

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**REGULATIONS ON OPERATION OF BOARD OF DIRECTORS**  
**AN GIANG PORT JOINT STOCK COMPANY**

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders)*

**An Giang, June 18, 2026**

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*An Giang, June 18, 2026*

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
AN GIANG PORT JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises (Law No. 76/2025/QH15);

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of An Giang Port Joint Stock Company (the “Company”), as amended and supplemented and approved by the General Meeting of Shareholders on 05 January 2026;

Pursuant to Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated June 18, 2026;

The Board of Directors hereby issues the Regulations on Operation of Board of Directors of the Company. The Regulations on Operation of Board of Directors of the Company include the following contents:

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on Operation of Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the Law on Enterprises, the Charter of the Company, and other relevant provisions of law.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and relevant subjects mentioned in these Regulations.

**Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the

resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors delegates responsibility to the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Charter of the Company, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Charter of the Company, and the following obligations:

a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and express opinions on the issues discussed;

c) To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations;

d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with the member of the Board of Directors and their related persons; and transactions between the Company and companies in which the member of the Board of Directors is a founding member or a business manager within the 03 most recent years prior to the transaction;

d) To disclose information when trading the Company's shares in accordance with the law.

3. The independent member of the Board of Directors of the Company must prepare a report evaluating the activities of the Board of Directors.

#### **Article 4. Right of members of the Board of Directors to be provided with information**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested business manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are stipulated as follows:

- The member of the Board of Directors must submit the content of the request to the Board of Directors of the Company.

- If deemed necessary, the Board of Directors will convene a meeting to solicit opinions or solicit written opinions within 07 working days from the date of receiving the request from the member of the Board of Directors regarding the content for which information is requested.

- If the above content is approved by the Board of Directors, the manager requested to provide information shall provide the requested information within 07 days.

### **Article 5. Number, term, and structure of members of the Board of Directors**

1. The number of members of the Board of Directors is 05.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Structure of members of the Board of Directors:

a) The number of non-executive members of the Board of Directors of the Company must ensure there is at least 01 non-executive member. The Company shall limit to the maximum extent the holding of executive positions in the Company by members of the Board of Directors to ensure the independence of the Board of Directors.

b) The number of independent members of the Board of Directors must ensure the regulation of at least 01 independent member.

5. Independent members of the Board of Directors have full rights and obligations of members of the Board of Directors as prescribed by the Law on Enterprises, the Law on Securities, the Charter of the Company, and these Regulations.

6. Independent members of the Board of Directors are organized and coordinate their activities according to the following principles:

a) To perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company;

b) To be loyal to the interests of the Company and shareholders; not to use information, know-how, business opportunities of the Company, position, or the Company's assets for personal gain or to serve the interests of other organizations or individuals;

c) All activities of independent members of the Board of Directors must ensure compliance with the provisions of the law and the Charter of the Company.

#### **Article 6. Standards and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

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

b) Have professional qualifications and experience in business administration or in the field, industry, or business line of the Company and are not necessarily shareholders of the Company.

c) Members of the Board of Directors of the Company may simultaneously be members of the Board of Directors of other companies;

d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be persons having family relationships with the General Director and other managers of the Company; or with managers or persons authorized to appoint managers of the parent company.

2. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not be a person currently working for the Company, its parent company, or its subsidiaries; not be a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 preceding consecutive years;

b) Not be a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiaries;

d) Not be a person directly or indirectly owning at least 01% of the total voting shares of the Company;

d) Not be a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 preceding consecutive years, except in cases of being appointed for 02 consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member

of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

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

2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

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

- a) To prepare the program and activity plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- d) To chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Company.

4. In case the Chairman of the Board of Directors submits a resignation or is removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Charter of the Company. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors according to the principle of majority approval by the remaining members until a new decision of the Board of Directors is made.

6. When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Secretary of the Company when necessary, provided it does not contravene current labor laws. The Secretary of the Company has the following rights and obligations:

- a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations to provide information, disclose information, and administrative procedures;
- d) Other rights and obligations as prescribed in the Charter of the Company and the Internal Regulations on Corporate Governance.

### **Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors**

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

- a) Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submits a resignation letter and it is accepted;
- c) Other cases as prescribed in the Charter of the Company.

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

- a) Fails to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed in the Charter of the Company.

3. When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Charter of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders elects new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

#### **Article 9. Method of electing, dismissing, and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company. The nomination of persons to the Board of Directors is carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders prescribed in this Clause have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of Board of Directors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total

votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Charter of the Company is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made according to the criteria of the election regulations or the Charter of the Company.

6. The dismissal and removal of members of the Board of Directors by the General Meeting of Shareholders are carried out by voting (in favor, against, abstention). The voting ratio for approval by voting method is carried out according to Clause 2, Article 20 of the Charter of the Company.

#### **Article 10. Notification of election, dismissal, and removal of members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates 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. Candidates for the Board of Directors must have a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions in other companies);
- d) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Charter of the Company;
- g) The Company has the responsibility to disclose information about companies where the candidate is holding the position of member of the Board of Directors, other management positions, and the candidate's interests related to the Company (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

### **Chapter III**

### **BOARD OF DIRECTORS**

## **Article 11. Rights and obligations of the Board of Directors**

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) To propose the types of shares and the total number of shares authorized to be offered for each type;
- c) To decide on the sale of unsold shares within the scope of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of the shares and bonds of the Company;
- đ) To decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, except where the Charter of the Company stipulates a different ratio or value, and except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other important managers as prescribed by the Charter of the Company; to decide on the salary, remuneration, bonuses, and other benefits of those managers; to appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies; to decide on the remuneration and other benefits of those persons;
- k) To supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) To approve the program and content of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or solicit opinions for the General Meeting of Shareholders to approve resolutions;

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

o) To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling losses arising during business operations;

p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

q) To decide on the issuance of the Regulations on Operation of Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Financial Management of the Company; to decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors (if any) and the Information Disclosure Regulations of the Company; to decide on the person in charge of corporate governance.

r) To request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Charter of the Company, and the internal corporate governance regulations.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the activities of the Board of Directors as prescribed in Article 280 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities (as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025).

4. The Board of Directors approves resolutions and decisions by voting at meetings, soliciting written opinions, or other forms as prescribed by the Charter of the Company. Each member of the Board of Directors has one vote.

5. In case a resolution or decision approved by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Charter of the Company, causing damage to the Company, the members who voted in favor of approving such resolution or decision shall be jointly and personally liable for that resolution or decision and must compensate the Company for the damage; members who opposed the approval of the aforementioned resolution or decision shall be exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

## **Article 12. Tasks and powers of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors approves contracts and transactions valued at less than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction valued at less than 35% of the total asset value recorded in the most recent financial statement, or a different lower ratio or value as prescribed in the Charter of the Company, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;
- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves contracts and transactions for borrowing, lending, or selling assets valued at less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or their related persons.

3. The representative of the Company signing the contract or transaction must notify members of the Board of Directors and members of the Board of Supervisors about the related subjects of that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

## **Article 13. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders**

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must have sufficient signatures of the relevant shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;

d. Other cases as prescribed by law and the Charter of the Company.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Charter of the Company or from the date of receiving the request as prescribed in Point c and Point d, Clause 1 of this Article;

The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the program and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

d) Determine the time and location for holding the meeting;

e) Notify and send the invitation to the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks to serve the meeting.

**Article 14. Sub-committees assisting the Board of Directors.**

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and must be at least 02 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with

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the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when a majority of members attend and vote in favor at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Charter of the Company and the Internal Regulations on Corporate Governance.

## **Chapter IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect according to the majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Charter of the Company.

4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose and the issues to be discussed and decided under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for the damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the invitation at least 05 working days before the meeting

date. The invitation must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The invitation must be accompanied by documents used at the meeting and the voting ballot of the member.

The invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Charter of the Company and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the invitation and accompanying documents to members of the Board of Supervisors as for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members attend. In case the meeting convened according to this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- d) Sending a voting ballot by other means as prescribed in the Charter of the Company.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

#### 11. Voting

a). Except as prescribed in Point b, Clause 11, Article 15 of these Regulations, each member of the Board of Directors or person authorized as prescribed in Clause 9 of this Article who is personally present at the meeting of the Board of Directors has one (01) vote;

b). Members of the Board of Directors may not vote on contracts, transactions, or proposals in which they or their related persons have interests that conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted

in the minimum ratio of members present to hold a meeting of the Board of Directors regarding decisions on which they do not have the right to vote;

c). According to the provisions in Point d, Clause 11, Article 15 of these Regulations, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chair is final, except in cases where the nature or scope of the relevant member's interest has not been fully disclosed;

d). A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 6, Article 42 of the Charter of the Company shall be considered to have a significant interest in that contract;

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

12. 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 they are a person with an interest therein shall be responsible for disclosing such interest at the first meeting of the Board of Directors discussing the signing of such contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision shall belong to the side with the vote of the Chairperson of the Board of Directors.

15. The Board of Directors has the right to collect opinions of members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors as stipulated in Clause 2, Article 26 of the Charter of the Company.

A resolution in the form of written consultation shall be passed based on the approval of a majority of the members of the Board of Directors who have the right to vote. This resolution shall have the same effect and validity as a resolution passed at a meeting.

16. Meetings of the Board of Directors may be organized in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

a). Hear each other member of the Board of Directors participating in the meeting speak;

b). Speak to all other attending members simultaneously. Discussions among members may be conducted directly via 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 the meeting organized under this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone shall be organized and conducted legally and shall be effective immediately upon the conclusion of the meeting, but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairperson of the Board of Directors is responsible for sending the minutes of the Meeting of the Board of Directors to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Meeting of the Board of Directors shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the minutes taker.

#### **Article 16. Minutes of the Meeting of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, head office address, business registration number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons;
- d) Issues discussed and voted on at the meeting;
- e) Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full name and signature of the chairperson and the minutes taker, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, this minutes shall be effective. The meeting minutes shall clearly state the refusal of the

chairperson or the minutes taker to sign the meeting minutes. The person signing the meeting minutes shall be jointly and severally liable for the accuracy and honesty of the content of the Meeting of the Board of Directors minutes. The chairperson and the minutes taker shall be personally liable for damages occurring to the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of this Law, the Charter of the Company, and relevant laws.

3. The chairperson, the minutes taker, and those who sign the minutes shall be responsible for the honesty and accuracy of the content of the Meeting of the Board of Directors minutes.

4. The minutes of the Meeting of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall prevail.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Annual reporting**

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

- a) Report on the business results of the Company;
- b) Financial statements;
- c) Report on the assessment of the Company's management and administration;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have owned shares of the Company continuously for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly examine the reports specified in this Article.

#### **Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors**

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

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

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred when performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Charter of the Company.

#### **Article 19. Disclosure of related interests**

In case the Charter of the Company does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out according to the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, business registration number, head office address, and business lines of enterprises in which they own capital contributions or shares; the ratio and time of owning such capital contributions or shares;

b) Name, business registration number, head office address, and business lines of enterprises in which their related persons jointly or separately own capital contributions or shares of over 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; amendments and supplements must be notified

to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the Board of Directors**

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned as the main person in charge must proactively coordinate the handling if there are issues related to the field managed by another member of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the member in charge shall report to the Chairperson of the Board of Directors for consideration and decision according to their authority, or organize a meeting or collect opinions of members of the Board of Directors in accordance with the law, the Charter of the Company, and these Regulations.

3. In case of reallocation of duties among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors regarding such handover.

#### **Article 21. Relationship with the executive board**

In the role of governance, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

#### **Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.



2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to build plans and implement timely corrections.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 23. Effectiveness**

The Regulations on Operation of Board of Directors of An Giang Port Joint Stock Company consist of 7 chapters and 23 articles and shall be effective from June 18, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**

**signed**

**LE VIET THANH**