



CÔNG TY CỔ PHẦN ĐẦU TƯ DỊCH VỤ VÀ PHÁT TRIỂN XANH

Mã số doanh nghiệp: 0201768923 | Địa chỉ: Lô CC2 – KCN MP Đình Vũ, Đông Hải 2, Hải An, Hải Phòng
Tel: (84) 0225.2838666 | Fax: (84) 0225.2838689 | Email: fgd@greenicd.com.vn | Website: www.greenicd.com.vn

Haiphong, February 14th 2025

NOTICE

On the 2025 Annual General Meeting of Shareholders

To: Shareholders of Green Development and Investment Service Joint Stock Company

The Board of Directors (BOD) of Green Development and Investment Service Joint Stock Company (stock code: GIC) respectfully invites you to attend the 2025 Annual General Meeting of Shareholders with details as follows:

1. **Venue:** 3rd Floor Meeting Room - Office Building - Lot CC2 - MP Đình Vũ Industrial Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City.

2. **Time:** 08:30', March 10th 2025.

3. **Agenda:**

- Report on BOD's activities year 2024; Reports on company business Performance, Investment in 2024 and Business, Investment Outlook for 2025;
- Board of Supervisors' Report in 2024;
- Audited financial statement 2024;
- Profit Distribution Plan for 2024;
- Business Plan for 2025 and Expected Dividend Rate for 2025;
- Selection of an Independent Auditing Firm;
- Approval of Contracts and Transactions under the Authority of the General Meeting of Shareholders;
- Change of the Company's name; Adjustment and addition of the Company's business lines; Amendment of Company's Charter
- Amendments and additions to the Internal Regulations on Corporate Governance;
- Dividend Distribution Plan and Share Issuance for Charter Capital Increase;
- Dismissal and additional election of members of the Board of Directors for term 2024-2027;
- Other contents concerning the authority/rights of Annual General Shareholders Meeting (if any).

4. **Conditions of Participants:**

- Shareholders holding GIC shares as per list ratified on February 7th 2025.
- Participants who are unable to attend the Meeting may authorize another person or Chairman of BOD in writing (*using the attached Proxy Statement*).

5. **Others:**

- Agenda and documents for the Meeting will be posted on the website of Green Development and Investment Service Joint Stock Company. Participants can view and download on website: <http://www.greenicd.com.vn> (item: Shareholder).



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- For the proper arrangement, participants are requested to confirm your attendance and Proxy Statement before 16:30 March 7th 2025 to Ms. Phạm Thị Thủy Nga by telephone (+84 225) 3836705, or email: ngapttt@viconship.com

6. Participants are kindly requested:

- To attend from 8:00' March 10th 2025 for procedure and getting documents.
- To present original ID card or Passport; and Proxy Statement in case of Proxy.



ON BEHALF OF BOD
CHAIRMAN

NGUYỄN ĐỨC DŨNG



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**GREEN DEVELOPMENT &
INVESTMENT SERVICE
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

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Haiphong, Feb 14th, 2025

NOTICE OF ADDITIONAL ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS (TERM 2024 – 2027)

To: Shareholders of Green Development and Investment Service Joint Stock Company

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Charter of Green Development & Investment Service Joint Stock Company;
- Pursuant to Company's Internal Governance Regulations.

The Board of Directors of Green Development & Investment Service Joint Stock Company hereby informs the Shareholders of the additional election of a member of the Board of Directors (BOD) for the 2024 – 2027 term as follows:

I. Reason for the Election

On February 4, 2025, one member of the BOD submitted a resignation letter due to personal reasons. To ensure the smooth operation of the Company, the General Meeting of Shareholders is required to elect a new Board member in accordance with legal regulations and the Company's Charter.

II. Number of BOD Members to be Elected: A total of one (01) member.

III. Requirements and Qualifications to be a member of BOD

To be a member of the BOD, a person shall satisfy the following requirements:

- 1) Possess full civil act capacity and not be subject to any prohibitions on enterprise management as prescribed by law. Have business acumen, leadership, and organizational management skills, as well as a deep understanding of business principles. Preference is given to candidates with extensive experience in the Company's industry and prior experience in enterprise management.
- 2) Be in good health, have high ethical standards, integrity, honesty, and legal awareness. Possess the capability and dedication to address the Company's long-term strategic issues;
- 3) A member of the Board of Directors is not required to be a shareholder of the Company;
- 4) A member of the Company's BOD must not concurrently hold a position on the BOD of more than five (05) other public companies.

IV. Application dossier for BOD's nomination and candidacy of BOD:

Application Dossier Requirements:

- 1) Candidacy Application/ Nomination Sheet for BOD's candidates (as provided form);
- 2) Self-declared Curriculum Vitae (as provided form);





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- 3) A copy of the Citizen Identification Card (ID card) or Passport;
 - 4) Copies of educational certificates and professional qualification documents.
- Shareholders are kindly requested to visit the Company's website (www.greenicd.com.vn) to download and use the templates specified in Sections 1 and 2 of Part IV of this Notice.

V. Procedure for Nomination/Candidacy

- 1) Shareholders or groups of shareholders holding at least **5% (five percent)** of the total outstanding ordinary shares have the right to nominate or self-nominate candidates for election to the BOD, as follows:

- Shareholders holding 5% to under 10%: Right to nominate one (01) candidate.
- Shareholders holding 10% to under 30%: Right to nominate two (02) candidates.
- Shareholders holding 30% to under 40%: Right to nominate three (03) candidates.
- Shareholders holding 40% to under 50%: Right to nominate four (04) candidates.
- Shareholders holding 50% to under 60%: Right to nominate five (05) candidates.
- Shareholders holding 60% to under 70%: Right to nominate six (06) candidates.
- Shareholders holding 70% to under 80%: Right to nominate seven (07) candidates.
- Shareholders holding 80% to under 90%: Right to nominate eight (08) candidates.

Shareholders or groups of shareholders meeting the above criteria and wishing to nominate or self-nominate candidates for election to the BOD must submit their application dossiers in person or via postal mail to the Company **before 16:00 on February 26, 2025**, at the following address:

GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY
Lot CC2 – MP Dinh Vu Industrial Zone, Dong Hai 2, Hai An, Hai Phong
Tel: 0225 2838 666 Fax: 0225 2838 689 E-mail: ngaptt@viconship.com

- 2) Any application dossier that does not comply with the requirements stated above shall be deemed invalid and will not be included in the official list of candidates for election. Nominees and nominators shall be responsible before the law and the Company for the accuracy and truthfulness of the nomination/self-nomination dossiers.
- 3) In the event that the number of candidates nominated or self-nominated is insufficient, the BOD shall supplement the list of candidates, provided that the additional candidates meet the required qualifications as prescribed by law and the Company's regulations.

Best Regards!

Recipients:

- Shareholders;
- BOD, Executive Board;
- Archive: VT.

On behalf of BOD
CHAIRMAN

NGUYEN DUC DUNG



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AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS GREEN DEVELOPMENT & INVESTMENT SERVICES JSC ON MARCH 10, 2025

No	Content	Time	Conducted by
1	Welcoming shareholders and distributing meeting documents	7:30 – 8:30	Organizing Committee
2	Opening of the meeting and report on shareholder eligibility verification	8:30 – 8:40	Organizing Committee
3	Introduction of the Presidium, the Secretariat, and the Vote Counting Committee		
4	Presentation of the meeting agenda and approval of the Meeting Regulations; Regulations on nomination, self-nomination, and additional election of Board of Directors (“BOD”) members for the 2024-2027 term.	8:40– 9:00	Presidium
5	Report of the Board of Directors on its activities in 2024; Report on business performance in 2024 and business plan for 2025.	9:00 – 9:15	Presidium
6	Board of Supervisors’ Report for 2024	9:15 – 9:20	Board of Supervisors
7	Presentation of proposals for shareholder approval.	9:20-9:40	Presidium
8	Discussion of the contents of the proposals.	9:40-9:50	General Meeting of Shareholders
9	Voting guidance and voting process.	9:50-10:00	Vote Counting Committee
10	Approval of the list of candidates for additional election of BOD members for the 2024-2027 term.	10:05-10:10	General Meeting of Shareholders
11	Guidance on the election process and conducting the election	10:10-10:20	Vote Counting Committee





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12	Break and tea reception	10:20-10:30	
13	Announcement of voting results for shareholder resolutions; Announcement of additional election results for BOD members for the 2024-2027 term.	10:30 – 10:40	Vote Counting Committee
14	Introduction of newly elected BOD members to the General Meeting.	10:40-10:45	BOD's member
15	Presentation of the Meeting Minutes.	10:45 – 10:50	Secretary
16	Approval of the Meeting Minutes and Declaration of Meeting Adjournment.	10:50 – 11:00	Presidium

ORGANIZING COMMITTEE





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GIẤY ỦY QUYỀN

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

Công ty Cổ phần Đầu tư Dịch vụ và Phát triển Xanh

LETTER OF AUTHORIZATION

The attendance at Green Development and Investment service JSC.,

Annual General Meeting of Shareholders 2025

Kính gửi: Ban tổ chức ĐHĐCĐ Công ty Cổ phần Đầu tư Dịch vụ & Phát triển Xanh

To: *The Meeting Organizer of Green Development & Investment service JSC,*

BÊN ỦY QUYỀN / THE PROXY GRANTOR

Tên cổ đông / Full name:

Số cổ phần sở hữu / Number of shares owned:

Địa chỉ / Address:

Tel.: Fax:

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

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

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

Legal Representative (for organization):

Số CCCD/Hộ chiếu: do cấp ngày.....

ID. /Passport No. issued by dated

BÊN NHẬN ỦY QUYỀN / THE PROXY

Họ và tên / Full name:

Số CCCD/Hộ chiếu: do cấp ngày.....

ID. /Passport No. issued by dated

Địa chỉ / Address: Tel.:

Nếu Quý cổ đông không tham dự được và chưa có người đại diện, có thể ủy quyền cho ông Nguyễn Đức Dũng - Chủ tịch HĐQT bằng cách đánh dấu vào ô vuông người được ủy quyền dưới đây.

In case your entrusted representative is not available, please authorize the Chairman to act on your behalf by click on his box:

☐ Ông Nguyễn Đức Dũng – Chủ tịch HĐQT / Chairman of BOD

Người nhận ủy quyền có quyền tham dự và biểu quyết các vấn đề thông qua tại cuộc họp Đại hội đồng cổ đông thường niên của Công ty Cổ phần Đầu tư Dịch vụ và Phát triển Xanh. Giấy Ủy quyền này có hiệu lực kể từ ngày ký cho đến khi kết thúc cuộc họp.

The Proxy shall present the Proxy Grantor to attend the Annual General meeting of shareholders of Green Development and Investment service JSC and execute all rights and obligations in relation to the authorized shares in such meeting. This authorization shall be effective upon its signing to the end of the Meeting.

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

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

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

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

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Haiphong, dd/mm/2025

DRAFT

ORGANIZATION REGULATIONS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

I. GENERAL REGULATIONS

Article 1. Scope of application

This Regulation applies to the organization of the 2025 Annual General Meeting of Shareholders (“General Meeting”) of **Green Development and Investment Service Joint Stock Company** (hereinafter referred to as the “Company”).

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

Article 2. Conditions for convening the General Meeting

The Annual General Meeting of Shareholders shall be convened if shareholders and/or their authorized representatives attending the meeting collectively represent more than **50% of the total voting shares**, as recorded in the shareholder list as of the final registration date, February 7, 2025.

II. Rights and obligations of participants in the General Meeting

Article 3. Conditions for Attending the General Meeting

All individuals and organizations holding GIC common shares, or their duly authorized representatives with written authorization (as per the shareholder list finalized on February 7, 2025, provided by the Vietnam Securities Depository and Clearing Corporation), are eligible to attend the General Meeting.

Article 4. Regulations on Authorization

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

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

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

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

1. Rights of Shareholders Attending the General Meeting:

- Upon attending the General Meeting of Shareholders, each shareholder or their duly authorized representative shall receive a Direct Voting Card and Voting Card for meeting content, which indicate the number of shares owned, the number of shares represented by proxy, and the corresponding voting rights.
- Have the right to discuss and vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Company's Charter and relevant regulations; participate in electing members of the Board of Directors per the Company's regulations and applicable laws.
- Receive meeting documents and the agenda of the General Meeting.
- Shareholders arriving late are entitled to register and participate in the General Meeting, as well as vote on ongoing matters. However, the Chairperson is not obligated to pause the meeting for late registrants, and the validity of previously voted matters remains unchanged.

2. Obligations of Shareholders Attending the General Meeting:

- Before entering the meeting room, shareholders or authorized representatives must complete the registration procedures with the Organizing Committee and present the following original documents:
 - + A valid Invitation Letter (if applicable);
 - + Legal documents verifying the shareholder's information as per the finalized shareholder list;
 - + A valid Letter of Authorization (if applicable).
- Comply with the Law on Enterprises, the Company's Charter, and the Meeting Regulations;
- Upon entering the meeting room, shareholders/authorized representatives must sit in their designated areas as instructed by the Organizing Committee, maintain order, strictly follow the rules and regulations of the General Meeting, adhere to the Chairperson's instructions, and respect the resolutions adopted at the Meeting.
- During the discussion session, under the guidance of the Chairperson, shareholders or their representatives may have the right to speak directly at the meeting room; submit written

comments via the Feedback Form, which will be forwarded to the Secretariat for review and response; all comments should be concise, relevant, and limited to agenda items approved by the General Meeting.

- Any recording or video recording of the Meeting must be publicly announced and approved by the Chairperson before execution;
- Shareholders must participate in discussions and voting on matters at the General Meeting;
- If a shareholder or an authorized representative chooses not to vote on a specific matter, they shall be considered as having no opinion on that matter and shall waive any right to dispute or file complaints regarding related voting rights.

Article 6. Shareholder Eligibility Verification Committee

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

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

1. Chairperson of the General Meeting

- The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors, unless otherwise stipulated by law.
- The Chairperson's decisions regarding procedural, substantive matters, or any unforeseen events arising during the General Meeting of Shareholders shall be final.
- The Chairperson is authorized to take all necessary measures to conduct the General Meeting in a lawful, orderly manner that reflects the will of the majority of attending shareholders.
- The Chairperson has the right to request the Organizing Committee or competent authorities to maintain order during the meeting and to remove any individual who fails to comply with the Chairperson's authority, intentionally disrupts order, or hinders the fair and lawful conduct of the meeting.
- The Chairperson may refuse to respond to or may simply acknowledge shareholder comments if such comments are beyond the scope of the meeting's agenda.

- The Chairperson shall appoint one or more persons to serve as the Secretariat of the meeting.
- The Chairperson may postpone the General Meeting of Shareholders, provided that the quorum has been met, for a maximum period of three (03) business days from the scheduled opening date. The postponement or change of venue is only permitted under the following circumstances:

- + The venue does not have sufficient seating capacity for all attendees;
- + Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
- + Attendees obstruct or disrupt order, posing a risk that the meeting cannot proceed fairly and lawfully.

2. Secretariat of the General Meeting

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

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

Article 8: Vote Counting Committee

- The Vote Counting Committee shall consist of one (01) Head and two (02) members, who are nominated by the Chairperson of the General Meeting and approved by the General Meeting through voting.
- The Vote Counting Committee is responsible for inspecting, counting, and supervising the voting and election process of shareholders, organizing the ballot counting, and determining the election and voting results of shareholders regarding the matters submitted for approval at the General Meeting.
- The Vote Counting Committee is responsible for preparing the minutes of the vote counting results, announcing them to the General Meeting, and submitting the minutes along with all votes to the Chairperson of the General Meeting or the Secretariat.



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- During the performance of its duties, the Vote Counting Committee must act with honesty and accuracy and shall be responsible for the results thereof.
- The Vote Counting Committee may have additional assistants to distribute and collect votes in a timely manner, ensuring that the General Meeting proceeds according to schedule.

III. CONDUCT OF THE GENERAL MEETING

Article 9: Conditions and Manner of Conducting the General Meeting

The General Meeting of Shareholders shall be convened when shareholders or authorized representatives attending the meeting represent more than 50% of the total voting shares of the Company, as recorded in the list of shareholders as of the final registration date, **February 7, 2025**.

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

Article 10: Voting Procedures for Resolutions at the General Meeting

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

Article 11. Classification of Voting cards

* Valid Voting cards:

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



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- It follows the official template issued by the Organizing Committee and bears the Company's official seal as required.

- It is not torn, erased, or altered. If additional content is included, it must correspond to the specific item number on the agenda, without any extra content other than what is required by the Organizing Committee.

- For each voting matter, only one (01) out of the three (03) available voting options is selected.

- It is duly signed by the shareholder or the shareholder's authorized representative and submitted within the voting period prescribed by the Vote Counting Committee.

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

- The voting card does not follow the official template issued by the Organizing Committee.;

- The voting card is torn, crossed out, erased, altered, or contains additional content/symbols not authorized.

- The voting card selects multiple options for the same voting matter. However, if a voting ballot meets all the validity criteria but contains one or more invalid votes for specific matters, the valid votes on the same voting card shall still be counted towards the final voting result.

- The voting card is not duly signed by the shareholder or the authorized representative.

- The voting card is not submitted within the prescribed voting period set by the Vote Counting Committee.

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

*** Verification and Compilation of Results:**

- Once collected, voting cards shall be verified for validity according to the specified regulations.

- The voting results shall be determined for each voting matter and calculated as a percentage (%) rounded to two (02) decimal places.

- The Vote Counting Committee shall be responsible for compiling the voting results and preparing the Vote Counting Report. The report must be signed by all members of the Vote Counting Committee to certify its accuracy, transparency, and compliance with established voting principles and procedures.

- The Vote Counting Report shall include the following details: the number of shares voting for each matter, the number of valid and invalid votes, and the voting ratios for each voting status (Agree, Disagree, No Opinion).

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

Article 12: Speaking at the General Meeting and Casting Votes

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

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

Article 13. Approval of Resolutions at the General Meeting

Resolutions of the General Meeting of Shareholders shall be approved when they receive consent from shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders, in accordance with the voting ratio stipulated in the Company's Charter and the Law on Enterprises.

Article 14: Minutes of the General Meeting of Shareholders

- All discussions and decisions at the General Meeting of Shareholders shall be recorded by the Secretary in the meeting minutes. The meeting minutes shall be read and approved before the meeting is adjourned.



CÔNG TY CỔ PHẦN ĐẦU TƯ DỊCH VỤ VÀ PHÁT TRIỂN XANH

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- The minutes of the General Meeting of Shareholders, the appendix of the shareholder list, the minutes of shareholder eligibility verification, the ballot counting minutes, and other relevant documents shall be kept at the Company's headquarters.
- The minutes of the General Meeting of Shareholders must be published on the Company's website within 24 hours from the conclusion of the General Meeting.

Article 15: Resolutions of the General Meeting of Shareholders

- Based on the approved minutes of the General Meeting of Shareholders, the Chairperson of the Meeting shall sign and issue the General Meeting of Shareholders' resolutions on matters that have been voted on.
- The resolutions of the General Meeting of Shareholders shall be announced to shareholders by publishing them on the Company's website at the following link: <http://www.greenicd.com.vn> (under the "Shareholder Information" section).

IV. ENFORCEMENT PROVISIONS

Article 16: Effective Date

This Regulation consists of four (04) sections and sixteen (16) articles and shall take effect immediately upon approval at the 2025 Annual General Meeting of Shareholders.

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

**Chairperson
Chairman of BOD**

NGUYEN DUC DUNG





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**GREEN DEVELOPMENT AND
INVESTMENT SERVICE
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Haiphong, dd/mm/2025

**REGULATIONS ON SUPPLEMENTARY ELECTION
OF THE BOARD OF DIRECTORS FOR THE 2024-2027 TERM
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 on June 17, 2020;
- Pursuant to Charter of Green Development and Investment Service Joint Stock Company.

The supplementary election of a member of the Board of Directors (BOD) for the 2024-2027 term at the 2025 Annual General Meeting of Shareholders shall be conducted in accordance with the following regulations:

**I. THE CHAIRPERSON OF THE MEETING SHALL PRESIDE OVER THE ELECTION
WITH THE FOLLOWING RESPONSIBILITIES:**

- Presenting the list of eligible nominees and candidates for the BOD.
- Addressing any complaints regarding the election process (if any).

II. NOMINATION, CANDIDACY REGULATIONS, AND BOD QUALIFICATIONS

- Term: The remaining duration of the 2024-2027 term.
- Number of BOD members for the 2024-2027 term: 05 members.
- Number of additional members to be elected: 01 member.
- Number of BOD candidates: Unlimited.

1. Right to nominate, self-nominate

- Shareholders or groups of shareholders holding at least 5% of the total voting shares as of the record date for Annual General Meeting of Shareholders participation (February 7, 2025) shall have the right to nominate or stand for election to the BOD under the following regulations: Holding from 5% to less than 10%: entitled to nominate one (1) candidate; Holding from 10% to less than 30%: entitled to nominate a maximum of two (2) candidates; Holding from 30% to less than 40%: entitled to nominate a maximum of three (3) candidates; Holding from 40% to less than 50%: entitled to nominate a maximum of four (4) candidates; Holding from 50% to less than 60%: entitled to nominate a maximum of five (5) candidates; Holding from 60% to less than 70%: entitled to nominate a maximum of six (6) candidates; Holding from 70% to less than 80%: entitled to nominate a maximum of seven (7) candidates; Holding from 80% to less than 90%: entitled to nominate a maximum of eight (8) candidates.

- In the event that the number of nominees and candidates is insufficient to meet the required number of BOD members or if the nominees do not meet the necessary qualifications, the incumbent BOD shall nominate additional candidates to fulfill the required number. The method of nomination by the





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incumbent BOD must be clearly announced and approved by the Annual General Meeting of Shareholders before implementation. Shareholders or groups of shareholders shall submit the nomination and candidacy dossiers for BOD membership to the Company in accordance with the Notice on Supplementary Election of BOD Members for the term 2024-2027.

2. Requirements and Qualifications to be a member of BOD

To be a member of the BOD, a person shall satisfy the following requirements:

- Possess full civil act capacity and not be subject to any prohibitions on enterprise management as prescribed by law. Have business acumen, leadership, and organizational management skills, as well as a deep understanding of business principles. Preference is given to candidates with extensive experience in the Company's industry and prior experience in enterprise management.
- Be in good health, have high ethical standards, integrity, honesty, and legal awareness. Possess the capability and dedication to address the Company's long-term strategic issues;
- A member of the Board of Directors is not required to be a shareholder of the Company;
- A member of the Company's BOD must not concurrently hold a position on the BOD of more than five (05) other public companies.

III. ELECTION REGULATIONS

1. Voting Rights:

All shareholders, whether individuals or organizations, holding common shares of GIC, or their legally authorized representatives (as per the shareholder list finalized on February 7, 2025, provided by the Vietnam Securities Depository and Clearing Corporation), shall have the right to vote at the Annual General Meeting of Shareholders upon completing registration and eligibility verification.

2. Voting Principles and Procedures:

- a. The election of BOD members shall be conducted through the cumulative voting method, whereby each shareholder/authorized representative has a total number of votes equivalent to the number of shares held multiplied (x) by the number of BOD members to be elected.
- b. Voting card shall be cast into the voting card box under the supervision of the Chairperson and shall close once the last shareholder has voted or upon the expiration of the voting period as announced/guided by the Chairperson or the Election Committee, whichever comes first.

3. Voting card, voting process

- Each shareholder/authorized representative shall receive **one (1) voting card** for electing BOD members, issued by the Company, and assigned a unique shareholder code.
- If a voting card is incorrectly filled out, the shareholder/authorized representative may request a new voting card from the Vote Counting Committee.
- How to fill out the voting card:
 - + Shareholders/authorized representatives may vote for up to the total number of candidates required to be elected. They may distribute their total votes among one or multiple candidates or allocate all votes to a single candidate.
 - + There are two ways to fill out the voting card:



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❖ Option 1: Shareholders/authorized representatives mark (x) in the column "Divide total number of votes equally among selected candidates" corresponding to the chosen candidates. Accordingly, the Vote Counting Committee will equally distribute the total votes of the shareholder/authorized representative among all selected candidates.

❖ Option 2: Shareholders shall clearly specify the number of votes in the column "Vote for a specific number of candidates" corresponding to the candidate(s) selected by the shareholder or their authorized representative. In this case, the total number of votes allocated to all selected candidates must not exceed the total number of votes the shareholder or authorized representative is entitled to.

Note: In case a shareholder or their authorized representative marks the column "Divide total number of votes equally among selected candidates" while also specifying a number of votes in the column "Vote for a specific number of candidates," the Vote Counting Committee shall use the number of votes recorded in the "Vote for a specific number of candidates" column as the basis for calculating the election results.

- Invalid voting card:

A voting card shall be deemed in valid if:

- + It is not issued by the Organizing Committee;
- + It contains more candidates than permitted or includes names that are not on the official list of nominees and candidates;
- + The total number of votes for candidates exceeds the total number of votes allocated to the shareholder or their authorized representative, or the number of selected candidates exceeds the approved number of Board members to be elected.
- + It is altered, torn, erased, or contains additional content not permitted;
- + It is submitted to the Vote Counting Committee after the voting period has ended;
- + It lacks the signature of the shareholder or their authorized representative.

4. Vote Counting Committee and its responsibility:

The Vote Counting Committee is nominated by the Chairperson of the General Meeting and approved by the General Meeting of Shareholders. It has the following responsibilities:

- Check the voting card box in the presence of shareholders attending the General Meeting;
- Provide detailed instructions on completing the voting card under the cumulative voting method;
- Verify the validity of voting cards, objectively count the election results, and ensure the accuracy of the voting outcome;
- Consolidate election results and prepare the Vote Counting Minutes. The minutes must be signed by all members of the Vote Counting Committee or its Head to confirm accuracy, transparency, and compliance with voting principles and procedures;
- Handover the Vote Counting Minutes and all voting cards to the Secretary of the General Meeting;
- Coordinate with the Chairperson of the General Meeting to address any election-related complaints and report them to the General Meeting of Shareholders for resolution.
- The Vote Counting Minutes must include the following details:



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- + Total number of voting shares present at the General Meeting, number of valid voting cards, and number of invalid voting cards;
- + Number of votes received by each candidate;
- + Percentage of votes each candidate received out of the total votes;
- The Head of the Vote Counting Committee is responsible for ensuring the legality, order, and procedure of the voting process and shall report the election results to the General Meeting on behalf of the Chairperson.

V. PRINCIPLES OF ELECTION RESULTS

- Candidates elected as members of the Board of Directors are determined based on the highest number of votes, in descending order, until the required number of Board members is filled.
- In the event that two or more candidates receive the same number of votes for the final available position(s), a re-election will be conducted among these candidates to determine the successful one(s).
- If, after the re-election, the required number of Board members is still not filled, the General Meeting of Shareholders may vote on whether to leave the position(s) vacant and conduct a supplementary election in the next General Meeting.

VII. EFFECTIVENESS

This Election Regulation shall take effect immediately upon approval by the General Meeting of Shareholders and shall remain in force until the conclusion of the 2025 Annual General Meeting of Shareholders of Green Development and Investment Service Joint Stock Company.

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Haiphong, dd/mm/2025

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS**

Chairperson - Chairman of BOD

NGUYEN DUC DUNG



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

PART I

REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

I. ACTIVITIES OF THE BOARD OF DIRECTORS

1. Human Resources of the Board of Directors

At the Annual General Meeting of Shareholders on March 15, 2024, the Board of Directors for the 2024-2027 term was elected, consisting of five members. According to Resolution No. 04/2024/NQ-HĐQT dated March 15, 2024, the Board of Directors unanimously elected Mr. Nguyen Duc Dung as the Chairman. The current structure of the Board of Directors is as follows:

- Mr. Nguyen Duc Dung - Chairman of the Board
- Mr. Nguyen The Trong - Member of the Board
- Mr. Dong Trung Hai - Member of the Board
- Mr. Nguyen Kim Duong Khoi - Member of the Board
- Ms. Tran Thi Phuong Anh - Member of the Board

2. Meetings of the Board of Directors

In 2024, the Board of Directors held regular meetings either in person or via email. These meetings ensured timely decision-making and adherence to resolutions approved by the General Meeting of Shareholders (GMS). Key decisions made in 2024 include:

Seg	Resolution/D ecision No.	Day	Content	Passage Rate
1	01/2024/NQ -HDQT	January 08, 2024	<p>Approval on organizing the 2024 Annual General Meeting of Shareholders of Green Development and Investment Service Joint Stock Company, specifically as follows:</p> <ul style="list-style-type: none"> - Implementation ratio: 1 share – 1 voting right - Time of organization: Expected March 2024 - Congress venue: Will be announced later - Last registration date to exercise the right to attend the meeting: January 31, 2024 - Meeting content: <ul style="list-style-type: none"> • Board of Directors' performance report 2023. • Audited financial statements 2023. • Report on production and business activities in 2023 and production and business plan in 2024. • Board of Supervisors' performance report 2023. • Election of members of the Board of Directors and 	100%



			<p>Inspection Committee for the 2024-2027 term</p> <ul style="list-style-type: none"> Issues under the authority of the General Meeting of Shareholders. 	
2	02/2024/NQ -HDQT	February 26, 2024	<p>Article 1: Approval on the transfer of common shares at Quang Binh - Dinh Vu Dry Port Joint Stock Company from existing shareholders of Quang Binh - Dinh Vu Dry Port Joint Stock Company to serve business expansion as follows:</p> <ul style="list-style-type: none"> - Transferor: Green Logistics Center Company Limited, is an existing shareholder of Quang Binh - Dinh Vu Dry Port Joint Stock Company . - Transfer object: common shares at Quang Binh - Dinh Vu Dry Port Joint Stock Company, tax code: 0201973263 ("VGI"). - Number of shares GIC currently owns at VGI: 4,449,863 shares, equivalent to 9.51% of VGI's charter capital. - Number of shares GIC received for transfer: 1,779,992 shares. - Number of shares GIC owns at VGI after transfer: 6,229,855 shares, equivalent to 13.31% of VGI's charter capital. - Transfer value: 20,000,000,000 VND (<i>In words : Twenty billion VND</i>) <p>Article 2: Assign the Company Director to carry out necessary procedures and implement the signing of the Share Transfer Contract in accordance with current law.</p>	100%
3	03/2024/NQ -HDQT	March 14, 2024	<p>Article 1: Approval of reports at the 2024 Annual General Meeting of Shareholders on the activities of the Board of Directors; 2023 business performance results and 2024 business plan.</p> <p>Article 2: Approving the contents of the Proposal for opinions at the 2024 Annual General Meeting of Shareholders of GIC.</p>	100%

4	04/2024/NQ -HDQT	March 15, 2024	<p>Article 1: Approving the election of Mr. Nguyen Duc Dung to the position of Chairman of the Board of Directors of Green Development and Service Investment Joint Stock Company for the 2024-2027 term from March 15, 2024.</p> <p>Article 2: Mr. Nguyen Duc Dung has the duties, powers and benefits of the Chairman of the Board of Directors according to the Company's regulations and current laws.</p>	100%
5	05/2024/NQ -HDQT	March 15, 2024	<p>Article 1: Through the appointment of positions in the executive and management apparatus of GIC specifically as follows:</p> <ol style="list-style-type: none"> 1.Re-appointing Mr. Dong Trung Hai, born in 1977; professional qualification: Marine transport economic engineer; holding the position of Director of GIC. 2.Re-appointing Ms. Vu Tra My, born in 1983; professional qualification: Bachelor of Accounting and Financial Management; holding the position of Chief Accountant of GIC. 3.Re-appointing Ms. Pham Thi Thuy Nga, born in 1991, professional qualification: Master of Law; holding the position of Company Secretary and Person in charge of corporate governance of GIC. <p>Article 2: The term of appointment of the above positions is 03 years (according to the 2024-2027 term of the Company's Board of Directors) from March 15, 2024. The above-mentioned appointed persons have the rights and obligations as prescribed by law, the Company's Charter and regulations.</p>	100%
6	06/2024/NQ -HDQT	March 18, 2024	<p>Article 1: Approving the payment of 2023 cash dividends to shareholders, specifically as follows:</p> <ul style="list-style-type: none"> - Implementation rate: 12% of par value of shares (1 share receives 1,200 VND). - Last registration date to exercise the right to receive dividends: April 3, 2024. 	100%

			<p>- Payment date: April 15, 2024.</p> <p>Article 2 : Assign the Company Director to direct the completion of necessary procedures and carry out dividend payments in accordance with current regulations.</p>	
7	07/2024/NQ -HDQT	March 30, 2024	<p>Article 1: Approving the use of the following assets as collateral to secure the obligations of Viconship at Bao Viet Commercial Joint Stock Bank (BAOVIET Bank): 1,779,992 shares of Quang Binh - Dinh Vu Dry Port Joint Stock Company, tax code: 0201973263.</p> <p>Article 2: Assign the Company Director to carry out necessary procedures and sign relevant documents in accordance with current laws.</p>	100%
8	08/2024/NQ -HDQT	May 20, 2024	<p>Article 1: Approved the resignation letter of Ms. Vu Tra My - Chief Accountant of GIC. Dismiss Ms. Vu Tra My from the position of Chief Accountant of GIC from June 1, 2024.</p> <p>Article 2: Appoint Ms. Nguyen Thi Thu Hang - Born on July 27, 1982, Master of Economics majoring in Accounting, currently Deputy Head of Finance - General Department of GIC - to hold the position of Chief Accountant of GIC from June 1, 2024.</p> <p>Article 3: From now until June 1, 2024, Ms. Vu Tra My is responsible for handing over all work, documents, materials, and related legal papers to Ms. Nguyen Thi Thu Hang to take over in accordance with current legal regulations and the Company's Charter.</p>	100%
9	09/2024 /NQ-HDQT	June 21, 2024	<p>Article 1: Approving the selection of PwC (Vietnam) Company Limited as the unit providing the service of reviewing the semi-annual financial statements and auditing the 2024 financial statements for GIC.</p> <p>Article 2: Assign the Company Director to carry out</p>	100%

			necessary procedures and implement the signing of the Audit Contract in accordance with current regulations.	
10	10/2024/NQ -HDQT	June 24, 2024	<p>Article 1: Through the liquidation and sale of the Company's fixed assets with the following information:</p> <ul style="list-style-type: none"> - Assets for sale: <ul style="list-style-type: none"> • Asset Name: Container Forklift • Brand: TEREX/PPM • Model: TFC45Rhc; Frame number: TFC45R175344 • Year of manufacture 2008 • Quantity: 01 piece - Subject of liquidation and sale: Quang Binh- Dinh Vu Dry Port Joint Stock Company. Tax code: 0201973263. - Liquidation value (including VAT): 1,460,000,000 VND (<i>In words: One billion, four hundred and sixty million dong</i>) <p>Article 2: Assign the Company Director to negotiate, sign contracts and carry out necessary procedures in accordance with current regulations.</p>	100%
11	11/2024/NQ -HDQT	August 20, 2024	<p>Article 1: Review of the business performance of the first 6 months of 2024 of GIC ("the Company"). Approving the audited business performance of the Company for the first 6 months of 2024 as follows:</p> <ul style="list-style-type: none"> - Revenue: 73,179 billion VND - Profit before tax: 8,532 billion VND <p>Article 2: Assign the Company's Board of Directors to strive to exceed the 2024 business plan targets approved by the 2024 Annual General Meeting of Shareholders.</p>	100%
12	12/2024/NQ -HDQT	December 31, 2024	<p>Article 1: Approve the policy of signing and executing contracts and transactions between the company and related parties in 2025.</p> <p>1.1. Subjects of signing and performing the contract: Companies in the Viconship group and other related</p>	100%

			<p>parties of the Company as prescribed in the Company Charter, Enterprise Law, Securities Law according to the list of Related Persons of the Company at each time.</p> <p>1.2. Contract and transaction value: has a value of less than 20% or less than 35% of total assets recorded in the company's most recent financial report, depending on each specific case at the time of signing the contract or transaction. Total value of transactions arising with one of the above entities within 12 months from the date of the first transaction with a value of less than 35% or more of the total asset value recorded in the most recent financial statement.</p> <p>Article 2: Authorize the Director to negotiate, sign and execute contracts and transactions with related parties in accordance with the provisions of the Company Charter and legal regulations.</p>	
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3. Results of implementing the Resolution of the General Meeting of Shareholders

No	Content	Result
1	Business Plan 2024	Completed according to the Business Results Report.
2	Dividend level in 2023: Cash dividend: 12% of charter capital	Cash dividend paid: 12% of charter capital on April 15, 2024
3	Selecting an Auditor for 2024	Authorized by the General Meeting of Shareholders, the Board of Directors of the company has selected PWC (Vietnam) Co., Ltd. as the auditor for 2024.

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

The Board of Directors supervises the operations of the Director and other managers, ensuring that the Company's business operations are safe, in compliance with legal regulations, and in accordance with the resolutions approved by the Company's General Meeting of Shareholders.

The Board of Directors always closely works with the Company's Executive Board, promptly making appropriate and flexible decisions, maintaining the market, ensuring that the Company's business operations are always safe and effective.

With the efforts of the Board of Directors, the Executive Board and the collective of employees, in 2024 the Company completed the targets set by the General Meeting of Shareholders.

II. REMUNERATION AND BONUSES FOR THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND EXECUTIVE MANAGEMENT IN 2024

1. Members of the Board of Directors and Supervisory Board did not receive remuneration in 2024.
2. Approved bonuses for 2023 amounted to VND 306,000,000.
3. Salaries and bonuses for executive management totaled VND 1,251,671,302 in 2024.

PART II

BUSINESS PERFORMANCE IN 2024 AND BUSINESS PLAN FOR 2025

I. BUSINESS PERFORMANCE IN 2024

1. Key Performance Indicators

1.1. Handling volume: 320,720 TEUs, achieving 83.53% compared to 2023, and 90.86% of the planned target.

1.2. Financial indicators

- **Revenue:** VND 159.34 billion, reaching 99.59% of the planned target and 92.49% compared to 2023.
- **Pre-tax profit:** VND 18.09 billion, exceeding the planned target by 9.65% and reaching 97.30% compared to 2023.

2. Organizational Management and Operation

2.1. Organization and management:

- Continue to deploy Value Added Services (VAS) in the direction of strongly applying technology in management, operation and service provision.
- Management: maximize its advantages and functions in a scientific and effective manner; close to business reality; flexible and responsive to market fluctuations.
- Manage operations, business and finance activities in accordance with current legal regulations as well as the Company's governance regulations.
- Management processes and regular operations processes are continuously reviewed, revised and updated quarterly to suit the Company's business model. Proactively amend and issue new processes that are close to actual work in the direction of reducing the proportion of document

and bookkeeping work, prioritizing computer data management systems, cloud technology, etc.

- Enhance the sense of responsibility; professionalism of employees, increase work efficiency and labor productivity. - Organize competitions for skilled workers, encourage workers and managers at all levels to promote technical innovation initiatives, widely apply them in daily work to improve loading/unloading/transportation/repair productivity and save costs.

2.2. Human resources, training and human resource development:

- Implement human resources work well. Develop a long-term human resource training and recruitment plan to meet human resource requirements for the development of the Company.

- Recruit workers according to the provisions of the Labor Law and actual requirements.

- In 2024, human resource training is demonstrated through the following contents:

+ Professional expertise: 0 people

+ Periodic training (Labor safety, fire prevention, hygiene safety; first aid..): 137 people

2.3. Implementing policies for employees:

- The Company's culture always considers people as the source of strength, so the Company always focuses on the working environment; policies and benefits for employees. Regularly dialogue and exchange with the Trade Union through work programs and annual Labor Conferences.

- Labor norms; salary unit prices are reviewed and adjusted annually to suit the reality of business exploitation; labor waste and absolute compliance with current legal policies.

- The salary payment regulations are public, transparent, and on time. Ensure employees have jobs; legal rest time and stable income.

3. Investment:

- Invest in expanding business in the direction of providing logistics chain services and in line with the Company's culture.

- Upgrade equipment, facilities, and wharf infrastructure to enhance competitiveness and meet the increasing demands of customers.

- Complete on schedule the investment items approved by the Board of Directors and put them into service for timely and effective business exploitation.

- Total investment in 2024 is 0 VND.

II. BUSINESS PLAN FOR 2025

1. Key Business Targets

Indicator	Unit	2025 Target
I. Handling Volume	TEUs	283,000
II. Financial indicators		

II.1. Revenue	Billion VND	145
II.2. Pre-tax Profit	Billion VND	16.5

2. Human Resource Development Plan

- Management training programs for mid-level leaders.
- Skill enhancement through international and domestic training courses.
- Foreign language and technology application training for employees.
- Training targets:
 - Management personnel: 2 employees
 - Professional training: 8 employees
 - Periodic safety training: 122 employees
 - Vocational training: 15 employees

3. Investment Plan

- No major investment projects planned for 2025.

On behalf of the Board of Directors

Chairman



NGUYEN DUC DUNG



**GREEN DEVELOPMENT AND
SERVICES INVESTMENT JOINT
STOCK COMPANY (GIC)**

**SOCIALIST REPUBLIC OF VIETNAM
INDEPENDENCE - FREEDOM - HAPPINESS**

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

Dear: Shareholders of Green Development and Service Investment Joint Stock Company

Pursuant to the functions and tasks of the Board of Supervisors as prescribed in the Law on Enterprises;

Pursuant to the Charter of Green Development and Service Investment Joint Stock Company;

Based on audited financial statements for 2024;

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

I, Activities of the Board of Supervisors:

Regarding the personnel of the Board of Supervisors:

The Board of Supervisors of Green Development and Service Investment Joint Stock Company consists of 03 members:

- + Ms. Nghiem Thi Thuy Duong - Head of the Board
- + Ms. Phan Thi Trung Hieu – Member
- + Ms. Pham Thi Thuy Ngoc – Member

On the operation of the Board of Supervisors:

- Attend some meetings of the Board of Directors to grasp the business situation and investment situation of the Company.
- The Board of Supervisors has monitored the activities and compliance with the provisions of law and the Company's Charter for the Board of Directors and the Board of Management in managing and operating the Company.
- Check and monitor the implementation of the Company's business plan according to the resolution of the General Meeting of Shareholders.
- Check and supervise the issuance of resolutions and decisions of the Board of Directors and the Board of Management.
- Control compliance and enforcement of legal regulations on information disclosure of the Company.
- Review audited financial statements, accounting books and other documents of the Company to assess the truthfulness and reasonableness of financial data.

II. Results of inspection and monitoring:

1. Audit of financial statements for 2024:

- The Board of Supervisors agrees that the contents of the 2024 financial statements of Green Development and Services Investment Joint Stock Company audited by PWC (Vietnam) LLC



have honestly and reasonably reflected the Company's financial situation in all material aspects, in accordance with Vietnamese accounting standards, Vietnamese corporate accounting regime and relevant legal regulations.

- Company's business results in 2024:

Unit: billion VND

STT	Target	Single position	Plan 2024	Perform 2024	Perform 2023	Ratio to KH (%)	Rate compared to 2023 (%)
1	2	3	4	5	6	5/4	5/6
1	Sales revenue and service provision	Billion dongs	160	159.3	172.2	99.6%	92.5%
2	Total planned profit pretax	Billion dongs	16.5	18	18.5	109%	97.3%

N: 020
CÔNG TY
CỔ PHẦN
TƯ DỊCH
PHÁT TRI
XANH
PHỐ HẢI

The Company's production and business activities in 2024 faced many difficulties due to fierce competition and complicated political fluctuations in the world. However, with the efforts of the Board of Directors, the Executive Board and all officers and employees of the Company and the cooperation and support of customers, the Company completed the revenue plan set by the General Meeting of Shareholders. Revenue reached more than 159.3 billion, reaching 99.6% of the plan. Pre-tax profit reached 18 billion, up 9% compared to the plan, also in the pre-tax profit segment, only 97.30% compared to 2023. Basic earnings per share reached 1,340 VND/share, reaching 108.50% compared to the previous year.

Financial management is carried out in accordance with current policies and regulations, fully fulfilling tax obligations to the State. Improving professional expertise and providing periodic training for staff. Focusing on deploying information technology applications to increase work efficiency, increase labor productivity and improve service quality. Promoting the provision of value-added services to meet customer requirements.

The company paid 2023 cash dividend at the rate of 12%/share in April 2024 with a total amount of VND 14,544 billion.

2. Results of monitoring the activities of the Board of Directors and the Board of Management:

- In 2024, the Board of Supervisors did not detect any unusual signs in the Company's business operations. All activities of the Company comply with the provisions of the Enterprise Law and the Company's Charter.

- The Board of Directors has performed well its role in directing and supervising the operations of the Board of Directors to ensure the Company's business operations are safe and effective.
- The Board of Directors has conducted the Company's business activities in accordance with the law, in accordance with the resolutions of the General Meeting of Shareholders, in accordance with the resolutions and decisions of the Board of Directors.

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

- The coordination of activities between the Board of Supervisors, the Board of Directors and the Board of Management of the Company is carried out closely in accordance with the resolutions of the General Meeting of Shareholders.
- The Board of Supervisors is provided with all necessary documents and materials in the process of supervising the management and operation of business activities of the Board of Directors and the Board of Management.

IV. Comments and recommendations:

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

The Board of Supervisors recommends to the General Meeting of Shareholders to authorize the Board of Directors of the Company to select an independent auditing company that meets the prescribed conditions to audit the 2025 financial statements for Green Development and Service Investment Joint Stock Company.

The Board of Supervisors recommends that the Board of Directors be proactive in marketing activities to seek and invite new customers to use the Company's services.

Above is the full report of the Board of Supervisors.

Respectfully submit.

Recipient:

- Shareholders' Meeting
- Board of Directors
- Save: BKS

Hai Phong, month .../2025

On behalf of the Board of Supervisors
Chief



Nghiêm Thi Thuy Duong



GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY

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PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (1)

(Re: approval on audited Financial statement 2024)

To: The Annual General Meeting of Shareholders 2025

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

The Board of Directors of GIC would like to report and submit to the General Meeting of Shareholders for approval the financial report for the year 2024 of GIC is audited by PwC Vietnam Ltd. Company.

"In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2024, its financial performance and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of financial statements"(Quoted from conclusion of Financial Statement).

The financial statement 2024 had been disclosure in accordance to legal regulations, in the same time posted on website of the Company (www.greenicd.com.vn). Some basic indicators in financial statement 2024 are as follows:

Seq	Index	Number (VND)
1	Total Assets	262.562.040.922
2	Equity	121.200.000.000
	Including: Charter Capital	121.200.000.000
3	Revenue from providing service	159.342.953.965
4	Revenue from financial activity	1.291.778.386
5	Profit before enterprise income tax	18.091.674.245
6	Profit after enterprise income tax	16.238.924.768
7	Earnings per share	1.340

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

Haiphong, February 14th 2024

ON BEHALF OF BOD
CHAIRMAN
NGUYEN DUC DUNG





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PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (2)

(Re: Approving the profit distribution plan in 2024)

To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Charter of GIC;
- Pursuant to Resolution No. 01/2024/NQ-DHĐCĐ dated March 15, 2024 of the Annual General Meeting of Shareholders of GIC;
- Pursuant to the 2024 Audited Financial Statement of GIC;
- Pursuant to the actual business situation of GIC;

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

- Total profit after tax in 2024: VND 16,238,924,768
- Provision for bonus and welfare fund: VND 1,660,000,000
- Bonus for the Board of Directors and Supervisory Board: VND 306,000,000
- Stock dividend *(According to the attached plan to issue shares to increase charter capital)*
- The remaining amount is used to supplement business capital and development investment fund.

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

Haiphong, February 14th 2024

ON BEHALF OF BOD
CHAIRMAN
CÔNG TY CỔ PHẦN
ĐẦU TƯ DỊCH VỤ
VÀ PHÁT TRIỂN
XANH
THÀNH PHỐ HẢI PHÒNG
NGUYEN DUC DUNG

PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (3)

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

To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Charter of GIC;
- Based on the 2025 business plan of GIC;

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

1. Business plan for 2025

- Revenue: VND 145 billion
- Profit (before tax): VND 16,5 billion.

2. Expected dividend rate in 2025

Based on the business plan in 2024, the Board of Directors proposes that the dividend in 2024 is: 11% of charter capital.

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

Haiphong, February 14th 2024

**ON BEHALF OF BOD
CHAIRMAN**



NGUYEN DUC DUNG

PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (4)

(Re: Selecting independent auditing company)

To: The Annual General Meeting of Shareholders 2025

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

To proactively select an Auditing Company, the Board of Supervisors would like to propose to the General Meeting of Shareholders to authorize the Board of Directors, based on the quality of services and audit fees, to select an independent auditing company (reputable, licensed to operate in Vietnam, approved by the State Securities Commission to audit public interest entities in the securities sector in 2025) to perform the auditing activities. Auditing period: From the date of the 2025 Annual General Meeting of Shareholders to the date of the 2026 Annual General Meeting of Shareholders.

Respectfully submit./.

Haiphong, February 14th 2024

ON BEHALF OF
INSPECTION COMMITTEE



NGHIÊM THI THUY DUONG

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (5)

(Re: Approval of the Dismissal and Additional Election of Board of Directors Members for the term 2024–2027 of Green Development and Investment Service Joint Stock Company)

To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Charter of Green Development and Investment Service Joint Stock Company.
- Pursuant to the Resignation Letter dated February 4, 2025, submitted by Mr. Nguyen The Trong regarding his position as a member of the Board of Directors of Green Development and Investment Service Joint Stock Company.

The Board of Directors of Green Development and Investment Service Joint Stock Company respectfully submits the following matters to the 2025 Annual General Meeting of Shareholders for approval:

1. Approval of the dismissal of Mr. Nguyen The Trong from his position as a member of the Board of Directors for the term 2024–2027.
 2. Approval of the additional election of one member to the Board of Directors of Green Development and Investment Service Joint Stock Company for the term 2024–2027.
- Respectfully submitted for the consideration and approval of the General Meeting of Shareholders./.

Haiphong, February 14th, 2025

ON BEHALF OF BOD
CHAIRMAN
NGUYEN DUC DUNG





GREEN DEVELOPMENT AND INVESTMENT SERVICE JOINT STOCK COMPANY

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SHAREHOLDERS' MEETING PROPOSAL (9)

(Re: Approval of the Plan to issue shares to increase charter capital)

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Base on:

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Law No. 56/2024/QH15 dated November 29, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, registering public companies and canceling public company status.
- Charter of Green Investment, Service and Development Joint Stock Company;
- Based on the actual capital needs of Green Development and Service Investment Joint Stock Company.

Dear Shareholders!

The Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the plan to issue shares to increase the charter capital of Green Development and Service Investment Joint Stock Company (Stock code GIC) in 2025 as follows:

I. THE NECESSITY OF INCREASING CHARTER CAPITAL

After more than 8 years of operation and development in the field of supporting services for sea, waterway, road transport, warehousing and loading and unloading of goods, Green Investment Service and Development Joint Stock Company (GIC) has been providing many services to customers, especially services related to transportation and import and export of goods in the Northern region in general and Hai Phong in particular. To meet the needs of business expansion, especially sea and road transport, logistics services, the Company needs to invest in purchasing more factories, warehouses, purchasing machinery, equipment, means of transport and synchronizing necessary equipment for loading and unloading, transporting goods. With a charter capital of 121.2 billion VND (since its establishment, the Company has only increased its capital once by 20.2 billion VND in 2018), it is currently unable to meet the current business needs and the Company's business expansion plan in the coming time. GIC's increase in charter capital is necessary and important in improving the Company's financial capacity, operational capacity and business expansion ability. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the 2025 Share Issuance Plan as follows:

II. Plan to issue shares to increase charter capital

Stock name	Shares of Green Development and Service Investment Joint Stock Company
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GREEN DEVELOPMENT AND INVESTMENT SERVICE JOINT STOCK COMPANY

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Stock code	GIC
Stock type	Common stock
Share price	10,000 (Ten thousand) VND/share
Charter capital before issuance	121,200,000,000 VND
Total number of shares before issuance	12,120,000 shares
Number of additional shares issued in there:	Expected 13,332,000 shares (<i>In words: Thirteen million, three hundred thirty two thousand shares</i>)
– Number of shares issued to pay dividends in 2024 (rate 10%)	Expected 1,212,000 shares
– Number of shares offered to existing shareholders (ratio 1:1)	Expected 12,120,000 shares
Asking price	10,000 VND/share (applied to issuance according to the right exercise ratio for existing shareholders)
Total expected revenue	121,200,000,000 VND (<i>In words: One hundred twenty one billion, two hundred million VND</i>)
Purpose of capital use	Supplement working capital and invest in purchasing additional factories, warehouses, machinery , equipment and means of transport to serve production and business activities.
Number of shares after issuance	Expected 25,452,000 shares
Charter capital after issuance	Estimated 254,520,000,000 VND (<i>In words: Two hundred fifty four billion, five hundred twenty million VND</i>)
Estimated implementation time	Quarter II – Quarter IV/2025

(Detailed plan for issuing shares to increase charter capital is attached to this Proposal)

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

Hai Phong, February 14, 2025

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



NGUYEN DUC DUNG



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SHARE ISSUANCE PLAN TO INCREASE CHARTER CAPITAL

(Attached to Submission No. 09/2025/GIC/TT-HĐQT of the Board of Directors dated February 14, 2025)

I. Plan to issue shares to pay dividends in 2024

1.	Stock name	Shares of Green Development and Service Investment Joint Stock Company
2.	Stock code	GIC
3.	Stock type	Common stock
4.	Face value	10,000 VND/share
5.	Number of shares expected to be issued	1,212,000 share
6.	Total issue value at expected par value	12,120,000,000 VND
7.	Issuance ratio (Number of shares expected to be issued/number of shares outstanding)	10%
8.	Exercise rate	10:1 (Owners of 10 shares receive 01 new share)
9.	Issuer	Existing shareholders whose names are on the shareholder list on the last registration date to close the shareholder list to exercise the right to pay dividends in shares issued by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to regulations
10.	Issued capital	Undistributed profit after tax on the audited separate financial statements of 2024 of Green Development and Service Investment Joint Stock Company
11.	Rounding plan and handling of fractional shares	Shares issued to pay dividends will be rounded down to the nearest unit. Fractional shares (if any) will be cancelled. <i>For example: On the record date for shareholders to exercise the right to pay dividends in shares, shareholder Nguyen Van A owns 589 shares. At that time, shareholder A will receive the number of newly issued shares to pay dividends corresponding to $(589:10) \times 1 = 58.9$ shares, rounded down to 58 shares. The fractional shares of 0.9 shares will be canceled.</i>
12.	Transfer restrictions	Shares issued to pay 2024 dividends to existing shareholders are not subject to transfer restrictions.

II. Plan to offer additional shares to existing shareholders by exercising purchase rights



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1.	Stock name	Shares of Green Development and Service Investment Joint Stock Company
2.	Stock code	GIC
3.	Stock type	Common stock
4.	Face value	10,000 VND/share
5.	Number of shares expected to be issued	12,120,000 share
6.	Total issue value at expected par value	121,200,000,000 VND
7.	Type of shares offered	Common stock
8.	Asking price	10,000 (ten thousand) VND/share
9.	Basis for determining price	<p>+ Book value of GIC shares as of December 31, 2024 according to 2024 financial statements is VND 19,997/share;</p> <p>+ The market price of GIC shares as of February 12, 2025 is VND 16,200/share (closing price) (source: hnx.vn).</p> <p>Thus, the offering price is determined to be lower than the Company's book value according to the 2024 financial report and lower than the value of GIC shares on February 5, 2025. According to the provisions of Article 12.6 of the Enterprise Law, the Company will be allowed to issue shares to existing shareholders at a price not higher than the market price at the time of offering or the value recorded in the books of the shares at the most recent time. In addition, due to the impact of the adjustment of the share price on the date of exercising the rights, the Board of Directors submitted to the Company's General Meeting of Shareholders for approval the issuance plan to existing shareholders at a price of VND 10,000 /share to ensure the rights of shareholders and the success of the public offering of shares to existing shareholders .</p>
10.	Offering Ratio (Number of shares expected to be offered/Number of shares outstanding)	100%
11.	Offering method	Offer for sale to existing shareholders by exercising purchase rights
12.	Exercise rate	1:1 (At the record date for shareholders to exercise rights, shareholders owning 01 share will enjoy 01 purchase right, for every 01 purchase right, they will be able to buy 01 new



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		share)
13.	Issuer	Existing shareholders whose names are on the shareholder list on the last registration date to close the shareholder list to exercise the right to purchase shares granted by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to regulations
14.	Transfer of purchase rights	The right to purchase can be transferred once (the transferee cannot transfer the right to purchase to a third party). The transferor and transferee will negotiate the transfer price, pay the money and are responsible for performing the obligations as prescribed in the transfer.
15.	Rounding method	The number of shares offered to existing shareholders will be rounded down to the nearest unit to ensure that the total number of shares distributed does not exceed the total number offered. <i>For example: On the record date for exercising rights, shareholder Nguyen Van A owns 589 shares. At that time, the expected exercise ratio is 1:1, the number of shares offered for sale that shareholder A can buy is $(589 : 1) \times 1 = 589$ shares.</i>
16.	Plan for handling odd shares and undistributed shares	<ul style="list-style-type: none"> - The odd number of shares arising from rounding (if any) and the remaining shares that have not been distributed due to the existing shareholders not registering to buy or paying for the purchase will be offered by the Board of Directors to other investors (including shareholders of the Company who want to increase their share ownership) at an offering price not lower than the offering price to the existing shareholders. The criteria and list of investors eligible to buy these remaining shares will be decided by the General Meeting of Shareholders authorized by the Board of Directors. - In case the time limit for distributing shares as prescribed by law (including extension period, if any) expires and the shares have not been fully distributed, the undistributed shares will be cancelled and the Board of Directors will decide to end the offering. The Company will increase its capital according to the actual capital contribution of shareholders and investors.
17.	Plan to ensure compliance with foreign ownership ratio regulations	The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the offering of shares meets the regulations on foreign ownership ratio.



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18.	Restrictions on Transfer	<ul style="list-style-type: none"> - The number of shares sold to existing shareholders and transferees of purchase rights from existing shareholders is not subject to transfer restrictions. - The remaining shares not fully distributed to existing shareholders (including the odd shares arising from rounding) when offered to other shareholders/investors will be restricted from transfer for 01 (one) year from the end date of the offering in accordance with regulations. - The number of shares purchased by the underwriting organization according to the commitment in the underwriting contract (if any) will not be subject to transfer restrictions.
19.	Tender Offer	Agree that shareholders/investors (selected by the Board of Directors) when purchasing undistributed shares will not have to carry out public offering procedures as prescribed by the Securities Law if the purchase of such quantity results in an ownership ratio reaching or exceeding the ownership ratios prescribed in Clause 1, Article 35 of the Securities Law.
20.	Minimum successful offering rate	Not applicable

III. Assess the expected level of share dilution after the offering

GIC's share price will be technically adjusted on the market on the trading day without the right to purchase additional shares offered. The market price of GIC's shares will be adjusted according to the following formula:

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

In there:

- P_{pl} : Diluted share price on ex-dividend date
- P_t : GIC stock price on the trading day before the ex-rights trading date
- Pr_i : Additional issue price
- I_i : is the stock issuance ratio

Assuming that on the trading day before the ex-rights trading day, the market price of GIC shares is VND 15,000/share and the offering of shares to existing shareholders is carried out together with the issuance of shares to pay dividends in 2024. At that time, shareholders are entitled to purchase shares under the additional offering plan to existing shareholders at a ratio of 1:1 (equivalent to 100%) at a price of VND 10,000/share and the right to receive dividends in 2024 in shares (ratio 10%), then the diluted price of GIC shares is:



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$$P_{pl} = \frac{16,000 + (10,000 \times 1)}{1 + 1 + 0.1} = 12,380 \text{ VND/share}$$

IV. Capital usage plan

The proceeds from the public offering of additional shares to existing shareholders will be used to supplement working capital and invest in purchasing additional factories, warehouses, machinery, equipment and means of transport to serve production and business activities, specifically as follows:

STT	Capital usage plan	Amount
1	Additional working capital	10,000,000,000 VND
2	Invest in buying more factories and warehouses	40,000,000,000 VND
3	Invest in buying more vehicles	67,000,000,000 VND
4	Invest in buying more machinery and equipment	4,200,000,000 VND
	Total	121,200,000,000 VND

The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed capital use plan, specifically decide on the allocation and use of the proceeds from the share offering and/or amend, supplement, and adjust the capital use plan in accordance with the business situation, ensuring the Company's general development plan as well as the interests of shareholders, ensuring compliance with the provisions of law.

V. Change /adjust the Certificate of Business Registration and Company Charter

General meeting of shareholders Authorize the Board of Directors to amend and supplement the Company Charter, carry out procedures to change/adjust the Business Registration Certificate according to the new capital level after the end of the issuance.

VI. Through additional depository registration and additional listing registration

The General Meeting of Shareholders approved the adjustment of information on the number of registered securities (additional registration) at the Vietnam Securities Depository and Clearing Corporation and the registration of additional listing of all additional issued shares at the Stock Exchange where the Company's shares are listed after the end of the issuance, and at the same time authorized the Board of Directors to proactively implement and complete related procedures immediately after the end of the issuance.

VII. Through the authorization of the General Meeting of Shareholders to the Board of Directors

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

1. Choose the time to release, build and complete the profile issue shares to pay dividends and offer additional shares to existing shareholders to increase capital send to the State Securities Commission and relevant state agencies. In case the State Securities Commission and relevant state agencies require amendments or supplements, the Board of Directors is allowed to decide on amendments or supplements according to the recommendations/proposals of the State Securities Commission and relevant state agencies.



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2. Select an underwriting organization, negotiate, sign underwriting contracts and complete procedures to implement underwriting (if necessary).
3. Select the time to finalize the exercise date and other milestones related to the implementation of stock issuance according to regulations.
4. Handle odd shares arising from rounding and remaining shares due to shareholders refusing to buy.
5. Decide on detailed capital usage plans and proactively adjust the usage and allocation of collected capital, capital disbursement time, and capital usage purposes if necessary and in accordance with the actual situation of the Company, ensuring compliance with legal regulations.
6. Develop a plan to ensure that the offering of shares meets foreign ownership ratio regulations.
7. Carry out amendments and supplements to the Company Charter related to the charter capital and number of shares after the end of the issuance and related provisions in the Company Charter according to the actual issuance results.
8. Carry out procedures to change/adjust the Company's Business Registration Certificate related to changing charter capital according to actual issuance results.
9. Carry out necessary procedures to adjust information on the number of registered securities according to the number of shares issued at the Vietnam Securities Depository and Clearing Corporation and register for additional listing of all additional shares issued at the Stock Exchange where the Company's shares are listed.
10. In addition to the above contents, the General Meeting of Shareholders unanimously approved the authorization for the Board of Directors to decide all other related issues arising in the process of issuing shares to pay dividends and offering additional shares to existing shareholders to increase capital according to regulations.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



NGUYEN DUC DUNG

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (6)

(Re: Changing the Company's name; Adjusting and supplementing the Company's business lines and amend the Company Charter)

To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Green Development and Service Investment Joint Stock Company.

Through reviewing the business lines, in order to be consistent with the actual operating situation of the Company and facilitate the explanation to competent state agencies about the foreign ownership ratio for public companies, at the same time meeting market demand, maximizing existing business advantages and expanding operations into potential fields in line with the strategy and long-term development goals, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the change of the Company's name; Adjusting and supplementing the Company's business lines, the specific contents are as follows:

I. CHANGING OF COMPANY NAME

Company name before change: Green development and investment service joint stock company

Company name after change: VSC Green Logistics Joint Stock Company

II. ADJUSTING AND SUPPLEMENTING SOME BUSINESS INDUSTRIES AND PROFESSIONS

STT	Name of industry, business adjusted, detailed	Industry code
Regulated business lines		
1.	<p>Other support services related to transportation</p> <p>Detail:</p> <ul style="list-style-type: none"> - Shipping agency services; Sea transport agency services; Freight forwarding; Customs clearance agency activities; Freight forwarding; Freight forwarding support services; Ship chartering brokerage (excluding crew); Cargo packaging, sampling, weighing; International and domestic multimodal transport services; Consignment agency, container management, import and export goods delivery; Organization of joint exploitation of container transport of import and export goods, transit goods by means of transport; Shipping agency and maritime transport brokerage. <p><i>(except services of establishing, operating, maintaining and</i></p>	<p>5229</p> <p>(Main)</p>



	<i>servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, public water channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety. Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services ; maritime pilotage services; Support services related to air transport; Air transport business, airports and general aviation business)</i>	
2.	Cargo handling (except loading and unloading of goods at airport)	5224
3.	Real estate business, land use rights of owners, users or tenants (except for investment in building cemetery infrastructure to transfer land use rights associated with infrastructure)	6810
4.	Wholesale of solid, liquid, gaseous fuels and related products (except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)	4661
5.	Retail sale of motor fuel in specialised stores (except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)	4730
6.	Direct support service activities for railway transport (except for management and exploitation of national railway and urban railway infrastructure systems invested by the State)	5221
Business lines added		
1.	Wholesale of other machinery, equipment and spare parts Detail: - Wholesale of industrial machinery, equipment and spare parts (except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)	4659



LOGISTICS

GREEN DEVELOPMENT AND INVESTMENT SERVICE JOINT STOCK COMPANY

Enterprise code: 0201768923 | Address: Lot CC2 – MP Dinh Vu Industrial Zone, Dong Hai 2, Hai An, Hai Phong
Tel: (84) 0225.2838666 | Fax: (84) 0225.2838689 | Email: fgd@greenicd.com.vn | Website: www.greenicd.com.vn

2.	Wholesale of automobiles and other motor vehicles	4511
3.	Other specialized wholesale not elsewhere classified Details: - Wholesale of ships	4669
4.	Packing services Detail: - Packaging of goods	8292
5.	Manufacture of automobiles and other motor vehicles	2910
6.	Motor Vehicle Rental	7710
7.	Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers	2920
8.	Direct support service activities for water transport Detail: - Transportation services, water freight agency; Water transport vehicle rescue activities; Operations, towing, and docking of ships; Barge cargo transportation services (except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, water areas, public maritime channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety; Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; Maritime electronic information services; Maritime pilotage services)	5222
9.	Manufacture of spare parts and accessories for automobiles and other motor vehicles	2930
10.	Renting of machinery, equipment and other tangible goods without operator Detail: - Container rental	7730
11.	Wholesale of agricultural machinery, equipment and spare parts (except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to carry out) export rights,	4653



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	<i>import rights, distribution rights according to law)</i>	
12.	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
13.	Other retail forms not elsewhere classified Detail: - Retail of ships and boats	4799
14.	Other remaining business support service activities not elsewhere classified <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	8299

III. AMENDMENT OF COMPANY CHARTER

Amend the contents of the Company Charter in accordance with the change of the Company name and adjust and supplement the business lines in Section II above.

IV. IMPLEMENTATION

Through assigning/authorizing the Board of Directors and/or Director to carry out procedures related to changing the Company's name; Adjusting and supplementing the Company's business lines and amending the Company's Charter in accordance with the adjusted contents on the basis of compliance with the Enterprise Law 2020, Investment Law 2020 and other relevant legal documents.

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

Thank you very much.

Hai Phong, February 14, 2025

ON BEHALF OF BOD
CHAIRMAN



NGUYEN DUC DUNG



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

REGULATIONS
VSC GREEN LOGISTICS JOINT STOCK COMPANY

Hai Phong , March 10 , 2025

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INTRODUCTION

Based on:

- *Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and legal documents guiding its implementation;*
- *Securities Law No. 54/2019/QH14 dated November 26, 2019 and legal documents guiding its implementation;*
- *Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of provisions on corporate governance applicable to public companies in Decree 155/2020/ND-CP;*
- *This Charter is approved by the General Meeting of Shareholders of VSC Green Logistics Joint Stock Company (hereinafter referred to as "the Company"), a joint stock company established and operating under Business Registration Certificate No. 0201768923 first issued by the Department of Planning and Investment of Hai Phong City on January 27, 2017 .*

I. DEFINITIONS AND TERMS IN THE CHARTER

Article 1. Definitions

In this Charter, the following words and terms are construed as follows:

- a. "Company" means VSC Green Logistics Joint Stock Company;
- b. "Charter" means the Charter of VSC Green Logistics Joint Stock Company ;
- c. "Charter Capital" is the total par value of shares sold or registered to be purchased by shareholders contributed by way of purchasing shares and specified in Article 5 of this Charter.
- d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- e. "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019.

f. "Establishment Date" is the date the Company is first granted the Certificate of Business Registration.

g. "Shareholder" means a natural or legal person whose name is recorded in the Company's Shareholders' Register owning at least one issued share of the Company;

h. "Share" means the Share Ownership Certificate of the Shareholder;

i. "Business Executives" are the Director, Deputy Directors, Chief Accountant, and other executives as prescribed in the Company Charter.

j. "Related person" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

k. "Authorized representative" is an individual authorized in writing by the Company's shareholders to exercise his/her rights at the Company in accordance with the provisions of the Enterprise Law and this Charter.

l. "Vietnam" means the Socialist Republic of Vietnam;

1. In this Charter, references to one or more other provisions or documents shall include their amendments or replacements.

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

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

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

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

1. Company Name :

- Company name written in Vietnamese: **VSC GREEN LOGISTICS JOINT STOCK COMPANY**

- Company name written in English: **VSC GREEN LOGISTICS JOINT STOCK COMPANY**

2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.

3. The Company's registered office is:

- Head office address: Lot CC2 - MP Dinh Vu Industrial Park, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam.

- Phone: 0225 2838666

- Fax: 0225 2838898

- Email: fgd@greenicd.com.vn

- Website: www.greenicd.com.vn

4. The Director is the legal representative of the Company;

5. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law .

6. Unless terminated prior to the term as provided in this Charter, the term of operation of the Company is indefinite.

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

Article 3. Company's operational objectives

The Company's business lines are :

STT	Industry name	Industry code
1	Cargo handling <i>(except airport cargo handling)</i>	5224
2	Other support services related to transportation Detail: - Shipping agency services; Sea transport agency services; Freight forwarding; Customs clearance agency activities; Freight forwarding; Freight forwarding support services; Ship chartering brokerage (excluding crew); Cargo packaging, sampling, weighing; International and domestic multimodal transport services; Consignment agency, container management, import and export goods delivery; Organization of joint exploitation of container transport of import and export goods, transit goods by means of transport; Shipping agency and maritime transport brokerage. <i>(except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, public water channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety. Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services. Support services related to air transport; Air transport business, airports and general aviation business)</i>	(5229 – Main)
3	Wholesale of solid, liquid, gaseous fuels and related products <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not</i>	4661

	<i>allowed to exercise export rights, import rights and distribution rights according to law.)</i>	
4	Retail sale of motor fuel in specialised stores <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>	4730
5	Real estate business, land use rights of owners, users or tenants <i>(except for investment in building infrastructure for cemeteries and graveyards to transfer land use rights associated with infrastructure)</i>	6810
6	Direct support service activities for road transport	5225
7	Other remaining business support service activities not elsewhere classified <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	8299
8	Coastal and ocean freight transport	5012
9	Inland waterway freight transport	5022
10	Warehousing and storage of goods	5210
11	Repair of prefabricated metal products	3311
12	Repair of machinery and equipment	3312
13	Maintenance and repair of automobiles and other motor vehicles	4520
14	Road freight transport	4933
15	Direct support service activities for railway transport <i>(except for management and exploitation of national railway and urban railway infrastructure systems invested by the State)</i>	5221
16	Wholesale of other machinery, equipment and spare parts Detail: - Wholesale of industrial machinery, equipment and spare parts <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	4659
17	Wholesale of automobiles and other motor vehicles	4511
18	Other specialized wholesale not elsewhere classified Detail: - Wholesale of ships	4669

19	Packing services Detail: - Packaging of goods	8292
20	Manufacture of automobiles and other motor vehicles	2910
21	Motor Vehicle Rental	7710
22	Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers	2920
23	Direct support service activities for water transport Detail: - Transportation services, water freight agency; Water transport vehicle rescue activities; Operations, towing, and docking of ships; Barge cargo transportation services <i>(except for services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, water areas, public maritime channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety; services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services)</i>	5222
24	Manufacture of spare parts and accessories for automobiles and other motor vehicles	2930
25	Renting of machinery, equipment and other tangible goods without operator Detail: - Container rental	7730
26	Wholesale of agricultural machinery, equipment and spare parts <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	4653
27	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
28	Other retail forms not elsewhere classified Detail: - Retail of ships and boats	4799

The Company's operational objectives are: to continuously develop business activities in the fields specified in Point 1 of this Article, and other industries in accordance with the Enterprise Law in order to maximize possible profits for the Company, ensure benefits for shareholders; improve working conditions, increase income for employees in the Company; fulfill the obligation to pay the State budget.

Article 4. Scope of business and operations of the Company

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

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

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. The Company's charter capital is **121,200,000,000 Dong** (*One hundred twenty one billion two hundred million Dong*)

The total charter capital of the Company is divided into **12,120,000** shares with par value of 10,000 VND /share.

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

3. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations attached to the shares are stipulated in Article 11 .

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

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

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

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

8. The foreign investor's capital contribution ratio in the charter capital is the highest level permitted by law according to the business lines in which the Company is operating .

Article 6. Stock certificates

1. A share is a certificate issued by a Joint Stock Company, a book entry or electronic data confirming ownership of one or more shares of that Company. A share must have the following main contents:

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

2. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 02 (two) months (or longer as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner will be issued a share certificate. The share owner does not have to pay the Company for the cost of printing the share certificate.

3. In the event of a transfer of only some of the registered shares in a registered share certificate, the old certificate will be cancelled and a new certificate representing the remaining shares will be issued free of charge.

4. In case the shares are lost, destroyed or damaged in any other way, the shareholder will be reissued by the Company upon request of that shareholder.

The shareholder's proposal must contain the following contents:

- a. Shares have been lost, destroyed or otherwise damaged; in case of loss, further assurance that a thorough search has been made and if found, will be returned to the Company for destruction;
- b. Responsible for disputes arising from the re-issuance of new shares.

5. In case a share certificate is damaged or erased or is lost, stolen or destroyed, the owner of such share may request to be issued a new share certificate provided that he/she provides evidence of ownership of the share and pays all related expenses to the Company.

6. The owner of a bearer share certificate shall be responsible for the safekeeping of the certificate and the Company shall not be liable in the event that the certificate is lost or used for illegal purposes.

7. The Company may issue registered shares without certificates. The Board of Directors may issue regulations permitting registered shares (in certificate or uncertificated form) to be transferred without requiring a transfer document. The Board of Directors may issue regulations on certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the law on securities and the securities market and this Charter.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), shall be issued with the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issue .

Article 8. Assignment share

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market. In case the Company Charter contains provisions restricting the transfer of shares, these provisions shall only be effective when clearly stated in the certificate of the corresponding share.

2. Shares that have not been fully paid cannot be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, and the right to purchase newly offered shares.

Article 9. Revocation of shares

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.

2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.

3. In case the requirements in the above notice are not implemented, before full payment of all payable amounts and related expenses, the Board of Directors has the right to reclaim the unpaid shares. The Board of Directors may accept the surrender of the reclaimed shares in accordance with the provisions of Clauses 4, 5 and 6 of this Article, and in other cases prescribed in this Charter.

4. The revoked shares shall become the property of the Company, and the Board of Directors may directly or authorize the sale, redistribution or settlement to the person who owned the revoked shares or other subjects under the conditions and in the manner that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares shall cease to be shareholders in respect of such shares, but shall still be required to pay all relevant amounts plus interest at a rate not exceeding 15% per annum at the time of forfeiture as determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors shall have the sole discretion to enforce payment of the full value of the shares at the time of forfeiture.

6. Notice of revocation shall be sent to the holder of the shares to be revoked prior to the time of revocation. The revocation shall remain effective even in the event of any error or negligence in sending the notice.

V. STRUCTURE , MANAGEMENT AND CONTROL

Article 10. Management structure

The Company's management structure includes:

- a. General meeting of shareholders;
- b. Board of Directors;
- c. Board of Control;
- d. Manager .

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. A shareholder is an individual or organization that owns at least one share of the Company, and has rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

2. Holders of common stock have the following rights:

- a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or in other forms prescribed by law.
- b. Receive dividends according to the decision of the General Meeting of Shareholders;
- c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws;
- d. Have priority in purchasing newly offered shares in proportion to the proportion of common shares they own;
- e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
- f. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and other shareholders in accordance with the provisions of law;
- h. Request the Company to buy back their shares in the cases specified in Article 132.1 of the Enterprise Law;
- i. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights:

a. Review, look up and extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the company;

b. Request to convene a General Meeting of Shareholders in the case specified in Clause 3, Article 115 of the Law on Enterprises;

c. Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d. Other rights are specified in this Charter.

4. Shareholders or groups of shareholders specified in Clause 3 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases: The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; the name, enterprise code or legal document number of the organization, head office address for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the Company, the basis and reason for the request to convene a meeting of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. A shareholder or group of shareholders owning 10% or more of the total number of common shares or a smaller percentage as prescribed in the Company Charter has the right to nominate people to the Board of Directors and the Board of Supervisors. Unless otherwise provided in the Company Charter, the nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to

nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders .

Article 1 2. Obligations of shareholders

Shareholders have the following obligations:

1. Comply with the Company Charter and Company regulations;
2. Comply with the decisions of the General Meeting of Shareholders and the Board of Directors;
3. Pay in full and on time for the number of shares registered to buy as prescribed;.
4. Capital contributed in common shares shall not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, the members of the Board of Directors and the legal representative of the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
5. Provide correct address when registering to buy shares;
6. Keep confidential the information provided by the company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the company to other organizations or individuals;
7. Fulfill other obligations as prescribed by law and the Company Charter;
8. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - a. Violation of the law;
 - b. Conduct business and other transactions for personal gain and or to serve the interests of other organizations or individuals;
 - c. Pay off outstanding debts in the face of possible financial risks to the Company .

Article 1 3. General meeting of shareholders

1. The General Meeting of Shareholders is the highest authority of the Company . The General Meeting of Shareholders may hold annual and extraordinary meetings.
2. The Annual General Meeting of Shareholders is held once a year. The venue of the Annual General Meeting of Shareholders must be within the territory of Vietnam. The Annual General Meeting of Shareholders must be held within 04 months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year.

3. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the annual financial reports and the financial budget for the following fiscal year. Independent auditors may be invited to attend the meeting to advise on the approval of the annual financial reports.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. When the number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members prescribed by law;
 - c. A shareholder or group of shareholders specified in Article 11.3 of this Charter requests to convene a General Meeting of Shareholders in writing. The request must clearly state the reason and purpose of the meeting and be signed by the relevant shareholders (the request may be made in multiple copies to have the signatures of all relevant shareholders);
 - d. At the request of the Board of Supervisors ;
 - e. Other cases as prescribed by law and the Company Charter;
5. Convening an extraordinary meeting of shareholders:

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors is as prescribed in Clause 4b, Article 13 or from the date of receipt of the request prescribed in Clauses 4c and 4d , Article 13;

In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be responsible before the Law and must compensate for any damage arising to the Company.

b. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 13, then Within the next 30 (thirty) days, the Board of Supervisors must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be responsible before the law and must compensate for any damage arising to the Company.

c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 5, Article 13, within the next 30 (thirty) days, the shareholder or group of shareholders with the request specified in Clause 4c , Article 13 shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

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

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

Article 14. Rights and duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders has the right to discuss and approve:

- a. Annual audited financial statements;
- b. Report of the Board of Directors;
- c. Report of the Board of Supervisors;
- d. The Company's annual business plan.

2. The annual and extraordinary general meetings of shareholders shall pass resolutions by voting at meetings or by obtaining written opinions on the following matters:

- a. Through annual financial reports;
- b. The annual dividend payment for each type of share is in accordance with the Enterprise Law and the rights attached to that type of share. ;
- c. Number of Board members;
- d. Select Auditing Company;
- e. Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;
- f. Total remuneration of the Board of Directors members and remuneration report of the Board of Directors;
- g. Supplement and amend the Company Charter;
- h. Class of shares and number of new shares to be issued for each class of shares
- i. Division, separation, consolidation, merger or conversion of the Company;
- j. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- k. Inspect and handle violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;
- l. Decision on sale of Company assets or purchase transactions with value of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- m. The company buys back more than 10% of a type of issued shares;
- n. The Company signs contracts with persons specified in Article 167.1 of the Enterprise Law with a value equal to or greater than 35 % of the total value of the Company's assets recorded in the most recent audited financial statements;
- o. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

p. Approve internal governance regulations; operating regulations of the Board of Directors and Board of Supervisors;

q. Other matters as prescribed by this Charter and the provisions of law .

3. Shareholders are not allowed to vote in the following cases:

a. Contracts specified in Article 14.2 of this Charter when a shareholder or a person related to that shareholder is a party to the contract;

b. The purchase of shares by that shareholder or by a person related to that shareholder, except in cases where the purchase of shares is made in proportion to the ownership ratio of all shareholders or the purchase is made through order matching or public offering on the Stock Exchange.

4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders .

Article 15. Person authorized to attend the General Meeting of Shareholders

1. Shareholders who are entitled to attend the General Meeting of Shareholders according to law may attend in person or authorize their representatives to attend. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

In case an individual shareholder is the principal, there must be the signature of that shareholder and the person authorized to attend the meeting;

In case the authorized representative of an organization shareholder is the principal, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting , and the seal of the organization shareholder (if any) ;

In other cases, there must be the signature of the shareholder's legal representative and the person authorized to attend the meeting ;

The person authorized to attend the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if the representative appointment paper is presented together with a power of attorney to the lawyer or a valid copy of such power of attorney (if not previously registered with the Company).

4. Except for the case specified in Clause 3, Article 15, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in one of the following cases:

a. The authorized person has died, has limited civil capacity or has lost civil capacity ;
The principal has revoked the authorization ;

The principal has revoked the authority of the agent.

This provision shall not apply in the event that the Company receives written notice of one of the above events 48 (forty eight) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened .

Article 16. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders holding at least 65% of the common shares attending the meeting and at the same time approved by shareholders holding at least 65% of the voting rights of the issued shares of that type.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights shall be effective only when there are at least two shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough number of delegates as stated above, the meeting shall be re-organized within 30 (thirty) days thereafter and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above-mentioned meeting.

3. The procedures for conducting such a separate meeting are similar to the provisions in Articles 18 and 20.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the sharing of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class .

Article 17. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders

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

- a. Announce information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.
- b. Prepare a list of shareholders entitled to attend the meeting no earlier than 10 days before the date of sending the invitation to the General Meeting of Shareholders;
- c. Provide information and resolve complaints related to the shareholder list;
- d. Prepare meeting agendas and documents in accordance with the law and Company regulations;
- e. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
- f. Determine the time and place of the congress;

g. Send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

2. 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 meeting documents and the Company shall send the meeting documents to shareholders if requested by shareholders.

The meeting notice must include the name, head office address, enterprise code; name, permanent address of shareholders, time, place of meeting and other requirements for meeting attendees.

3. Shareholders or groups of shareholders mentioned in Article 11.3 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identification Card number, Legal documents for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.

4. In case the person convening the General Meeting of Shareholders refuses the proposal in Clause 3 of this Article, he/she must reply in writing and state the reasons no later than 02 days before the General Meeting. The person convening the General Meeting of Shareholders has the right to refuse proposals related to Clause 3, Article 17 of this Charter in the following cases:

- a. Proposals are submitted late or incomplete or incorrect in content ;
- b. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders .

Article 18. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.

2. In case there is not enough number of delegates required within 45 (forty five) minutes from the time of setting the opening of the meeting, the person convening the meeting shall cancel the meeting. The meeting must be reconvened within 30 (thirty) days from the date of the first scheduled meeting. The General Meeting of Shareholders convened for the second time is carried out when there is a number shareholder attending the meeting representing at least 33% of the voting shares.

3. In case the second general meeting is not eligible to be held, the third general meeting of shareholders shall be convened within 20 (twenty) days from the date of the planned second general meeting. In this case, the meeting shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only General meeting of shareholders The new shareholders have the right to change the meeting agenda sent with the meeting invitation as prescribed in Article 17.3 of this Charter .

Article 19. Procedures for conducting the General Meeting of Shareholders

1. 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.

2. The election of the Chairman, Secretary and Counting Committee is regulated as follows:

a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair meetings convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to chair the meeting according to the majority principle; in case no one can be elected as chair, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting;

The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairman of the meeting and the person with the highest number of votes shall chair the meeting;

The Chairman shall appoint one or more persons to act as Secretary to take minutes of the Shareholders' Meeting;

The General Meeting of Shareholders elects a vote counting committee upon the proposal of the meeting chairman;

3. 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.

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.

4. 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 the contents voted on before will not change.

5. The person convening the General Meeting of Shareholders has the right to:

a. Require all meeting attendees to submit to screening or other security measures;

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

6. The chairman of the meeting may postpone the meeting upon the agreement or request of the General Meeting of Shareholders with sufficient number of registered attendees as prescribed to another time or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. The media at the meeting venue does not ensure that shareholders attending the meeting can participate in discussions and voting;

c. There are people who obstruct or disrupt the meeting, which risks making the meeting not be conducted fairly and legally;

The maximum postponement period shall not exceed 03 (three) days from the scheduled opening date of the congress.

7. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6, Article 19, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman in conducting the meeting until its conclusion and the validity of the votes at that meeting shall not be affected.

8. The Chairman of the meeting or the Secretary of the meeting may take such action as they deem necessary to conduct the General Meeting of Shareholders in a valid and orderly manner; or to enable the meeting to reflect the wishes of the majority of the attendees.

9. The Convenor of the General Meeting may require shareholders or authorized representatives attending the General Meeting of Shareholders to submit to inspection or security measures that the Convenor of the General Meeting deems appropriate. In case any shareholder or authorized representative refuses to comply with the above regulations on inspection or security measures, the Convenor of the General Meeting may, after careful consideration, refuse or expel the said shareholder or representative from attending the General Meeting.

10. The convener of the General Meeting, after careful consideration , may take such measures as the Board of Directors deems appropriate to:

- a. Seating arrangement at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at the location;
- c. Facilitate shareholders to attend (or continue to attend) the meeting.

The Convenor of the Meeting has full authority to change the above measures and apply all measures if the Convenor of the Meeting deemed necessary. Measures taken may include the issuance of entry permits or the use of other options.

11. In case the above measures are applied at the General Meeting of Shareholders, the Convenor of the General Meeting, when determining the meeting location, may:

- a. Notice that the meeting will be held at the place specified in the notice and that the chairman of the meeting will be present there ("Principal Place of Meeting");
- b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the Main Venue of the meeting can simultaneously attend the meeting;
- c. The notice of the holding of the meeting need not specify the organizational measures under this Article .

Article 20. Approval of decisions of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the right to pass decisions by voting at meetings, or by written documents signed by all shareholders, or by collecting written opinions.

2. Except for the decision in Clause 3, Article 20, the decisions of the General Meeting of Shareholders on the following issues shall be adopted when 65% or more of the total votes of shareholders attending the meeting approve (in case of holding a meeting in person) or more than 50% of the total votes of shareholders with voting rights approve (in case of obtaining written opinions) .

- a. Types of shares and total number of shares of each type;
- b. Change of industry, profession and business field;
- c. Change the Company's management structure;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization and dissolution of the Company.

3. Resolutions not falling under the provisions of Clause 2 of this Article shall be passed when approved by shareholders representing more than 50% of the total number of voting shares of all shareholders attending the meeting (in case of holding a direct meeting) or by more than 50% of the total number of votes of shareholders with voting rights (in case of obtaining written opinions);

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolution are not carried out correctly as prescribed.

5. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members is reached. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations .

Article 2 1. Authority and procedures for obtaining shareholders' written opinions to approve decisions of the General Meeting of Shareholders

Authority and procedures for obtaining written opinions of shareholders to pass decisions of the General Meeting of Shareholders is carried out according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company .

2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders and the documents explaining the draft resolution. The opinion form, together with the draft decision and the documents explaining the draft resolution, 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 the 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.

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

- a. Name, head office address, business registration number;
- b. Purpose of consultation.

c. Full name, contact 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 need to be voted on for approval.

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.

4. The completed ballot must have the signature of 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 opinion ballot sent to the Company after the deadline specified in the opinion ballot or opened or disclosed is invalid . An opinion ballot that is not returned is considered a non-voting ballot.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors 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, method of sending voting ballots, with appendix of 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 voting percentages passed .

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

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

6. Minutes of vote counting results and resolutions must be published on the Company's website within 24 (twenty-four) hours instead of being sent to shareholders .

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

8. Resolutions of the General Meeting of Shareholders passed in the form of collecting shareholders' opinions in writing have the same value as resolutions passed at the General Meeting of Shareholders .

Article 2 2. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded. Minutes. Minutes of meetings and minutes of vote counting must be prepared in Vietnamese and must contain the contents prescribed in Clause 1, Article 150 of the Law on Enterprises.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The person presiding over the General Meeting of Shareholders is responsible for organizing the storage of the minutes of the General Meeting of Shareholders and publishing them on the Company's website within 24 (twenty-four) hours from the date of the General Meeting of Shareholders' conclusion. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the minutes submitted in accordance with the 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 2 3. Request to cancel the decision of the General Meeting of Shareholders

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, the shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter has the right to request the Court or Arbitration to consider and cancel the minutes. Resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining written opinions of shareholders and making decisions of the General Meeting of Shareholders are not implemented in accordance with the provisions of the Law on Enterprises and the Company Charter;
2. 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 person convening 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 this Charter .

VII. BOARD OF DIRECTORS

Article 2 4. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is at least 05 (five) people and at most 11 (eleven) people according to the decision of the General Meeting of Shareholders . The term of office of a member of the Board of Directors is not more than 05 (five) years; a member of the Board of Directors can be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent members of the Board of Directors is determined by rounding down.

2. 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 candidates have been identified in advance, information related to the Board of Directors candidates shall be announced at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty, accuracy and reasonableness of the published personal information and must commit to perform their duties honestly, loyally, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least:

- a. Full name, date of birth;
- b. Educational level, professional qualifications;
- 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).

Public companies must ensure that shareholders have access to information about companies in which candidates hold positions as members of the Board of Directors, other management positions, and the candidates' interests related to the company (if any).

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the Company. The nomination mechanism or the method by which the current Board of Directors nominates 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.

4. A member of the Board of Directors is no longer eligible to be 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 is mentally disordered and another member of the Board of Directors has expert evidence that he or she is no longer legally competent;
- d. That member is absent from attending meetings of the Board of Directors continuously for 06 (six) months, and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant;
- 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.

3. The appointment of members of the Board of Directors must be notified in accordance with the provisions of the law on securities and the securities market.

4. A member of the Board of Directors need not be a shareholder of the Company .

Article 2 5. Powers and duties of the Board of Directors

1. The business activities and affairs of the Company shall be subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company except for the authority belonging to the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the Director and other managers.
3. The Board of Directors has the following powers and duties:
 - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. Propose the type of shares and the total number of shares of each type that can be offered ;
 - c. Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type , decision to raise capital in other forms;
 - d. Decide on the offering price of the Company's shares and bonds ;
 - e. Decision to repurchase shares in accordance with the law;
 - f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g. Decide on market development, marketing and technology solutions;
 - h. Approve purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report, except for the cases specified in Point d, Clause 2, Article 138 , Clause 3, Article 167 of the Law on Enterprises;

- i. Through granting loans or guarantees with a value of less than 20% of the total asset value recorded in the Company's most recent financial statements to the Company's subsidiaries.
 - j. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide on salaries, remuneration, bonuses and other benefits of the Director, Chief Accountant, Branch Director, Head of the Company's representative office; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those persons;
 - k. Supervise and direct the Director and other managers in the daily operations of the Company;
 - l. Decide on the organizational structure and internal management regulations of the Company, develop internal regulations on internal management of the Company to submit to the General Meeting of Shareholders for approval, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
 - m. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - n. Submit annual financial reports to the General Meeting of Shareholders;
 - o. Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - p. Proposing the reorganization, dissolution, and bankruptcy of the Company;
 - q. Other rights and obligations as prescribed in the Charter and the Law on Enterprises.
4. The following matters must be approved by the Board of Directors:
- a. Establish branches or representative offices of the Company;
 - b. Establishment of subsidiaries of the Company;
 - c. Within the scope of provisions in Article 153.2 of the Law on Enterprises and except for the case specified in Article 167.3 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall from time to time decide on the implementation, amendment or cancellation of major contracts of the Company (including activities of purchasing, selling, merging, acquiring companies and joint ventures);
 - d. Appoint and remove persons authorized by the Company as commercial representatives and Lawyers of the Company;
 - e. Borrowing and performance of mortgages, warranties, guarantees and indemnities of the Company;
 - f. Investments not included in the business plan and budget exceeding 10% of charter capital or investments exceeding 10% of the value of the annual business plan and budget;
 - g. Purchase or sale of shares of other companies established in Vietnam or abroad;

h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. The Company's purchase or withdrawal of no more than 10% of the total number of shares of each type offered for sale within 12 months ;

j. Business matters or transactions which the Board of Directors determines require approval within the scope of its authority or responsibility;

k. Decide on the price to purchase or redeem the Company's shares.

5. Members of the Board of Directors shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors according to the agreement in the Board of Directors or equally divided in case of no agreement.

6. The total amount paid to members of the Board of Directors, including remuneration, expenses, commissions, stock options, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which members of the Board of Directors represent capital contributions, must be disclosed in detail in the Company's annual report.

7. A member of the Board of Directors who holds an executive position, or performs other duties which, in the opinion of the Board of Directors, are outside the normal scope of duties of a member of the Board of Directors, may be compensated in the form of a lump sum, salary, commission, percentage of profits, or in other form as determined by the Board of Directors.

8. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors or General Meetings of Shareholders .

Article 2 6. Chairman of the Board of Directors

1. The Board of Directors must select from among its members a Chairman . The Chairman of the Board of Directors shall not concurrently be the Director of the Company.

2. The Chairman of the Board of Directors is responsible for convening and chairing the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities as prescribed in this Charter and the Law on Enterprises.

3. In case the Chairman is temporarily unable to perform his/her duties for any reason, the Board of Directors may appoint another person among them to perform the duties of the Chairman based on the majority principle.

4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial report, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;

5. In case the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 (ten) days .

Article 27. Meetings of the Board of Directors

1. In case the Board of Directors elects a Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within 07 (seven) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes, these members shall vote by majority to select 01 (one) of them to convene a meeting of the Board of Directors.

2. Regular meetings. The Chairman of the Board of Directors must convene Board meetings, set the agenda, time and place of the meeting at least 03 (three) days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least once a quarter.

3. Extraordinary meetings. The Chairman of the Board of Directors must convene an extraordinary meeting when he deems it necessary for the benefit of the Company. In addition, the Chairman must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing to state the purpose of the meeting and the issues to be discussed:

- a. Director or at least 05 (five) other operators ;
- b. At least two (02) members of the Board of Directors;
- c. Board of Supervisors or independent member of the Board of Directors.

4. The meetings of the Board of Directors mentioned in Clause 3, Article 27 must be held within 07 (seven) days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the Company; the persons requesting the meeting mentioned in Clause 3, Article 27 may themselves convene the meeting of the Board of Directors.

5. In case of request from the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Meeting location. Board of Directors meetings shall be held at the Company's headquarters or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

7. Notice and agenda of the meeting. Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors and the supervisors at least 03 (three) days before the meeting is held. The members of the Board of Directors may refuse the meeting invitation in writing and such refusal may be retroactive. Notice of the Board of Directors' meeting must be in Vietnamese and must fully notify the agenda, time and location of the meeting, accompanied by necessary documents

on the issues to be discussed and voted on at the Board meeting and ballots for the members of the Board of Directors who cannot attend the meeting.

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 with the Company.

8. 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 their 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 Board of Directors members attend the meeting.

9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting is able to:

- a. Hear each other member of the Board of Directors speak at the meeting;
- b. Address all other members present simultaneously. Discussions between members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location of a meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

10. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend the meeting if approved by the majority of Board of Directors members;
- c. Attend and vote via online conference;
- d. Send voting ballots to the meeting via mail, fax, email.
- e. 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;

f. Pursuant to Clause 10.e, Article 27, when a matter arises in a meeting of the Board of Directors relating to the level of interest 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 interest of the relevant member of the Board of Directors has not been fully disclosed;

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

h. Supervisors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

11. Disclosure of interests. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he has an interest in it, shall disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. Or this member may disclose it at the first meeting of the Board of Directors held after this member knows that he has an interest or will have an interest in the relevant transaction or contract.

12. Majority voting. 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 will be the deciding vote.

13. 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 the usual practice.

14. Minutes of the Board of Directors' meetings. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of the Board of Directors' meetings to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings unless there is any objection to the content of the minutes within 10 (ten) days from the date of forwarding. Minutes of the Board of Directors' meetings shall be prepared in Vietnamese and must be signed by the chairman and the person recording the minutes.

In case the chairman 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, the minutes shall be valid .

Article 28. Person in charge of corporate governance

The Board of Directors shall appoint at least 01 person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently hold the position of 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 person in charge of corporate governance must meet the following standards:

a. Have knowledge of the law;

b. Not to concurrently work for an independent auditing company that is auditing the Company's financial statements;

- c. Other standards as prescribed by law, this Charter and the Board of Directors.
- 3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in contravention of current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.
- 4. The person in charge of corporate governance has the following rights and obligations:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders;
 - b. Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
 - c. Advice on meeting procedures;
 - d. Attend meetings;
 - e. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with the law;
 - f. Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisors;
 - g. Monitor and report to the Board of Directors on the company's information disclosure activities;
 - h. Act as a point of contact with stakeholders;
 - j. Keep information confidential in accordance with the provisions of law and the Company Charter;
 - k. Other rights and obligations as prescribed by law and the Company Charter.

VIII. DIRECTORS AND OTHER EXECUTIVE OFFICERS

Article 29. Organization of management apparatus

The Company shall adopt a management system under which the management apparatus shall be responsible to and under the direction of the Board of Directors. The Director may concurrently be a member of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a duly passed resolution.

Article 30. Business operators

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may employ the number and type of other executives necessary or appropriate to the Company's management structure and practices as proposed by the Board of Directors from time to time. Other executives must have the necessary diligence to enable the Company's operations and finances to achieve the set goals.

2. The salary, remuneration, benefits and other terms of the employment contract with the Director shall be decided by the Board of Directors and the contracts with other executives shall be decided by the Board of Directors after consulting with the Director .

Article 31. Appointment, dismissal, duties and powers of the Director

1. 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 relating to the recruitment. Information on the salary, allowances and benefits of the Director shall be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report.

2. The Director is the legal representative of the Company.

3. The Director is the person who runs the daily business of the Company; is supervised by the Board of Directors and is responsible to the Board of Directors and before the law for the implementation of assigned rights and duties.

4. The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms . The appointment may expire based on the provisions of the labor contract. The Director shall not be a person prohibited by law from holding this position, i.e. a minor, a person lacking capacity for civil acts, a person who has been sentenced to prison, a person serving a prison sentence, an armed forces officer, a State official, and a person who has been judged to have caused the company they previously led to go bankrupt.

5. The Director has the following powers and responsibilities:

a. Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;

b. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

c. Proposing organizational structure plan and internal management regulations of the Company;

d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e. Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director;

f. Labor recruitment;

g. Propose plans to pay dividends or handle business losses;

h. Other rights and obligations as prescribed by law;

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

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

Article 32. Company Secretary

1. The Board of Directors shall appoint one (or more) persons as Company Secretary with a term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The Board of

Directors may also appoint one or more Assistant Company Secretaries from time to time. Roles and responsibilities of the Company Secretary:

- a. Support the organization in convening meetings of the Board of Directors and General Meeting of Shareholders and recording meeting minutes;
- b. Support Board members in performing assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing corporate governance principles;
- d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- e. Support the Company in complying with information, information disclosure and administrative procedures;
- f. Other rights and obligations as prescribed by law and the Company Charter.

2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of the Law and the Company Charter.

IX. BOARD OF SUPERVISION

Article 33. Members of the Board of Supervisors

1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) members .

The Board of Supervisors must have at least one member who is an accountant or auditor. A member of the Board of Supervisors must not be an employee of the Company's accounting and finance department and must not be a member or employee of the independent auditing company that is auditing the Company's financial statements. A member of the Board of Supervisors must not be related to members of the Board of Directors, the Director and other executives of the Company. The Board of Supervisors must appoint one member as its head.

2. Standards and conditions of Controller

- a. Have full civil act capacity and not be prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises;
- b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business operations of the enterprise;
- c. Not a family member of a member of the Board of Directors, Director and other managers;
- d. Not allowed to hold corporate management positions; not necessarily be a shareholder or employee of the Company;
- e. Not working in the accounting or finance department of the Company;
- f. Not a member or employee of the independent auditing firm that audited the Company's financial statements in the three (03) preceding years.

3. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a

major related to the business activities of the enterprise. The Head of the Board of Supervisors has the following rights and responsibilities:

- a. Convene the Board of Supervisors meeting;
- b. Request the Board of Directors, the Director and other executives of the Company to provide relevant information to report to the members of the Board of Supervisors;
- c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

4. 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 occupies from 20 % to less than 35 % , then 02 (two) people can be nominated .
- If it accounts for 35 % to less than 50 % , 03 (three) people can be nominated.
- If it accounts for 50 % to less than 65 % , 04 (four) people can be nominated.
- If it accounts for 6.5 % or more, all candidates can be nominated .

5. 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 prescribed 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.

6. Members of the Board of Supervisors are appointed by the General Meeting of Shareholders, the term of office of the Board of Supervisors shall not exceed five (05) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms .

7. A member of the Board of Supervisors shall not be eligible for membership in the following cases:

- a. No longer qualified and eligible to be a Controller as prescribed in Article 169 of the Law on Enterprises;
- b. Failure to exercise one's rights and obligations for 06 consecutive months without the approval of the Board of Supervisors;
- c. That member is prohibited by law from being a member of the Board of Supervisors;
- d. Such member resigns by written notice sent to the Company's head office and accepted;
- e. That member is removed from the Board of Supervisors by decision of the General Meeting of Shareholders .

Article 34. Board of Supervisors

1. The Company must have a Board of Supervisors and the Board of Supervisors shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:

- a. Supervise the Board of Directors and Director in managing and operating the Company;

b. Check the rationality, legality, honesty and level of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting ;

c. In case of detecting any violation of the law or violation of the Company Charter by a member of the Board of Directors, Director and other business executives, it is necessary to notify the Board of Directors in writing, request the violator to stop the violation and have a solution to remedy the consequences;

d. Appraise the completeness, legality and honesty of the company's business situation report, annual and 6-month financial reports, management assessment report of the Board of Directors and submit the appraisal report at the annual meeting of the General Meeting of Shareholders;

e. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems ;

f. Review accounting books, accounting records and other documents of the company, management and operation of the company when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 11 of this Charter;

g. Upon request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report to the Board of Directors and the shareholder or group of shareholders making the request. The inspection by the Board of Supervisors as stipulated in this Clause shall not impede the normal operations of the Board of Directors and shall not disrupt the business operations of the company .

h. Recommend to the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities;

i. Have the right to attend and discuss at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Company;

j. Have the right to use independent consultants, propose the selection of independent auditing companies, auditing fees and all related issues;

k. Report, conclusion and recommendation to the General Meeting of Shareholders.

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

2. The Board of Directors, the Director and other executives must provide all information and documents relating to the Company's operations upon request of the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to the Board of Directors and copies of minutes of Board of Directors meetings must be provided to the Board of Directors members at the same time they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the manner of operation of the Board of Supervisors. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings must be at least two.

4. The remuneration of the members of the Supervisory Board shall be decided by the General Meeting of Shareholders. The members of the Supervisory Board shall also be reimbursed for their travel, hotel and other reasonable expenses incurred when they attend meetings of the Supervisory Board or perform other activities of the Supervisory Board .

X. RESPONSIBILITIES OF BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, DIRECTORS AND OTHER MANAGERS

Article 35. Responsibility for care

Members of the Board of Directors, members of the Supervisory Board, the Director and other executives are responsible for performing their duties honestly and in a manner that they believe is in the best interests of the Company and with a degree of care that a prudent person would normally have when holding a similar position and in similar circumstances .

Article 36. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Supervisors, Directors and other executives must publicly disclose related interests in accordance with the provisions of the Enterprise Law and other legal provisions.

2. Members of the Board of Directors, members of the Supervisory Board, Directors and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Supervisory Board, the Director and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individuals. The above subjects may only use such opportunities when members of the Board of Directors who do not have related interests have decided not to pursue this issue.

4. The Company is not allowed to provide loans or guarantees to members of the Board of Directors, Supervisors, Directors, other executives and individuals, organizations related to the above members or legal entities in which these people have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group and specialized laws have other provisions.

5. A contract or transaction between the Company and one or more of its Directors, Directors, other executives or persons related to them or a company, partnership, association, or organization of which one or more of its Directors, other executives or persons related to them are members, or have a financial interest, shall not be void if:

a. For contracts valued at less than 20% of the total asset value recorded in the most recent financial report, the important elements of the contract or transaction as well as the relationships and interests of other executives or members of the Board of Directors have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board of Directors who have no related interests; or

b. For contracts with a value greater than 20% of the total asset value recorded in the most recent financial statements, the important elements of this contract or transaction as well as the relationship and interests of other executives or members of the Board of Directors have been disclosed to shareholders with no relevant interests who have the right to vote on that matter, and those shareholders have voted in favor of this contract or transaction;

c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, members of the Supervisory Board, Directors, other executives or their related persons are not allowed to buy or sell or deal in any other form with the shares of the Company or its subsidiaries at the time when they have information that will certainly affect the price of those shares and other shareholders are not aware of this information

Article 37. Liability for damages and compensation

1. Liability for damages. Members of the Board of Directors, members of the Supervisory Board, Directors and other executives who violate the obligation to act honestly, fail to fulfill their obligations with care, diligence and professional competence shall be liable for damages caused by their violations.

2. Indemnity. The Company shall indemnify any person who has been, is or may become a party to any claim, action or proceeding which has been, is or may be brought, whether civil or administrative (other than litigation initiated by or under the Company's authority) if such person has been or is a member of the Board of Directors, other executive officer, employee or authorized representative of the Company (or its subsidiary), or if such person has been or is acting at the request of the Company (or its subsidiary) as a member of the Board of Directors, other executive officer, employee or authorized representative of the Company.

3. The costs to be compensated include: costs incurred (including attorneys' fees), judgment costs, fines, payments actually incurred or considered reasonable in resolving these cases within the framework of the law, provided that the person has acted honestly, carefully, diligently for the benefit of the Company, on the basis of compliance with the law and there is no discovery or confirmation that the person has breached his/her responsibilities. The Company has the right to purchase insurance for such people to avoid the above compensation responsibilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 38. Right to investigate books and records

1. A shareholder or group of shareholders referred to in Article 12.3 of this Charter has the right, directly or through a lawyer or authorized person, to submit a written request to inspect during working hours and at the main business location of the Company: the list of shareholders, the minutes of the General Meeting of Shareholders and copies or extracts of such records. The request for inspection by the representative lawyer or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of this power of attorney.

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

3. The Company shall keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the location where these documents are kept.

4. The company charter must be published on the Company's website.

XII. EMPLOYEES AND UNIONS

Article 39. Employees and trade unions

1. The Director must plan for the Board of Directors to approve issues related to recruitment, employment, dismissal, salary, social insurance, benefits, rewards and discipline for other executives and employees as well as the Company's relationship with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

2. Employees in the Company have the right to establish trade unions and participate in other political and social organizations in accordance with the provisions of law. Trade unions and political and social organizations established in the Company must operate in accordance with the provisions of law.

XIII. PROFIT DISTRIBUTION

Article 40. Dividends

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings. Dividends paid to common shares are determined based on the net profit realized and the dividend payment is deducted from the Company's retained earnings when all of the following conditions are met:

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

b. Has set aside company funds and fully compensated for previous losses according to the provisions of law and the Company Charter;

c. Immediately after paying all the prescribed dividends, the company still ensures full payment of all debts and other financial obligations due.

2. Pursuant to the provisions of the Enterprise Law, the Board of Directors may decide to pay mid-term dividends if it considers that such payment is consistent with the Company's profitability.

3. The Company does not pay interest on dividends or payments relating to a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong . Payment may be made directly or through banks based on the bank details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder, the Company shall not be responsible for any loss arising from such transfer. Payment of dividends for shares listed on the Stock Exchange may be made through a securities company or a Depository Center.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may adopt a resolution specifying a specific date as the record date for shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

7. In case a shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.

8. In case of paying dividends in violation of the law, the shareholder must return to the Company the amount of money or other assets received; in case the shareholder cannot return to the Company, that shareholder and all members of the Board of Directors must jointly be responsible for the debts and other property obligations of the Company within the value of the amount of money or assets paid to the shareholder but not yet returned .

Article 41. Issues related to profit distribution

Other issues related to profit distribution are carried out in accordance with the provisions of law.

XIV. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 42. Bank accounts

1. The company will open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with legal regulations.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 43. Fiscal year

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

2. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

- a. Financial statements and related explanatory notes.
- b. Business performance report.
- c. Report on evaluation of Company management and operation.
- d. Report on provision, use of funds and annual dividend levels.

The reports and documents specified in this clause must be sent to the Board of Supervisors for review at least 30 (thirty) days before the opening date of the annual meeting of the General Meeting of Shareholders.

The reports and documents specified in this clause must be sent to the Board of Supervisors for review at least 30 (thirty) days before the opening date of the annual meeting of the General Meeting of Shareholders .

Article 44. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) or other accounting regimes approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The company uses Vietnamese Dong as the currency used in accounting .

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 45. Annual, six-month and quarterly financial reports

1. The Company must prepare annual financial reports in accordance with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 47 of this Charter, and within 90 days from the end of each fiscal year, must submit annual financial reports approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the business registration authority.

2. The annual financial report must include a report on the results of production and business activities that honestly and objectively reflects the Company's profit and loss situation during the fiscal year and a balance sheet that honestly and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement and notes to the financial

statements. In addition to the annual financial report, the Company must also include a consolidated balance sheet on the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and publish six-monthly and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange and submit them to relevant authorities and business registration agencies in accordance with the provisions of the Enterprise Law.

4. The Company's audited financial statements (including the auditor's opinion), quarterly and six-monthly reports must be published on the Company's website.

5. Interested organizations and individuals have the right to inspect or photocopy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours, at the Company's headquarters and must pay a reasonable fee for photocopying .

Article 46. Annual report

The company must prepare and publish annual reports in accordance with the provisions of the law on securities and the stock market.

Article 47. Information disclosure and public announcement

The company must disclose information and make public announcements in accordance with the provisions of law .

XVI. COMPANY AUDIT

Article 48. Auditing

1. At the Annual General Meeting of Shareholders, an independent auditing company will be appointed, or a list of independent auditing companies will be approved and the Board of Directors will be authorized to decide on one of these independent auditing companies to conduct the Company's auditing activities for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The independent auditing company conducting the audit for the Company must be an auditing company approved by the State Securities Commission.

2. The company shall prepare and submit annual financial statements to the independent auditing firm after the end of the fiscal year.

3. The independent auditing company shall examine, confirm and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and submit such report to the Board of Directors within two months from the end of the fiscal year.

4. A copy of the audit report shall be attached to each annual accounting report of the Company.

5. The auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit .

XVII. STAMP

Article 49. Seal

1. Enterprises have their own seals. Seals are assets of the enterprise. Enterprises have the right to decide on the form and content of their seals.
2. The company has 01 (one) seal.
3. The legal representative of the enterprise must be responsible for managing and using the seal in accordance with the provisions of law.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 50. Termination of operations

1. The company may be dissolved or terminated in the following cases:
 - a. The Court declared the Company bankrupt in accordance with current law;
 - b. Dissolution by decision of the General Meeting of Shareholders
 - c. Other cases as prescribed by law.
2. When there is a decision to dissolve the Company, the Board of Directors shall directly organize the liquidation of the enterprise's assets or appoint a liquidator to replace the Board of Directors and an auditor to perform the task of liquidating the Company according to the prescribed time and current financial regulations.
3. In case of bankruptcy declaration by the court, bankruptcy settlement procedures for the Company will be carried out in accordance with the provisions of the Bankruptcy Law.

Article 51. Cases of deadlock between members of the Board of Directors and shareholders

Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board of Directors members did not agree in managing the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate.
2. The shareholders did not reach a consensus and could not obtain the required number of votes as prescribed to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of shareholders are divided so that dissolution would be the most beneficial option for all shareholders.

Article 52. Liquidation

1. At least 06 (six) months before the end of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other debts of the Company .

2. The Liquidation Board shall be responsible for reporting to the business registration authority on the date of liquidation and the date of commencement of operations. From that time on, the Liquidation Board shall represent the Company in all matters relating to the Company's liquidation before the Court and administrative agencies.

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

- a. Liquidation costs;
- b. Salaries and insurance costs for employees;
- c. Taxes and payments of tax nature that the Company must pay to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. The balance remaining after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will have priority for payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 53. Resolution of internal disputes

1. In case of any dispute or complaint arising related to the Company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Enterprise Law or other laws or administrative regulations, between:

- a. Shareholders with the Company; or
- b. Shareholders with the Board of Directors, Supervisory Board, Director or other senior executives.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Company's Board of Directors shall preside over the resolution of the dispute and shall require each party to present the facts relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the economic arbitration to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. In case no conciliation decision is reached within six weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or Economic Court.

3. The parties shall bear their own costs in connection with the negotiation and conciliation proceedings. The Court shall decide which party shall bear the costs of the proceedings.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 54. Supplement and amendment of the Charter

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 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 shall naturally be applied and regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 55. Effective date

1. This Charter consists of XXI chapters and 56 Articles and was unanimously approved by the Annual General Meeting of Shareholders of VSC Green Logistics Joint Stock Company on March 10, 2021.

2. This Charter is made into ten (10) copies of equal legal value, of which:

a. 01 copy submitted to the local State Notary Office;

b. 05 copies registered at the government agency according to the regulations of the People's Committee of the Province or City

c. 04 copies are kept at the Company office.

3. This charter is the sole and official charter of the Company.

4. Copies or extracts of the Company Charter must be signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be valid.

Article 56. Signature of the Company's legal representative

LEGAL REPRESENTATIVE
Director

Dong Trung Hai



PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (7)

*(Re: Approval of Contracts and Transactions
within the Authority of the General Meeting of Shareholders)*

To: The Annual General Meeting of Shareholders 2025

- Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Charter of Green Development and Investment Service Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. **Matter 1: Approval of Transactions within the Authority of the General Meeting of Shareholders**

Due to the practical needs arising during the Company's operations, in order to ensure timeliness and optimize the interests of shareholders and the Company, as well as effectively seize business opportunities, the Board of Directors respectfully proposes that the General Meeting of Shareholders approve the following matters:

- a) The General Meeting of Shareholders approves the policy for signing/entering into contracts/transactions within the authority of the General Meeting of Shareholders for the year 2025 as follows:
 - Contract/Transaction Signatories: Organizations and individuals (including, but not limited to, transactions between the Company and members of the Board of Directors, the CEO, and related parties as defined under the Law on Enterprises).
 - Types of Contracts/Transactions: Loan/borrowing transactions, collateral agreements (pledge, mortgage, guarantee...), sales, investments, and other transactions within the authority of the General Meeting of Shareholders.
 - Contract/Transaction Value:
 - ✓ Investment contracts or asset sales with a value of 35% or more of the total value of assets as recorded in the most recent financial statements of the Company.
 - ✓ Loan/borrowing contracts, asset sales with a value greater than 10% of the total value of assets as recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares, or related parties of such shareholders.



- ✓ Contracts/transactions under Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total value of assets as recorded in the most recent financial statements of the Company.
 - Time of Contract/Transaction Signing: Transactions occurring from the date of the 2025 Annual General Meeting of Shareholders until the date of the 2026 Annual General Meeting of Shareholders.
 - b) The General Meeting of Shareholders authorizes the Board of Directors to decide on the specific content of each contract/transaction; to sign and implement the contracts/transactions outlined above, ensuring compliance with legal regulations and the Company's interests. The Board of Directors may delegate the authority to the CEO to carry out the details specified in this Article (if necessary), and report the implementation results at the 2026 Annual General Meeting of Shareholders.
2. **Matter 2: Authorization for the Board of Directors to Decide on Other Arising Matters within the Authority of the General Meeting of Shareholders**

Based on the Company's actual business operations and to ensure the timeliness of its production and business activities, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization for the Board of Directors to decide on other arising matters within the authority of the General Meeting of Shareholders (if any) and to report on such matters at the 2026 Annual General Meeting of Shareholders.

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

Best Regards,

Haiphong, February 14th, 2025

ON BEHALF OF BOD

CHAIRMAN



NGUYEN DUC DUNG

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS (8)

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

To: The Annual General Meeting of Shareholders 2025

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

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

Addition:

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


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

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

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

Haiphong, February 14th, 2025

**ON BEHALF OF BOD
CHAIRMAN**



NGUYEN DUC DUNG

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 GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN - CHAIRMAN OF THE
BOARD OF DIRECTORS**



NGUYEN DUC DUNG



DIRECT VOTING CARD

THE ANNUAL GENERAL MEETING OF SHAREHOLDER 2025

FORM

No.:

...

FULL NAME:

Number of owned shares	Number of Authorized shares	TOTAL
.....



GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY

Enterprise code: 0201768923 | Address: Lot CC2 – MP Dinh Vu Industrial Zone, Dong Hai 2, Hai An, Hai Phong
Tel: (84) 0225.2838666 | Fax: (84) 0225.2838689 | Email: fgd@greenicd.com.vn | Website: www.greenicd.com.vn

VOTING CARD

FORM

FOR MEETING CONTENT AT THE ANNUAL GENERAL MEETING OF SHAREHOLDER
2025

Full name:

Number of owned shares	Number of Authorized shares	Total
.....

No	Meeting Contents	AGREE	DISAGREE	NO OPINION
1	Report on BOD's activities year 2024, Reports on company business performance, investment in 2024 and business, investment outlook for 2025			
2	Board of Supervisors' Report in 2024			
3	Audited financial statement 2024			
4	Profit distribution plan for 2024			
5	Business Plan for 2025 and Expected Dividend Rate for 2025			
6	Selection of an independent auditing firm			
7	Approval of Contracts and Transactions under the Authority of the General Meeting of Shareholders;			
8	Change of the Company's name; Adjustment and addition of the Company's business lines; Amendment of Company's Charter			
9	Amendments and additions to the Internal Regulations on Corporate Governance			
10	Dividend Distribution Plan and Share Issuance for Charter Capital Increase			





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11	Dismissal and additional election of members of the Board of Directors for term 2024-2027			
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Haiphong, March 10th 2025
Shareholder/ Authorized
(Sign and full name)

Notes:

- This Voting Card is only valid for the 2025 Annual General Meeting of Shareholders of GIC.
- The following Voting Cards shall be deemed invalid:
 - + Voting Cards not issued by GIC (not in the prescribed format, lacking GIC's official seal).
 - + Voting Cards without a valid signature and full name of the Shareholder/Authorized Representative.
 - + Voting Cards that are altered, erased, or contain additional content not requested by the Chairperson of the Meeting.





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Form No.1: For
shareholder/Group of
shareholders nominating
candidates for the BOD

NOMINATION SHEET

MEMBERS OF THE BOARD OF DIRECTORS

GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY
TERM 2024-2027

To: Green Development & Investment Service Joint Stock Company (GIC)

Shareholder/Group of Shareholders of Green Investment, Services and Development
Joint Stock Company ("GIC") including:

No.	Shareholders	Business registration number/ID/Passport	Number of share owned	Percentage (%) / Total Voting Shares	Sign
1					
2					
....					

After considering the regulation on BOD nomination - election term 2024-2027 and current Charter of GIC, we would like to nominate the below candidate to the BOD term 2024-2027 of GIC at the Annual General Meeting of Shareholders in 2025 as follows:

1. Mr./Ms.:
Date of birth:
ID/Passport:Date of issue: by:
Address:
2.

I/We are completely responsible for this nomination and commit to strictly comply with the current regulations and GIC's Charter.

Respectfully!

Attachments:

- Copy of ID/Passport;
- CV of nominee;
- Other related documents.



GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY

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Form No. 2: For
Shareholders Applying

CANDIDACY APPLICATION AS A MEMBER OF THE BOARD OF DIRECTORS GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY TERM 2024-2027

To: Green Development and Investment Service Joint Stock Company

Full Name:
Date of birth:
ID/Passport:
Date of issue: By:
Address:
Telephone: Fax:
Currently holding shares, accounting for% of the total 12,120,000
voting shares of the Company.

After considering the regulation on BOD nomination - election term 2024-2027 and
current Charter of GIC, I hereby apply for candidacy as a Member of the Board of Directors
for the term 2024-2027 of GIC at the Annual General Meeting of Shareholders in 2025.

I hereby declare that all documents in this candidacy application are truthful and
accurate, and I take full responsibility before the law for the integrity of this application.

Respectfully,

Attachments:

- Copy of ID/Passport;
- CV of nominee;
- Other related documents.

....., DD/MM/2025

Shareholder

(Sign and full name)



GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY

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VOTING CARD FOR ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS

Term 2024 - 2027

No:

Number of
owned shares

X

Number of Authorized
shares

Y

Total of shares

$Z = X + Y$

Total of votes = Total of shares x Number
of BOD members can be elected:

Z

No	Full name	Number of votes (Choose 01 option)	
		Divide total number of votes equally among selected candidates (mark "x" on the selected candidate)	Vote for a specific number of candidates (write the specific number of votes for the selected candidate)
1	AAA		
2	BBB		
3	CCC		
4	DDD		
5	EEE		
6	FFF		
7	GGG		

Haiphong, March 10th 2025
Shareholder/ Authorized
(Sign and full name)



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CURRICULUM VITAE

OF CANDIDATE FOR THE BOARD OF DIRECTORS

GREEN DEVELOPMENT & INVESTMENT SERVICE JOINT STOCK COMPANY

TERM 2024-2027

1. Full Name:
2. Sex:
3. Date of birth:
4. Place of birth:
5. Nationality:
6. Ethnic:
7. ID/ Passport no.: date of issue: place of issue:
8. Address:
9. Telephone number:
10. Educational Background:
11. Professional Qualifications:
12. Work Experience:

Period	Position	Company

13. Companies where the candidate currently holds a position as a member of the Board of Directors or other managerial positions:

Period	Position	Company

14. Contributions to the Company (if any):

15. Violations of law (if any):

16. Conflicts of interest with the Company (if any):

17. Outstanding debts to the Company (if any):

18. Number of shares held (if any):

+ Shares representing ownership in the Company:

+ Personal ownership:

19. Related persons and their shareholdings (if any):

20. Candidate's Commitment: If elected as a member of the Board of Directors of Green Development & Investment Service Joint Stock Company, I commit to performing my duties with honesty, loyalty, and due diligence for the best interests of the Company.





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I hereby declare that all the information provided above is true and accurate. If any of the statements are found to be false, I take full responsibility before the law.

Confirmation by Competent Authority

*(Local government or the organization
where the individual is employed)*

....., DD/MM/2025

(Sign and full name)





GREEN DEVELOPMENT AND SERVICE INVESTMENT JOINT STOCK COMPANY

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**GREEN DEVELOPMENT AND SERVICE
INVESTMENT JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 01/2025/NQ-DHĐCD

Hai Phong, March 10, 2025

RESOLUTION ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 GREEN DEVELOPMENT AND SERVICE INVESTMENT JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of organization and operation of Green Development and Service Investment Joint Stock Company;
- Pursuant to the Minutes, meeting content and documents of the 2025 Annual General Meeting of Shareholders of Green Development and Service Investment Joint Stock Company dated March 10, 2025;

General Meeting of Shareholders of Green Development and Service Investment Joint Stock Company:

RESOLUTION

Article 1. The 2025 Annual General Meeting of Shareholders of Green Development and Service Investment Joint Stock Company approves the following contents:

1. Approving the dismissal of members of the Board of Directors for the 2024-2027 term.

Dismissal from the position of member of the Board of Directors for the 2024-2027 term for:

- Mr. Nguyen The Trong

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

2. Elect 01 additional member of the Board of Directors for the 2024-2027 term.

The following persons have been elected to the Board of Directors for the 2024-2027 term:

- Mr/ Mrs:.... Number of votes

3. Approval of the Board of Directors' 2024 Operational Report; 2024 Business Performance Report and 2025 Business Plan.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

4. Approval of the Board of Supervisors' 2024 Operational Report.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.





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5. Approval of Audited Financial Statements for 2024

Some basic indicators in the audited 2024 financial report:

Unit: Vietnamese Dong

STT	Target	Amount (VND)
1	Total assets	262,562,040,922
2	Equity	121,200,000,000
	<i>In which: equity capital:</i>	<i>121,200,000,000</i>
3	Service revenue	159,342,953,965
4	Financial revenue	1,291,778,386
5	Profit before corporate income tax	18,091,674,245
6	Profit after corporate income tax	16,238,924,768
7	Basic earnings per share	1,340

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

6. Approval of 2024 profit distribution plan:

The 2024 profit distribution plan is as follows:

- Total profit after tax in 2024: VND 16,238,924,768
- Provision for welfare reward fund: VND 1,660,000,000
- Bonus for Board of Directors and Supervisory Board: VND 306,000,000
- Stock dividends (*According to the attached plan for issuing shares to increase charter capital*)
- The remaining amount is used to supplement business capital and development investment fund.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

7. Approval of the 2025 Business Plan and expected 2025 dividend level:

1. Business plan for 2025 is as follows:

- Revenue: 145 billion VND
- Profit before tax: 16.5 billion VND

2. Expected dividend level in 2025:

Expected dividend level in 2025: 11% of charter capital.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

8. Through the selection of independent auditing firm

The General Meeting of Shareholders to authorize the Board of Directors, based on the quality of services and audit fees, to select an independent auditing company (reputable, licensed to operate in Vietnam, approved by the State Securities Commission to audit public interest entities in the securities sector in 2025) to perform the auditing activities. Auditing period: From the date of the 2025 Annual



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General Meeting of Shareholders to the date of the 2026 Annual General Meeting of Shareholders.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

9. Through amendments and supplements to the Internal Regulations on Corporate Governance.

Amend and supplement the Internal Regulations on corporate governance to comply with Decree 155/2020/ND-CP specifically as follows:

Additional information:

“Article 14: Organizing the General Meeting of Shareholders through online meetings

In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 274 of Decree No. 155/ND-CP”.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

10. Through the change of company name; Adjust and supplement the company's business lines, and amend the company's Charter.

Change company name; Adjust and supplement the Company's business lines, specific contents as follows:

I. Change of company name

Old Company Name: Green Development and Service Investment Joint Stock Company

Company name after change: VSC Green Logistics Joint Stock Company

II. Adjusting and supplementing some business lines

STT	Name of industry, business adjusted, detailed	Industry code
Regulated business lines		
1.	Other support services related to transportation Detail: - Shipping agency services; Sea transport agency services; Freight forwarding; Customs clearance agency activities; Freight forwarding; Freight forwarding support services; Ship chartering brokerage (excluding crew); Cargo packaging, sampling, weighing; International and domestic multimodal transport services; Consignment agency, container management, import and export goods delivery; Organization of joint exploitation of container transport of import and export goods, transit goods by means of transport; Shipping agency and maritime transport brokerage.	5229 (Main)



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	<i>(except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, public water channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety. Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services ; maritime pilotage services; Support services related to air transport; Air transport business, airports and general aviation business)</i>	
2.	Cargo handling <i>(except loading and unloading of goods at airport)</i>	5224
3.	Real estate business, land use rights of owners, users or tenants <i>(except for investment in building cemetery infrastructure to transfer land use rights associated with infrastructure)</i>	6810
4.	Wholesale of solid, liquid, gaseous fuels and related products <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>	4661
5.	Retail sale of motor fuel in specialised stores <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>	4730
6.	Direct support service activities for railway transport <i>(except for management and exploitation of national railway and urban railway infrastructure systems invested by the State)</i>	5221
Business lines added		
1.	Wholesale of other machinery, equipment and spare parts Detail: - Wholesale of industrial machinery, equipment and spare parts <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic</i>	4659



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	<i>organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	
2.	Wholesale of automobiles and other motor vehicles	4511
3.	Other specialized wholesale not elsewhere classified Details: - Wholesale of ships	4669
4.	Packing services Detail: - Packaging of goods	8292
5.	Manufacture of automobiles and other motor vehicles	2910
6.	Motor Vehicle Rental	7710
7.	Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers	2920
8.	Direct support service activities for water transport Detail: - Transportation services, water freight agency; Water transport vehicle rescue activities; Operations, towing, and docking of ships; Barge cargo transportation services (<i>except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, water areas, public maritime channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety; Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; Maritime electronic information services; Maritime pilotage services</i>)	5222
9.	Manufacture of spare parts and accessories for automobiles and other motor vehicles	2930
10.	Renting of machinery, equipment and other tangible goods without operator Detail: - Container rental	7730
11.	Wholesale of agricultural machinery, equipment and spare parts	4653



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	<i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to carry out) export rights, import rights, distribution rights according to law)</i>	
12.	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
13.	Other retail forms not elsewhere classified Detail: - Retail of ships and boats	4799
14.	Other remaining business support service activities not elsewhere classified <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	8299

III. Amendment of company charter

Amend the contents of the Company Charter in accordance with the change of company name and adjust and supplement the business lines in Section II above.

IV. Implementation

Assign/authorize the Board of Directors and/or the Director to carry out procedures related to adjusting the Company's business lines and amending the Company Charter in accordance with the adjusted contents on the basis of compliance with the Enterprise Law 2020, Investment Law 2020 and other relevant legal documents.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

11. Through contracts and transactions under the authority of the General Meeting of Shareholders as follows:

a) Approving the policy of signing/performing contracts/transactions of the Company under the approval authority of the General Meeting of Shareholders in 2025 as follows:

- Contracting and transaction parties: organizations and individuals (including but not limited to transactions between the Company and members of the Board of Directors, Directors, and other related persons as prescribed by the Law on Enterprises).
- Types of contracts and transactions: loans/loans, guarantees (pledges, mortgages, guarantees, etc.), sales, investments, etc. and other transactions under the authority of the General Meeting of Shareholders.
- Contract/transaction value:
- Investment contracts/transactions, asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements.



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- Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- Contracts and transactions as prescribed in Clause 1, Article 167 of the Enterprise Law have a value of 35% or more of the total value of the Company's assets recorded in the most recent financial report.

- Time of signing contract/transaction: Transactions taking place from after the date of the 2025 Annual General Meeting of Shareholders to before the date of the 2026 Annual General Meeting of Shareholders.

b) Assign and authorize the Board of Directors to decide on the detailed content of each contract/transaction; sign and implement the above contracts/transactions to ensure compliance with legal regulations and the Company's interests. The Board of Directors is authorized to re-authorize the Director to implement the content stated in this Article (if necessary), and report the implementation results at the 2026 Annual General Meeting of Shareholders.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

12. Through the issuance of shares to increase the company's charter capital No 09 date 14th February, 2025 of BOD.

According to the attached Share Issuance Plan.

Number of votes in favor: votes, accounting for:% of the total number of votes of all shareholders attending the meeting.

Article 2. The Resolution of the 2025 Annual General Meeting of Shareholders of Green Development and Service Investment Joint Stock Company takes effect from the date of signing. The Board of Directors of the Company is assigned to implement the above contents in accordance with current regulations of law and the Company's Charter./.

Recipient :

- As per Article 2 (to implement);
- State Securities Commission;
- Hanoi Stock Exchange;
- Save: Board of Directors, General Director, Information Technology Department.

**TM. GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN
CHAIRMAN OF BOARD OF
DIRECTORS**

NGUYEN DUC DUNG