAPTER VI: BUSINESS MANAGERS**

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

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

#### **Article 32: Standards of Company Executives**

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

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



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

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

2. The term of office of the Director is 05 (five) years and can be reappointed. The appointment may expire based on the provisions of the labor contract.

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

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

1. The Board of Directors may dismiss the Director when two-thirds (2/3) or more of the Board members vote in favor (in this case, the Director's vote is not counted) and appoint a new Director to replace him.

2. No longer meeting the standards and conditions specified in Article 32 of this Regulation;

3. Have a resignation letter;

4. In case the labor contract expires without being renewed, the Company's operator shall automatically terminate the contract;

5. Other cases according to labor law regulations.

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

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

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

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

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

a. Meeting invitations and accompanying documents for Board of Directors meetings are sent to members of the Supervisory Board at the same time as they are sent to members of the Board of Directors;

b. Resolutions of the Board of Directors are sent to the Board of Supervisors (and also sent to the Director) within a maximum of 03 (three) working days;

c. When the Supervisory Board proposes to select an independent Auditor, the Board of Directors must respond to the Supervisory Board;

d. Other contents requiring the opinion of the Supervisory Board must be responded to by the Supervisory Board within 07 (seven) working days.

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



a. Regularly inform the Board of Directors about performance results, consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

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

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

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

e. For recommendations related to the company's financial situation and operations, the Board of Supervisors must send relevant documents and materials at least 15 ( fifteen) working days before the expected date of receiving feedback;

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

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

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

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

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

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

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



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

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

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

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

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

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

#### **Article 39: Access to information**

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

2. This information and documents include:

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

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

1. The Director is the person who represents and manages the Company's operations, ensuring the Company operates continuously and effectively;
2. The Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of duties and powers and must report to these agencies when requested;
3. When there are proposals for measures to improve the Company's operations and management, the Director shall send them to the Board of Directors as soon as possible but not less than 07 (seven ) days before the date on which the content needs to be decided;
4. Other contents requiring the Board of Directors' opinion will be responded to by the Board of Directors within 07 (seven ) working days.

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

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

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

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

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

1. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
2. Prepare meetings of the Board of Directors; Supervisory Board and Shareholders' Meeting as requested by the Board of Directors or Supervisory Board;
3. Advice on meeting procedures
4. Attend meetings;
5. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
6. Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors and Supervisory Board members;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities ;
8. Act as a point of contact with stakeholders;
9. Keep information confidential according to the provisions of law and the Company's Charter;
10. Other rights and obligations as prescribed by law and the Company Charter.

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

1. The Board of Directors shall appoint at least one person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently serve as the Company Secretary. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.



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

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

#### **CHAPTER IX: IMPLEMENTATION AND EFFECT**

##### **Article 44: Amendments to the Regulations**

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

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

##### **Article 45: Validity**

This Charter consists of 9 chapters and 45 articles, approved by the General Meeting of Shareholders of VSC Green Logistics Joint Stock Company on March 10, 2025.

This regulation takes effect from the date of signing.

**ON BEHALF OF GMS  
CHAIRMAN  
CHAIRMAN OF THE BOARD**



**NGUYEN DUC DUNG**