





VINAFREIGHT JOINT STOCK COMPANY

(Stock code: VNF)



DRAFT

DOCUMENTS

THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Ho Chi Minh City, April 17, 2026

DANH MỤC TÀI LIỆU GỬI CỔ ĐÔNG TẠI ĐẠI HỘI

1.	Voting Card.
2.	Voting Ballot.
3.	Registration Form for speaking at the Meeting.
4.	Proposal to the General Meeting of Shareholders on approving the Meeting Agenda of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
5.	Proposal to the General Meeting of Shareholders on approving the Regulations for organizing the 2025 Annual General Shareholders of Vinafreight Joint Stock Company.
6.	Report on the activities for 2025 and the operational plan for 2026 of the Board of Directors of Vinafreight Joint Stock Company.
7.	Report on the activities for 2025 and the operational plan for 2026 of Mr. Vu Chinh, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.
8.	Report on the activities for 2025 and the operational plan for 2026 of Mr. Nguyen Quang Trung, Independent Member of the Board of Directors of Vinafreight Joint Stock Company
9.	Report on the activities for 2025 and the operational plan for 2026 of the Board of Supervisors of Vinafreight Joint Stock Company.
10.	The Proposal for the approval of the Separate Financial Statements and Consolidated Financial Statements for 2025 of Vinafreight Joint Stock Company.
11.	The Proposal for the approval of the Proposal to the General Meeting of Shareholders on the consolidated business plan for 2026 of Vinafreight Joint Stock Company.
12.	The Proposal for approval authorizes the Board of Directors to evaluate and select the auditing firm for Vinafreight Joint Stock Company's 2026 financial statements.
13.	The Proposal for the approval of the profit distribution for 2025 and the profit distribution plan for 2026 of Vinafreight Joint Stock Company.
14.	The Proposal for the approval of the plan for allocating funds for the activities of the Board of Directors, the Board of Supervisors, and the Secretary of the Board of Directors for 2026 of Vinafreight Joint Stock Company.
15.	The Proposal for the approval of the acquisition of shares of Vinafreight Joint Stock Company without conducting a public tender offer.
16.	The Proposal for the approval of the amendment and supplementation of the Charter of Vinafreight Joint Stock Company.
17.	The Proposal for the approval of the amendment and supplementation of the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company.
18.	The Proposal for the approval of the amendment and supplementation of the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company.
19.	Draft of the Resolution of the 2026 Annual General Meeting of Vinafreight Joint Stock Company.

Ho Chi Minh City, April 17th, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding approval of the Meeting Agenda of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders of the Company for approval of the Meeting Agenda of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company, with details as follows:

The detailed content of the draft agenda of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company is attached.

Respectfully submit./.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ**



Nguyễn Bích Lân

AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 08:30 AM, April 17, 2026 (Friday).

Venue: Conference Room - Hoa Vien Tri Ky Restaurant - No. 123 Hong Ha, Duc Nhuan Ward, Ho Chi Minh City, Vietnam.

No.	Subject Matters	Presenter
I	Opening: 08:30	
1	Declaration of purpose and opening of the 2026 Annual General Meeting of Shareholders.	The Organizing Committee
2	Report on the results of the verification of the eligibility of delegates to attend the 2026 Annual General Meeting of Shareholders.	The Shareholder Eligibility Verification Committee
II	The General Meeting of Shareholders approves the Presiding Committee, the Vote Counting Committee, and the Secretariat.	The Organizing Committee
III	The General Meeting of Shareholders approves the Meeting Agenda of the 2026 Annual General Meeting of Shareholders.	The Presiding Committee
IV	The General Meeting of Shareholders approves the Regulations on the Organization of the 2026 Annual General Meeting of Shareholders.	The Presiding Committee
V	The Board of Directors, the Independent Members of the Board of Directors, and the Supervisory Board submit the Reports to the General Meeting of Shareholders:	
1	Report on the activities for 2025 and the operational plan for 2026 of the Board of Directors of Vinafreight Joint Stock Company.	The Chairman of the Board of Directors
2	Report on the activities for 2025 and the operational plan for 2026 of Mr. Vu Chinh, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.	The Independent Member of the Board of Directors
3	Report on the activities for 2025 and the operational plan for 2026 of the Board of Supervisors of Vinafreight Joint Stock Company.	The Head of the Supervisory Board
VI	The Presiding Committee submits the Proposals to the General Meeting of Shareholders:	
1	The Proposal for the approval of the Separate Financial Statements and Consolidated Financial Statements for 2025 of Vinafreight Joint Stock Company.	The Presiding Committee

No.	Subject Matters	Presenter
2	The Proposal for the approval of the Proposal to the General Meeting of Shareholders on the consolidated business plan for 2026 of Vinafreight Joint Stock Company.	The Presiding Committee
3	The Proposal for approval authorizes the Board of Directors to evaluate and select the auditing firm for Vinafreight Joint Stock Company's 2026 financial statements.	The Presiding Committee
4	The Proposal for the approval of the profit distribution for 2025 and the profit distribution plan for 2026 of Vinafreight Joint Stock Company.	The Presiding Committee
5	The Proposal for the approval of the plan for allocating funds for the activities of the Board of Directors, the Board of Supervisors, and the Secretary of the Board of Directors for 2026 of Vinafreight Joint Stock Company.	The Presiding Committee
6	The Proposal for the approval of the acquisition of shares of Vinafreight Joint Stock Company without conducting a public tender offer.	The Presiding Committee
7	The Proposal for the approval of the amendment and supplementation of the Charter of Vinafreight Joint Stock Company.	The Presiding Committee
8	The Proposal for the approval of the amendment and supplementation of the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company.	The Presiding Committee
9	The Proposal for the approval of the amendment and supplementation of the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company.	The Presiding Committee
VII	The General Meeting of Shareholders discusses and proceeds with the voting on the contents of the Reports and Proposals.	
15-MINUTE RECESS		
VIII	The Vote Counting Committee announces the ballot voting results.	The Vote Counting Committee
IX	The General Meeting of Shareholders approves the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders.	The Secretary of the Meeting
X	The Presiding Committee closes the 2026 Annual General Meeting of Shareholders.	The Presiding Committee

Ho Chi Minh City, April 17, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding the approval of the Regulations on Organization of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company

To: General Meeting of Shareholders of Vinafreight Joint Stock Company

- *Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;*
- *Pursuant to the Charter of Vinafreight Joint Stock Company;*
- *Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company ("Company"),*

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval of the Regulations on Organization of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company, with details as follows:

The detailed content of the Regulations on Organization of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company is attached.

Respectfully submit./.

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



Nguyen Bich Lan

DRAFT**REGULATIONS ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS****VINAFREIGHT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company (“Company”),

In order to ensure the successful and smooth conduct of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company (the “Company”), the Board of Directors (the “Board”) of the Company has established the following Regulations, principles of operation, conduct, and voting during the Meeting:

Article 1. Purpose

1. Ensure that the procedures, principles of conduct, and voting at the Company’s General Meeting of Shareholders are in accordance with the regulations and are conducted successfully.
2. The Resolutions reflect the unanimous will of the General Meeting of Shareholders, fulfilling the wishes and rights of the Shareholders and in compliance with the law.

Article 2. Subjects of Application and Scope of Regulation

1. Subjects of Application: All shareholders, representatives (authorized persons), and guests attending the General Meeting of Shareholders of the Company must comply with and adhere to the provisions of this Regulation, the Company’s Charter, and the applicable laws.
2. Scope of Regulation: This Regulations shall apply to the organization of the Company’s 2025 Annual General Shareholders’ Meeting.

Article 3. Interpretation of Terms/Abbreviations

1. Company : VINAFREIGHT JOINT STOCK COMPANY.
2. BOD : Board of Directors of Vinafreight Joint Stock Company.
3. OC : Organizing Committee of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
4. SB : Supervisory Board of Vinafreight Joint Stock Company.
5. Supervisors : Member of the Supervisory Board of Vinafreight Joint Stock Company.
6. GM/ General Meeting : The 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
7. Delegates : Shareholders, representatives (*authorized persons*) of Vinafreight Joint Stock Company shareholders.

Article 4. Conditions for convening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened when the attending delegates represent more than 50% of the total voting shares.
2. In case the first convening of the General Meeting of Shareholders fails to meet the conditions specified in Clause 1 of this Article, a notice of the second convening shall be sent within 30 (thirty) days from the intended date of the first meeting. The second convening of the General Meeting of Shareholders shall be conducted when the attending delegates represent at least 33% of the total voting shares.
3. In case the second convening of the General Meeting of Shareholders fails to meet the conditions specified in Clause 2 of this Article, a notice of the third convening shall be sent within 20 (twenty) days from the intended date of the second meeting. The third convening of the General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending Delegates.

Article 5. Delegates attending the General Meeting of Shareholders

1. Shareholders of the Company, as per the finalized list dated March 19, 2026, shall have the right to attend the General Meeting of Shareholders, they may attend in person or authorize a representative to attend on their behalf. In case there is more than one authorized representative to attend the General Meeting of Shareholders, the number of shares for each authorized representative must be precisely determined.
2. Punctuality, appropriate and formal attire, compliance with security checks (if any), and presentation of identification documents, etc., as required by the OC.
3. Receive meeting documents and materials at the reception area in front of the General Meeting hall.
4. Shareholders arriving late have the right to register immediately and thereafter participate and vote at the General Meeting. The Chairman is not responsible for pausing the Meeting to allow late attendees to register. The voting results of matters that have already been voted on prior to the late attendee's arrival shall remain unaffected.
5. Keep the phone on silent or turn it off; if necessary, step outside to make calls.
6. Smoking is prohibited inside the General Meeting room.
7. Comply with the Regulations of the OC and the instructions of the Presiding Committee conducting the General Meeting.
8. If a Delegate fails to comply with the aforementioned inspection requirements or measures, the Presiding Committee, after careful consideration, may refuse or expel the Delegate from the venue of the General Meeting to ensure that the General Meeting proceeds smoothly according to the agenda.

Article 6. Guests at the General Meeting of Shareholders

1. These are the employees of the Company, guests, and members of the OC who are not shareholders of the Company but have been invited to attend the General Meeting
2. Guests shall not participate in making statements at the General Meeting (unless invited by the Presiding Committee or have registered in advance with the OC and received the Presiding Committee's consent).

Article 7. The Chairperson of the Meeting and the Presiding Committee

1. The Presiding Committee consists of one (01) Chairperson of the Meeting and up to two (02)

incumbent members of the Board of Directors, the Supervisory Board, and the General Director. The Chairman of the Board of Directors shall serve as the Chairperson of the Meeting. The Presiding Committee is approved by a vote of the General Meeting and is responsible for managing the work of the General Meeting in accordance with the agenda, program, and Regulations approved by the General Meeting of Shareholders.

2. In the event that the Chairman of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to serve as the Chairperson of the Meeting based on the majority principle. If no one is elected Chairperson of the Meeting, the Head of the Supervisory Board shall preside over the election of the Chairperson of the Meeting from among the attendees, with the person receiving the most votes appointed as Chairperson of the Meeting.
3. In other cases, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to conduct the election of the Chairperson of the Meeting, and the person with the highest number of votes shall be appointed as the Chairperson of the Meeting.
4. Responsibilities of the Presiding Committee:
 - a. To preside over the activities of the GM in accordance with the program approved by the BOD and the GM.
 - b. To guide the Delegate and the GM in discussing the matters included in the agenda.
 - c. To present drafts and conclusions on necessary issues for the General Meeting of Shareholders to vote on;
 - d. To resolve any issues arising during the course of the GM.
5. The working principle of the Presiding Committee: The Presiding Committee works on the principle of collective decision-making and democratic centralization, and decisions are made by majority vote.

Article 8. The Secretary of the Meeting

1. The Secretary of the Meeting shall be appointed by the Presiding Committee and shall be responsible to the Presiding Committee for their duties, under the direction of the Board of the General Meeting.
2. The Presiding Committee or the Secretariat may undertake necessary actions to conduct the General Meeting of Shareholders in a lawful and orderly manner or to ensure that the meeting reflects the wishes of the majority of the attending Delegates.

Article 9. The Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee of the General Meeting consists of 02 (two) members, including 01 (one) the Head of the Shareholder Eligibility Verification Committee and 01 (one) member who is responsible to the Presiding Committee, the General Meeting of Shareholders, for their duties.
2. Responsibilities of the Shareholder Eligibility Verification Committee:
 - a. Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - b. The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has

the required number of shareholders and authorized representatives who together represent more than 50% of the voting shares, the General Meeting of Shareholders of the Company shall proceed.

Article 10. The Vote Counting Committee

1. The Vote Counting Committee is proposed by the Presiding Committee and consists of at least three (03) members, including one (01) the Head of Committee, two (02) members, and supporting staff, to facilitate the voting process by a show of voting cards. Candidates running for election or nomination are not allowed to participate in the Vote Counting Committee.
2. Responsibilities of the Vote Counting Committee:
 - a. To disseminate the principles, regulations, and instructions on voting.
 - b. To examine and record the Voting Ballots, prepare the Vote Counting Minutes, and announce the vote counting results.
 - c. To submit the Vote Counting Minutes to the Presiding Committee to approve the voting results.
 - d. To promptly notify the Secretariat of the results of the voting.
 - e. To review and report to the General Meeting any violations of the voting procedures or any complaints regarding the results of the voting.

Article 11. Speeches at the General Meeting

1. Representatives attending the General Meeting, when wishing to express their opinions, must obtain the approval of the Presiding Committee. The representative's speech should be concise and focus on the key issues to be discussed, in line with the agenda approved by the General Meeting, or the representative may submit their comments in writing to the Secretary of the General Meeting for compilation and reporting to the Presiding Committee.
2. The Presiding Committee will arrange for the delegates to speak in the order of their registration and will address any questions raised by the delegates during the General Meeting or acknowledge that responses will be provided later in writing.

Article 12. Voting on matters at the General Meeting

1. Principle:
 - a. All matters on the agenda and the content of the meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
 - b. The voting cards and voting ballots are printed, stamped with the Company's seal, and directly sent to the Delegates at the General Meeting of Shareholders (along with the meeting materials). Each Delegate has a voting card and voting ballots. The voting card and ballot clearly state the shareholder's code, full name, number of shares owned, and the authorized representative who is granted the right to vote on behalf of that Delegate.
 - c. The method of voting on issues at the General Meeting is as follows:
 - (i) Voting by raising the Voting Card: This method is used to approve issues such as the Agenda of the General Meeting, the Regulations for the Organization of the General Meeting, the Board of the General Meeting, the Vote Counting Committee, the Minutes of the Meeting, the Resolutions of the Meeting, and any other matters discussed at the General Meeting (*if any*).
 - (ii) Voting by filling out the Voting Ballot: This method is used to approve the Reports and Proposals presented at the General Meeting.

2. Voting Method:

- a. The Delegates cast their votes to Approve, Disapprove, or No Opinion on an issue presented for voting at the General Meeting by raising the Voting Card or filling in the corresponding options on the Voting Ballot in accordance with the provisions of Clause 1 of this Article.
- b. When voting by raising the Voting Card, the front of the Voting Card must be raised facing the Board of the General Meeting. If a delegate does not raise the Voting Card in all three voting rounds, Approve, Disapprove, or No Opinion on a given issue, it shall be considered as a vote of "**Approve**" on that issue. If a delegate raises the Voting Card more than once when voting "Approve," "Disapprove," or "No Opinion" on an issue, it shall be considered as an "**Invalid**" vote. In the voting process using the Voting Card, members of the Delegate Qualification Verification Committee or the Vote Counting Committee shall mark the shareholder's code and the corresponding Voting Card number for each delegate who votes "Approve," "Disapprove," "No Opinion," or "Invalid."
- c. When voting by filling out the Voting Ballot, for each item, Delegates must select one of the three options: "Approve," "Disapprove," or "No Opinion," which are pre-printed on the Voting Form by marking an "x" or "✓" in the box corresponding to their choice. After completing all the items to be voted on at the General Meeting, Delegates must submit their Voting Ballot into the sealed ballot box at the meeting, following the instructions of the Vote Counting Committee. The Voting Ballot must bear the delegate's signature and clearly state their full name.
- d. In the event that a Delegate fails to submit the Voting Ballot to the ballot box, such forms will be considered as uncollected votes, and the number of uncollected votes will be reported in the Vote Counting Minutes.
- e. In the event that a Delegate wishes to correct a Voting Ballot due to an incorrect marking, the delegate should strike through the incorrectly marked box and mark the correct box, signing next to the newly marked box. No erasures or smudging are allowed.

3. The validity of the Voting Ballot:

- a. A valid Voting Ballot is one that follows the pre-printed template issued by the OC without any erasures, corrections, tears, or damage and without any additional content other than what is specified for this form. It must bear the signature of the attending Delegate, with the full name of the Delegate written by hand beneath the signature.
- b. On the Voting Ballot, the voting content is considered valid when the Delegate marks one (1) of the three (3) voting boxes. The voting content is considered invalid if it does not comply with the regulations for valid voting content. Any content for which the Delegate does not mark "x" or "✓" in the voting box will be considered as the Delegate expressing "**No Opinion**" on those matters.
- c. An invalid Voting Ballot:
 - (i) Adding any content other than what is required for the Voting Ballot;
 - (ii) A voting Ballot that does not follow the pre-printed template issued by the OC, lacks the Company's seal, or has been altered, erased, or tampered with, shall render all the voting content on the voting form invalid.

4. Voting Regulations:

- a. Each (one) share is equivalent to one voting right. Each Delegate attending the meeting, representing one or more voting rights, will be issued a Voting Card and a Voting Ballot.

- b. As of the shareholder record date (March 29, 2026), the total number of outstanding shares of the Company is **31,700,380** shares, equivalent to **31,700,380** voting rights.
- c. The resolution on the following matters shall be approved if it is voted in favor by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except in cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:
 - (i) The type of shares and the total number of shares of each type to be offered, issued, and other capital increase options in accordance with the provisions of the law.
 - (ii) Changes to the industry, business activities, and areas of operation.
 - (iii) Changes to the organizational structure of the Company's management as stipulated in Article 11 of the Company's Charter and Article 137 of the Law on Enterprises.
 - (iv) Investment projects or the sale of assets valued at 35% or more of the total assets as stated in the Company's most recent financial statements.
 - (v) Reorganizing or dissolving the Company.
- d. The contents of the Resolution shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting; except in cases specified in Clause c, Section 4 of this Article and Sections 3, 4, and 6 of Article 148 of the Law on Enterprises.
- e. Shareholders/authorized representatives with a vested interest do not have the right to vote on contracts and transactions valued at 35% or more of the total assets of the Company as recorded in the most recent financial report; such contracts or transactions can only be approved if shareholders/authorized representatives holding at least 65% of the remaining voting shares agree (pursuant to Clause 4, Article 167, the Enterprise Law No. 59/2020/QH14).
- f. Shareholders/authorized representatives holding 51% or more of the total voting shares, or related parties of such shareholders, do not have the right to vote on contracts and transactions valued at more than 10% (of the total assets of the Company as recorded in the most recent financial report) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).
- 5. Recording the voting results:
 - a. The method of vote counting shall be conducted by collecting the Voting Ballots at the General Meeting
 - b. The Vote Counting Committee shall verify the number of votes in Approve, Disapprove, No Opinion for each item and shall be responsible for recording, compiling, and reporting the results of the vote count at the General Meeting.
 - c. For sensitive issues and upon request by the Delegates, the Company must appoint an independent organization to conduct the collection and vote counting.

Article 13. Minutes and Resolutions of the General Meeting of Shareholders

- 1. The Resolution of the General Meeting of Shareholders must be read and approved before the conclusion of the Meeting.
- 2. The Minutes and Resolution of the General Meeting of Shareholders shall be kept and published on the Company's website <https://www.vinafreight.com> for shareholders to access, in place of sending direct mail to shareholders, in order to reduce costs.

Article 14. Enforcement of the Regulations

1. Delegates and guests attending the General Meeting of Shareholders must strictly comply with these Regulations. In the event of any violation of these Regulations, the Presiding Committee shall, depending on the severity, consider and take appropriate action in accordance with the Company's Charter and relevant laws.
2. The convener of the General Meeting of Shareholders shall have the right to:
 - a. Request all meeting attendees to undergo inspection or other security measures.
 - b. Request the competent authorities to maintain order at the meeting; expel individuals who do not comply with the authority of the Board of the Meeting, intentionally disrupt order, obstruct the regular proceedings of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
3. Matters not specifically stipulated in this Regulation shall be uniformly applied in accordance with the provisions of the Company's Charter, the Internal Governance Regulations, the Law on Enterprises 2020, and other applicable legal regulations.
4. This Regulation shall take effect immediately upon approval by the Company's General Meeting of Shareholders.

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



Nguyen Bich Lan

REPORT ON THE ACTIVITIES IN 2025 AND THE OPERATIONAL PLAN FOR 2026 OF THE BOARD OF DIRECTORS

Pursuant to the duties, powers, and responsibilities of the Board of Directors (“BOD”) as stipulated in the Company Charter and the Regulations on the operations of the Board of Directors of Vinafreight Joint Stock Company (“the Company”).

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders (“AGM”) the report on activities for the year 2025 and the plan for 2026 as follows:

I. RESULTS OF OPERATIONS IN 2025:

1. Consolidated business results for the Company’s 2025 financial year:

Unit: VND million

No	Item	2024 Actual	2025 Plan	2025 Actual	% Actual 2025 compared to	
					2025 Plan	2024 Actual
1	Net revenue from sales and service provision	1,773,057	1,545,291	1,656,933	107%	93%
2	Profit before tax (PBT)	101,682	54,171	85,784	158%	84%
3	Profit after tax (PAT)	73,015	43,337	68,311	158%	94%
4	PBT / Total revenue ratio	5.7%	3.5%	5.2%	148%	90%

2. Assessment of the 2025 service business performance:

- Consolidated revenue in 2025 was VND 1,657 billion, achieving 107% of the 2025 budget plan and equivalent to 93% of the 2024 figure.
- Consolidated profit before tax in 2025 was VND 85.78 billion, achieving 158% of the 2025 budget plan and equivalent to 84% of the 2024 figure.

3. Transactions between the Company and its related persons and related persons of insiders:

No	Related Party	Relationship with the Company	Transaction description	Total Value (VND)
1	Vector International Aviation Service Co., Ltd	Subsidiary	Service provision	26,450,500
			Dividend received	45,000,000,000
			Service purchase	391,518,835
2	SFS Global Logistics Vietnam Co., Ltd	Subsidiary	Service provision	136,146,927

No	Related Party	Relationship with the Company	Transaction description	Total Value (VND)
			Service purchase	45,683,987
3	Transimex Corporation	Parent Company	Interest income	753,424,658
			Service purchase	1,598,498,403
			Service provision	32,664,674
			Dividend distribution	29,027,971,500
4	Thang Long Logistics Corporation	Associate	Service purchase	678,560,375
			Dividend received	1,753,715,600
5	Transimex Logistics Corporation	Group Company	Service purchase	3,422,507,829
			Service provision	282,890,536
6	Transimex DC Co., Ltd	Group Company	Service purchase	973,834,795
7	Transimex Hi-Tech Park Logistics Co., Ltd	Group Company	Service purchase	248,466,030
8	Konoike Vinatrans Logistics Co., Ltd	Related organization of the insider	Service provision	5,493,426,577
			Service purchase	893,314,602
			Dividend received	1,437,571,275
9	Mac Shipping Corporation	Related organization of the insider	Service purchase	143,772,584
10	Transimex Port Corporation	Group Company	Service purchase	100,612,110
11	Transportation and Trading Services Joint Stock Company	Group Company	Service purchase	301,383,386
12	Vinatrans Da Nang	Related organization of the insider	Service provision	144,757,328

No	Related Party	Relationship with the Company	Transaction description	Total Value (VND)
			Service purchase	104,134,002
13	Transimex Property One Member Company Limited	Group Company	Service purchase	2,481,175,247

II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025:

1. Members and structure of the Board of Directors:

The list of members of the Company's Board of Directors as of December 31, 2025 is as follows:

No.	Full name	Position	Shareholding ratio with Voting Rights (as of December 21, 2024)
1.	Mr Nguyen Bich Lan	Chairman of the BOD	0,92%
2.	Mr Le Duy Hiep	Non-executive Member of the BOD	0,1%
3.	Mr Le Van Hung	Non-executive Member of the BOD	0%
4.	Mr Vu Chinh	Independent Member of the BOD	0,06%
5.	Mr Nguyen Quang Trung	Independent Member of the BOD	0%
6	Mr Nguyen Anh Minh	Member of the BOD	0,06%
7	Mr Ha Minh Huan	Non-executive Member of the BOD	0%

2. Activities of the Board of Directors in 2025::

2.1 2024 dividend payment:

- In implementation of the Resolution of the 2025 Annual General Meeting of Shareholders No. 01/2025/NQ.ĐHĐCĐ-VNF dated March 28, 2025, on May 21, 2025 the Board of Directors issued Resolution No. 08/2025/NQ.HĐQT-VNF approving the implementation of the 2024 dividend payment plan, and the Company completed the 2024 dividend payment within the timeline prescribed by law.
- The dividend payment process to shareholders was implemented in a timely manner and in compliance with applicable regulations.

2.2 Management and governance direction:

- In order to perform the duties assigned by the General Meeting of Shareholders, the Board of

Directors carried out its activities in accordance with the Company's Charter and in compliance with the Law on Enterprises and applicable laws..

- (b) Meetings of the Board of Directors were organized and conducted in accordance with the Company's Charter, with the participation of the Management Board, the Head of the Board of Supervisors, and the Chief Accountant.
- (c) The Board of Directors directly discussed and decided on the matters to be submitted to the General Meeting of Shareholders for voting at the Meeting, decided on matters within its authority, approved the proposals submitted by the Management Board, and periodically heard reports from the Management Board on the Company's business performance and results.
- (d) The voting results on all matters achieved a high level of consensus; the minutes and resolutions of the Board of Directors reflected the unanimous agreement of its members, and were retained and publicly disclosed in accordance with regulations.
- (e) In addition, the Board of Directors also took the lead in and closely directed the relevant departments to prepare and publish the 2025 corporate governance report in a timely, transparent, and compliant manner.
- (f) In 2025, the Board of Directors held 16 meetings, including written consultations with members of the Board of Directors, and issued 18 resolutions, specifically as follows:

No	Resplution No.	Date	Description	Approval Rate
1	01/2025/NQ.HĐQT-VNF	22/01/2025	<ol style="list-style-type: none"> Approval of the Company's business performance in 2024 and business plan for 2025. Approval of financial and investment activities in 2024. Approval of receivables status and proposed handling of doubtful debts. Approval of the plan for organizing the 2025 Annual General Meeting of Shareholders. Approval of year-end bonuses for members of the Board of Directors, Board of Supervisors, and the Secretary of the Board of Directors.. 	100%
2	02/2025/NQ.HĐQT-VNF	24/02/2025	<ol style="list-style-type: none"> Approval of the investment plan to acquire shares of Vinatrans Da Nang. Approval of related-party transactions in accordance with 	100%

No	Resplution No.	Date	Description	Approval Rate
			the Law on Enterprises 2020 and the Company's Charter.	
3	03/2025/NQ.HĐQT-VNF	07/03/2025	<ol style="list-style-type: none"> 1. of the list of the Presiding Committee, Vote Counting Committee, and Secretary for submission to the AGM. 2. Approval and update of the AGM agenda and related documents. 	100%
4	04/2025/NQ.HĐQT-VNF	27/03/2025	Approval of the dismissal and appointment of the Chief Accountant of the Company and its subsidiary.	100%
5	05/2025/NQ.HĐQT-VNF	01/04/2025	Approval of the dismissal and appointment of the Chief Accountant of the Company and its subsidiary.	100%
6	06/2025/NQ.HĐQT-VNF	01/04/2025	pproval of the business performance for Q1 2025 and plan for the remaining quarters of 2025.	100%
7	07/2025/NQ.HĐQT-VNF	21/05/2025	<ol style="list-style-type: none"> 1. Approval of the business performance for Q1 2025 and plan for the remaining quarters of 2025. 2. Approval of financial and investment activities for Q1 2025 and the plan for the remaining quarters. 3. Approval of remuneration for the Board of Directors, Board of Supervisors, and Secretary in 2025. 4. Approval of related-party transactions. 5. Approval of adjustments to the 2024 profit distribution plan and proposed plan for 2025. 6. Approval of returning leased land at 196 Ton That Thuyet, 	100%

No	Resplution No.	Date	Description	Approval Rate
			District 4 to the Ho Chi Minh City People's Committee.	
8	08/2025/NQ.HĐQT-VNF	21/05/2025	Approval of the implementation of the 2024 cash dividend payment.	100%
9	09/2025/NQ.HĐQT-VNF	28/07/2025	Approval of the selection of the auditing firm for the 2025 financial statements of the Company and its subsidiaries.	100%
10	10/2025/NQ.HĐQT-VNF	07/08/2025	<ol style="list-style-type: none"> 1. Approval of the business performance for Q2 2025 and plan for the remaining quarters. 2. Approval of financial and investment activities for Q2 2025. 3. Approval of investment plans in shares of various companies. 4. Approval of the dismissal and appointment of the Secretary of the Board and the person in charge of corporate governance. 	100%
11	11/2025/NQ.HĐQT-VNF	01/10/2025	Approval of the plan to collect shareholders' opinions in writing.	100%
12	12/2025/NQ.HĐQT-VNF	11/10/2025	<ol style="list-style-type: none"> 1. Approval of the investment in the acquisition of shares in companies. 2. Approval of changes in the nomination and appointment of the Company's capital representative at Konoike Vina. 	100%
13	13/2025/NQ.HĐQT-VNF	17/10/2025	<ol style="list-style-type: none"> 1. Approval of business performance for Q3 and the first nine months of 2025, and plan for Q4 2025. 2. Approval of financial and investment activities for Q3 2025. 	100%

No	Resplution No.	Date	Description	Approval Rate
			3. Approval of the internal audit plan.	
14	14/2025/NQ.HĐQT-VNF	17/10/2025	Approval of credit facilities from Shinhan Bank Vietnam.	100%
15	15/2025/NQ.HĐQT-VNF	17/10/2025	Approval of credit facilities from Vietcombank – Ho Chi Minh City Branch.	100%
16	16/2025/NQ.HĐQT-VNF	30/10/2025	Approval of updates and supplements to shareholder consultation documents in 2025.	100%
17	17/2025/NQ.HĐQT-VNF	27/11/2025	Approval of the new salary structure of the Company.	100%
18	18/2025/NQ.HĐQT-VNF	18/12/2025	1. Approval of related-party transactions in accordance with the Law on Enterprises 2020. 2. Approval of the issuance of regulations on delegation and authorization in corporate management and operations.	100%

III. RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS:

Implementation Status	Kết quả thực hiện
Authorization to the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements.	PwC (Vietnam) Limited has been selected.
Implementation of the 2025 business plan.	Completed
Allocation of operational funds for the Board of Directors and Board of Supervisors in 2025.	Đã thực hiện.
Implementation of the 2024 profit distribution plan.	Completed.
Dismissal and additional appointment of members of the Board of Directors.	Completed.

IV. RESULTS OF THE BOARD OF DIRECTORS' SUPERVISION OF AND SUPPORT FOR THE GENERAL DIRECTOR AND THE MANAGEMENT BOARD:

1. All resolutions of the Board of Directors were assigned by the Board of Directors to the

Company's Management Board for implementation and reporting back to the Board of Directors.

2. The Board of Directors' supervision of the Management Board was carried out through the Board of Directors' questioning of the Management Board regarding business performance during the period at periodic meetings, while also supervising many other activities.
3. The Board of Directors consistently supervised the implementation of the 2025 business plan.
4. The Board of Directors strengthened corporate governance activities, as well as internal control and risk control activities within the Company.
5. The Chairman of the Board of Directors regularly attended the Company's weekly briefing meetings and consistently supervised and timely directed the Company's business activities.
6. The Board of Directors assessed the performance of the Management Board in 2025 as follows:
 - 6.1 Construction projects were implemented in accordance with the prescribed processes and regulations, and in line with the resolutions of the General Meeting of Shareholders and the Board of Directors; the Company actively implemented its investment projects and brought them into operation with high efficiency.
 - 6.2 Financial management was carried out effectively, ensuring a balanced source of capital to support investment and business development.
 - 6.3 The Management Board operated the Company in accordance with its functions and duties, in compliance with the internal governance regulations, the Company's Charter, and applicable laws.
 - 6.4 Information disclosure was carried out seriously and in compliance with regulations.
 - 6.5 Periodic and ad hoc reports requested by the State authorities were complied with fully and seriously.
 - 6.6 Training activities were given due attention, helping to improve the management capacity and professional expertise of the Company's employees.
 - 6.7 The material and spiritual well-being of the Company's employees was well taken care of.

V. REPORT ON THE REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS IN 2025:

In 2025, the members of the Board of Directors were paid remuneration in accordance with regulations and within the limit approved by the Annual General Meeting of Shareholders. Specifically, the remuneration of the Board of Directors in 2025 was as follows:

No	Full Name	Position	Remuneration (before PIT) (VND)	Notes
1.	Mr Nguyen Bich Lan	Chairman of the BOD	133,333,332	
2.	Mr Le Duy Hiep	Non-executive Member of the BOD	93,333,336	
3.	Mr Le Van Hung	Non-executive Member of the BOD	93,333,336	
4.	Mr Vu Chinh	Independent	93,333,336	

		Member of the BOD		
5.	Mr Nguyen Quang Trung	Independent Member of the BOD	93,333,336	
6.	Mr Nguyen Anh Minh	Member of the BOD	93,333,336	
7.	Mr Nguyen Hoang Hai	Non-executive Member of the BOD	77,777,780	Resigned effective November 20, 2025.
8.	Mr Ha Minh Huan	Non-executive Member of the BOD	9,236,111	Appointed on November 20, 2025.
Total			687,013,903	

VI. OPERATIONAL PLAN OF THE BOARD OF DIRECTORS FOR 2026:

1. Striving to implement the consolidated business plan for the 2026 financial year:

(Unit: VND million)

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
1	Charter Capital	317,159	317,159	317,159	100%	100%
2	Total Net Revenue	1,553,052	1,675,156	1,010,932	65%	60%
2.1	Service Revenue	1,545,291	1,656,933	993,855	64%	60%
2.2	Financial Income	7,761	14,531	17,077	220%	118%
2.3	Other Income		3,692			
3	Profit Before Tax (PBT)	54,171	85,784	69,729	129%	81%
4	PBT / Total Revenue Ratio	3.5%	5.1%	6.9%	198%	135%
5	Profit After Tax (PAT)	43,337	68,311	53,509	123%	78%
6	Accumulated Retained Earnings	226,617	251,592	252,211	111%	100%
7	Total Number of Employees (headcount)	189	177	162	86%	92%
8	Total Payroll Expenses	33,658	33,452	32,120	95%	96%
9	Total Bonus and Welfare Expenses	7,885	7,284	7,002	89%	96%

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
10	Profit Distribution:					
10.1	<i>Dividend (expected at 15%)</i>	-	-	-	-	-
10.2	<i>Incentive for the Board of Directors, Board of Supervisors, Board of Management, and key management personnel (5% of the excess profit over the 2026 business plan, if achieved).</i>	-	-	-	-	-

2. 2025 dividend payment: To organize and implement the payment of the 2025 dividend to shareholders in a timely manner and in accordance with the contents approved by the 2026 General Meeting of Shareholders.
3. Management and governance direction:
 - 1.1 The Board of Directors will continue to carry out its activities in accordance with the Company's Charter, in compliance with the Law on Enterprises, applicable laws, and the resolutions of the 2026 General Meeting of Shareholders.
 - 1.2 The Board of Directors' meetings will be organized in accordance with the Company's Charter and with the participation of the Management Board, the Head of the Board of Supervisors, and the Chief Accountant.
 - 1.3 The Board of Directors will take the lead in and closely direct the relevant departments to prepare and publish corporate governance reports and business performance reports on a monthly, quarterly, and annual basis for 2026 in a timely, transparent, and compliant manner.
 - 1.4 The Board of Directors will organize Board meetings and issue resolutions and decisions in accordance with the resolutions of the General Meeting of Shareholders or in relation to any new investments, if any.
 - 1.5 The Board of Directors will closely monitor the Company's business activities and business results, and will question the directions and policies proposed by the Management Board in order to achieve the Company's business objectives.
 - 1.6 The Board of Directors will strengthen and support the Management Board in the operation of the Company's business activities, and further enhance internal control and risk control within the Company.

- 1.7 The Board of Directors will have representatives attending the Company's weekly briefing meetings in order to make timely adjustments so that business activities are conducted in the right direction and achieve higher efficiency.
- 1.8 The Board of Directors will oversee the Management Board in properly and fully implementing the resolutions of the General Meeting of Shareholders and the Board of Directors, and monitor the implementation of investment projects in 2026 to ensure that they are carried out on schedule and brought into operation effectively.
- 1.9 The Board of Directors will ensure strict compliance with and full performance of periodic and ad hoc reporting obligations as required by the parent company and the State management authorities.
- 1.10 The Board of Directors will continue to effectively supervise financial management and customers' receivables in order to minimize overdue receivables and ensure the Company's operating capital.
- 1.11 The Board of Directors will strengthen the application of information technology in management and digitalize service operation and exploitation activities.

The Board of Directors highly appreciates and thanks the Management Board and all employees of the Company for their contributions to the Company's development. The Board of Directors will continue to work with the Management Board to develop measures, plans, and strategies to implement the 2026 business plan.

Respectfully submit./.

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



Nguyen Bich Lan

REPORT ON THE ACTIVITIES IN 2025 AND THE OPERATIONAL PLAN FOR 2026 OF MR. VU CHINH, INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Based on the duties, powers, and responsibilities of the Independent Member of the Board of Directors as stipulated in the Charter and the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company (“the Company”).

I, Vũ Chinh - an Independent Member of the Board of Directors, respectfully submit to the 2026 Annual General Meeting of Shareholders (“AGM”) a report on activities in 2025 and the activity plan for 2026 as follows:

I. ACTIVITIES OF THE MEMBERS OF THE INDEPENDENT BOARD OF DIRECTORS (“INDEPENDENT BOARD MEMBERS”):

1. Preliminary assessment of the activities of the Independent Board Members:

- The Board of Directors for the 2023 – 2028 term comprises 07 members, including 02 (two) independent members.
- The independent Board Members have attended all meetings and participated in relevant matters in accordance with their functions and duties, in compliance with the laws on enterprises and securities.

2. Activities of the Independent Board Members in 2025:

- Supervising the implementation of management and operational duties by the Board of Directors and the Executive Board of the Company.
- Checking the reasonableness, legality, honesty, and prudence in management and business operations; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
- Appraising the completeness, legality, and honesty of business reports, semi-annual financial statements, annual financial statements, and reports evaluating the management work of the Board of Directors.

II. SURVEY RESULTS:

1. Regarding the implementation of duties, management, and operation of the Board of Directors and the Executive Board:

The Board of Directors and the Executive Board of the company have fully complied with the Company Charter, the Resolutions of the General Meeting of Shareholders, and the Board of Directors, specifically:

- In 2025, the Board of Directors successfully organized the annual general meeting on 28/03/2025; held 16 meetings, including written opinions from Board members, and issued 18 Resolutions to direct the company's activities within their authority.
- The meetings of the Board of Directors were organized in accordance with legal regulations, with full participation of Board members, the Supervisory Board, and the Executive Board to understand the situation and contribute opinions for the Board to consider before making resolutions and decisions.
- The Minutes and Resolutions of the Board of Directors were approved, stored, and publicly disclosed in accordance with regulations.

- Independent Board members noted that the Board of Directors has directed and supervised the activities of the Executive Board in completing the corporate governance model, and in developing and finalizing internal regulations and rules.
- During the implementation process, the Management Board fully complied with the regulations in the Company's Charter, the resolutions of the Board of Directors, and internal regulations and rules.

2. Results of the monitoring of the company's business activities and financial situation:

2.1. Business results for the financial year 2025:

(Unit: million dong)

Items	2025 Plan	Actual 2025	Actual 2024	Ratio (%)	
				Actual2025 /2025Plan	Actual2025 /2024Actual
1 Total revenue	1,545,291	1,656,933	1,773,057	107%	93%
2 Profit before tax (PBT)	54,171	85,784	101,682	158%	84%

- The consolidated revenue in 2025 is 1,656.93 billion VND, a decrease of 116.1 billion VND compared to 2024, reaching 107% of the plan; the consolidated pre-tax profit in 2025 is 85.78 billion VND, a decrease of 15.89 billion VND compared to 2024, reaching 158% of the plan.
- The company's total assets as of 31 December 2025 are 978.68 billion VND, an increase of 28.01 billion VND compared to 1 January 2025.

2.2. Results of the financial statement appraisal, the company's financial situation:

- The independent member of the Board of Directors has fulfilled the responsibility of appraising the financial statements and financial situation in accordance with regulations.
- The independent member of the Board of Directors confirms that the 2025 financial statements of the Company fairly and reasonably reflect, in all material respects, the financial position of the Company as well as the business results and cash flow activities, in accordance with the Accounting Standards, Enterprise Accounting Regime, and relevant accounting regulations in Vietnam. The 2025 financial statements have been audited by PwC (Vietnam) with an unqualified opinion and have been publicly disclosed as required.
- Customer receivables increased by VND 56.81 billion, equivalent to 49.7% compared to the beginning of the period.
- Reports show that the company's consolidated revenue and profit in 2025 exceeded the planned targets.

3. Evaluation of the cooperation between the independent members of the Board of Directors, the Board of Directors, the Executive Board, and the management staff:

- The independent member of the Board of Directors has received cooperation from the Board of Directors, the Executive Board, and management staff in providing necessary information and documents for inspection and supervision.
- The Board of Directors has prepared the 2025 Activity Report reflecting comprehensively and truthfully the business activities of 2025 and the directions and tasks for 2026.
- The Executive Board has prepared the Business Results Report for 2025 and the Business Plan for 2026, and sent these reports along with the audited 2025 financial statements to the independent members of the Board of Directors in full and a timely manner for consolidation, evaluation, and reporting of appraisal results at the 2026 Annual General Meeting of Shareholders.

III. 2026 ANNUAL OPERATING PLAN OF THE INDEPENDENT BOARD OF DIRECTORS MEMBERS:

1. Continue to perform supervisory functions in accordance with the regulations in the Company's Operating Charter, manage and oversee the activities of the Executive Board; closely coordinate with the Executive Board to seek solutions to overcome the difficulties existing in 2025, and implement effective management solutions for business activities in 2026.
2. Support the Board of Directors in ensuring corporate governance complies with legal regulations and the company's charter.
3. Carry out other tasks as stipulated by the company's Board of Directors' operating regulations.

IV. RECOMMENDATIONS FROM THE INDEPENDENT BOARD MEMBER:

1. There needs to be a better integration between departments within the company to maximize the utilization of the company's existing human resources.
2. Develop a lean organizational structure to further reduce salary costs while still ensuring operational efficiency, effectiveness, and productivity.
3. Strengthen debt management to accelerate capital turnover, prevent capital loss, and limit risks related to bad debts.
4. Develop digital logistics, invest in technology, and digitize the company's operations.
5. A specific strategy is needed to attract and retain talent, ensuring long-term commitment and loyalty to the company.
6. Improve the quick reporting system and periodic reports to help the Executive Board and the Board of Directors accurately assess the business situation for appropriate guidance and adjustments.

Respectfully submit./.

INDEPENDENT BOARD MEMBER



Vu Chinh

REPORT ON ACTIVITIES FOR 2025 AND BUSINESS PLAN FOR 2026 OF MR. NGUYỄN QUANG TRUNG - INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Based on the duties, powers, and responsibilities of the independent members of the Board of Directors as stipulated in the Charter and the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company (“the Company”).

I, Nguyễn Quang Trung - an independent member of the Board of Directors, hereby present to the Annual General Meeting of Shareholders 2026 (“AGM”) a report on activities for 2025 and the planned activities for 2026 as follows:

I. OVERALL ASSESSMENT

- The Board of Directors for the 2023 – 2028 term comprises 07 members, including 02 independent members, ensuring compliance with the structure of independent Board members in accordance with the regulations of the law on corporate governance of public companies.
- In 2025, the independent Board members participated fully in all Board meetings, thoroughly studied the documents prior to the meetings, and proactively provided constructive, independent, and objective opinions on important issues within the Board’s authority, especially those related to business strategy, risk management, investment, and financial control.
- The implementation of supervisory functions was carried out proactively, continuously, and in accordance with legal regulations, the Company’s Charter, as well as internal regulations. The supervisory activities focused on key areas such as the operational efficiency of the Executive Management, compliance with resolutions of the Board of Directors and the General Meeting of Shareholders, financial governance, risk management, and information disclosure.

II. ACTIVITIES IN THE YEAR 2025

In 2025, together with the remaining independent members of the Board of Directors, I proactively carried out my duties in accordance with my assigned functions and powers, focusing on the role of independent supervision in enhancing governance effectiveness and ensuring transparency in the company's operations. Specifically:

- Conducted comprehensive supervision of the governance and management activities of the Board of Directors and the Executive Committee; monitored the implementation of resolutions by the General Meeting of Shareholders and the Board of Directors, ensuring that decisions were executed in accordance with the strategic direction, within authority, and in the best interests of the company.
- Reviewed and assessed the legality, reasonableness, and prudence in the process of issuing and implementing management and operational decisions, paying particular attention to decisions that significantly impact the company's financial situation, investments, risk management, and long-term development strategies.
- Provided independent opinions on important issues within the authority of the Board of Directors; contributed recommendations to improve operational efficiency, strengthen internal controls, and limit potential risks during operations.
- Conducted due diligence on semi-annual and annual financial reports; examined the completeness, honesty, and reasonableness of financial data, while also evaluating compliance with current accounting standards, accounting regimes, and relevant legal regulations.

- Reviewed management reports, reports on the activities of the Board of Directors and the Executive Committee; cross-checked information between reports to ensure consistency, transparency, and an accurate reflection of the company's operational status.
- Monitored and supervised compliance with legal regulations concerning enterprises, securities, and the company's internal policies; additionally, checked the implementation of information disclosure obligations to ensure timeliness, completeness, and compliance with regulations.
- Maintained communication and collaboration with the Executive Board and relevant departments to promptly grasp operational situations, thereby providing appropriate assessments and recommendations to contribute to improving corporate governance quality.

III. INSPECTION AND SUPERVISION RESULTS

1. Regarding the activities of the Board of Directors and the Executive Board

- The Board of Directors and the Executive Board have complied with the Company Charter, resolutions of the General Meeting of Shareholders (GMS), and the Board of Directors.
- In 2025:
 - + Organized the annual GMS on 28/03/2025;
 - + Held 16 meetings and issued 18 resolutions.
- The meetings were organized in accordance with regulations, with full attendance.
- The work of preparing, storing, and publishing information was carried out in accordance with legal regulations.
- The Board of Directors has actively improved the governance system and internal regulations.
- The Executive Board has implemented the directions and resolutions of the Board of Directors.

2. Monitoring the financial situation and business activities

2.1. Business results for 2025

- In the 2025 financial year, the Company's business activities recorded positive results, exceeding the plan approved by the General Meeting of Shareholders.
- Specifically, the total consolidated revenue for 2025 reached 1,656,933 million VND, achieving 107% of the 2025 plan. Pre-tax profit for 2025 was 85,784 million VND, reaching 158% of the plan. The Company has gradually improved cost management efficiency and restructured its business activities towards greater effectiveness.
- The total assets of the Company as of 31/12/2025 amounted to 978.6 billion VND, an increase of 28 billion VND compared to the beginning of the year, demonstrating continued expansion of operations and strengthened financial capacity.
- Overall, the business results for 2025 show that the Company has exceeded its planned targets, with significant improvements in operational efficiency, creating a positive foundation for implementing the 2026 business plan.

2.2. Financial report assessment

- The 2025 financial statements were prepared in accordance with Vietnamese accounting standards.
- Audited by PwC Vietnam with an unqualified opinion.
- Accurately and reasonably reflecting the Company's financial situation and operational results.

3. Coordination in work

- Independent Board members received full cooperation from the Board of Directors, the Executive Board, and departments.
- Reports were provided promptly, effectively supporting supervision work.
- Management reporting and financial reporting were carried out fully in accordance with regulations.

IV. 2026 BUSINESS PLAN

1. Continue to perform the role of independent supervision of the Board of Directors and the Executive Board.
2. Participate in providing opinions to improve corporate governance.
3. Monitor the implementation of the Company's business and investment strategies.
4. Assess risks and propose appropriate control measures.
5. Perform other tasks as assigned by the Board of Directors.

Respectfully submit./.

INDEPENDENT BOARD MEMBER



Nguyen Quang Trung

REPORT ON THE ACTIVITIES IN 2025 AND THE OPERATIONAL PLAN FOR 2026 OF THE BOARD OF SUPERVISORS

Based on the duties, powers, and responsibilities of the Supervisory Board as stipulated in the Charter and the Regulations on the operation of the Supervisory Board of Vinafreight Joint Stock Company. The Board of Supervisors respectfully submits to the 2026 Annual General Meeting of Shareholders ("AGM") a report assessing the operational situation in 2025 and the activity plan for 2026 of the Board of Supervisors as follows:

I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2025:

- Attend all meetings of the Board of Directors (BOD), participate in discussions with the BOD and the Executive Management on issues related to the company's business activities.
- Check and supervise the BOD and the Executive Management in complying with the resolutions of the Annual General Meeting of Shareholders, adherence to legal regulations, and the Company's charter.
- Check and supervise the implementation of the business plan, financial and accounting work, and review the 2025 financial statements.
- In 2025, the Supervisory Board did not dismiss or appoint new members. The list of Supervisory Board members as of 31 December 2025 is as follows:
 - (i). Mr Vo Thanh Dong - Head of the Supervisory Board.
 - (ii). Mr Pham Xuan Quang - Member.
 - (iii). Ms Tran Thi Van Tho - Member.
- Participate in discussions and contribute opinions on the Company's difficulties and issues during BOD meetings.
- Perform other tasks according to the functions and duties of the Supervisory Board.

1. Supervision of business activities, governance, and management by the Board of Directors and the Executive Board:

1.1. Review of the 2025 financial statements and information disclosure:

- The 2025 financial statements of the Company are audited by PwC (Vietnam) Limited Company, reflecting a true and fair view of the Company's financial position as of 31 December 2025, as well as the results of operations and cash flows for the financial year ending on that date, in accordance with relevant legal regulations concerning the preparation and presentation of financial reports.
- The Company has made timely and complete disclosures of information in accordance with the regulations for public companies.

1.2. Supervision of the activities of the Board of Directors and the Executive Board in 2025:

- The Board of Directors has issued 18 Resolutions. The contents of the Resolutions of the Board of Directors were approved at meetings or obtained the opinions of the Board members in writing, in accordance with the Company's charter and legal regulations.
- In 2025, the Board of Directors and the Executive Board implemented the contents of the 2025 General Meeting of Shareholders' Resolutions and other tasks in accordance with the Company's charter and legal regulations. Under the guidance of the Board of Directors, along with flexibility and proactive management of the Executive Board's business activities, the Company has strived to achieve the targets set by the 2025 General Meeting of Shareholders, specifically as follows:

(Unit: Billion dong)

Items	2025 Plan	Actual 2026	Actual/Plan
Revenue	1,545	1,657	107%
Profit before tax	54,17	85,78	158%

- Company's business results for 2025:
 - The consolidated revenue from implementation services in 2025 is expected to reach 1,657 billion VND, achieving 107% of the 2025 plan (as per the 2025 Annual General Meeting resolution).
 - The consolidated pre-tax profit realized in 2025 reached 8.578 billion VND, achieving 158% of the pre-tax profit plan for 2025 (as per the 2025 Annual General Meeting resolution) despite challenging economic conditions. (Detailed figures are included in the audited 2025 financial report).
- The remuneration of the Board of Directors and the Supervisory Board was approved by the 2025 Annual General Meeting of Shareholders through the Submission and implemented in accordance with Resolution No. 07/2025/NQ.HĐQT-VNF approved by the Board of Directors on 21/05/2025, in accordance with regulations.
- Pursuant to the authority granted by the 2025 General Meeting of Shareholders, the Board of Directors has approved the selection of PwC (Vietnam) Co., Ltd. to carry out the review and audit of the Company's 2025 Financial Statements.

1.3. Shareholders' opinion:

At the time of finalizing the list of shareholders entitled to exercise voting rights at the General Meeting, the Supervisory Board had not received any contributions or complaints from shareholders regarding violations committed by the Board of Directors, the Executive Board of the Company, and the Supervisory Board in the course of their respective duties.

2. Assess the coordination of activities between the Supervisory Board and the Board of Directors, the Executive Board, and the shareholders:

- In 2025, the Supervisory Board coordinated with the Board of Directors and the Executive Board of the Company in inspecting and supervising the business activities of the Company and its subsidiaries in accordance with legal regulations and the Company's Charter.
- The Board of Directors and the Executive Board of the Company supported the Supervisory Board in fully performing its duties and functions; provided complete data, documents, and information related to the Company's business activities; and facilitated the Supervisory Board's full participation in the Board of Directors' meetings.

3. Comments and Recommendations:

3.1. Comments

In 2025, the Management Board will have fully and promptly implemented the resolutions of the 2025 Annual General Meeting of Shareholders and the resolutions of the Board of Directors in accordance with the Company Charter and legal regulations. Efforts have been made to achieve very good business results. However, there are still some shortcomings, such as overdue receivables from previous years that have not been recovered, expenses exceeding permitted limits, some service business areas not delivering effective results for the Company, and the work of completing regulations and policies not yet fully accomplished.

3.2. Recommendations:

To continue to promote the achievements in 2025, amidst challenging market conditions, the Board of Directors and Executive Board need to:

- Continue to control costs and improve service quality.
- Complete and issue regulations on debt management and internal governance regulations.
- Conduct comprehensive evaluations of the effectiveness of each service area; decisively narrow, temporarily suspend, or adjust models for underperforming activities that are no longer aligned with development orientations.
- Review and evaluate the operational efficiency of departments; based on that, restructure the organizational chart, optimize resources towards a lean and effective organizational model
- Strictly control debt management and recovery. Carefully assess customers' financial capacity before providing services to minimize the risk of bad debts.
- Seek new customers, expand markets, introduce new services, and invest in new projects to ensure the Company maintains growth in revenue and profit.
- Continue reviewing, evaluating, and improving the quality of human resources, and implement technological solutions in operations to enhance labor productivity.

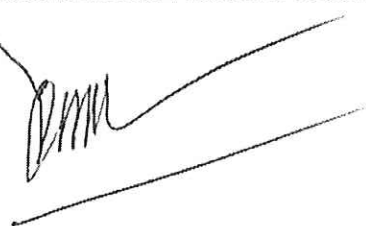
II. DIRECTION OF THE INSPECTION COMMITTEE'S ACTIVITIES IN 2026:

Implementing the functions of the Supervisory Board in accordance with the provisions of the Enterprise Law and the Company's Charter:

- To examine and supervise the implementation of the General Meeting of Shareholders' Resolution in 2026, the Resolutions and Decisions of the Board of Directors, and the Executive Board.
- To examine and supervise compliance with legal regulations in the management and operation of the Company by the Board of Directors and the Executive Board.
- To propose to the General Meeting of Shareholders and the Board of Directors the selection of an independent auditing firm to conduct a review and audit of the Company's financial statements for 2026.
- To carry out the inspection of the financial reports and business activity reports of the Company.
- The Supervisory Board shall hold regular meetings to evaluate the activities of the Board of Directors and the Executive Board in accordance with legal regulations.

Respectfully submit./.

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



Vo Thanh Dong

Ho Chi Minh City, April 17, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding the approval of the audited separate and consolidated financial statements for the year 2025 of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- *Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;*
- *Pursuant to the Charter of Vinafreight Joint Stock Company ("Company");*
- *Pursuant to the separate financial statements and the consolidated financial statements for the year 2025 of Vinafreight Joint Stock Company, which have been audited by PwC (Vietnam) Limited Company.*

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the Company's separate financial statements and consolidated financial statements for 2025, which have been audited by PwC (Vietnam) Limited Company.

The 2025 separate financial statements and consolidated financial statements of the Company have been audited by PwC (Vietnam) Limited and have been publicly disclosed by the Company, as well as uploaded on the Company's website at: <https://www.vinafreight.com/thong-tin-dau-tu/bao-cao-tai-chinh.html>.

Respectfully submit./.

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



Nguyen Bich Lan

Ho Chi Minh City, April 17, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding approval of the 2025 consolidated business plan of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company");
- Pursuant to the business activities of Vinafreight Joint Stock Company,

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the consolidated business plan for 2026 of the Company, details as follows:

(Unit: VND million)

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
1	Charter Capital	317,159	317,159	317,159	100%	100%
2	Total Net Revenue	1,553,052	1,675,156	1,010,932	65%	60%
2.1	Service Revenue	1,545,291	1,656,933	993,855	64%	60%
2.2	Financial Income	7,761	14,531	17,077	220%	118%
2.3	Other Income		3,692			
3	Profit Before Tax (PBT)	54,171	85,784	69,729	129%	81%
4	PBT / Total Revenue Ratio	3.5%	5.1%	6.9%	198%	135%
5	Profit After Tax (PAT)	43,337	68,311	53,509	123%	78%
6	Accumulated Retained Earnings	226,617	251,592	252,211	111%	100%
7	Total Number of Employees (headcount)	189	177	162	86%	92%
8	Total Payroll Expenses	33,658	33,452	32,120	95%	96%
9	Total Bonus and Welfare Expenses	7,885	7,284	7,002	89%	96%
10	Profit Distribution:					
10.1	Dividend (expected at 15%)	-	-	-	-	-
10.2	Incentive for the Board	-	-	-	-	-

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
	<i>of Directors, Board of Supervisors, Board of Management, and key management personnel (5% of the excess profit over the 2026 business plan, if achieved).</i>					

Respectfully submit./.

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



Nguyen Bich Lan

Ho Chi Minh City, April 17, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding the approval of the delegation of authority to the Board of Directors to evaluate and select an auditing firm for the 2026 financial statements of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company"),

The Supervisory Board respectfully submits to the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company for approval, authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Vinafreight Joint Stock Company, as follows:

The Annual General Meeting of Shareholders authorizes the Board of Directors to select one of the auditing firms approved by the State Securities Commission of Vietnam based on the following criteria:

1. Criteria for the selection of the independent auditing firm:

- Legally operating in Vietnam.
- Included in the list approved by the SSC.
- Experience in auditing public companies.
- Strong audit reputation.
- Qualified and experienced audit team.
- Ability to meet scope and timeline requirements.
- Reasonable audit fees.

2. Proposed auditing firms:

- PwC (Vietnam) Company Limited.
- Ernst & Young Vietnam Company Limited.
- Deloitte Vietnam Company Limited.
- KPMG Vietnam Company Limited.

Respectfully submit./.

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



Vo Thanh Dong

*Ho Chi Minh City, April 17, 2026***PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS*****Regarding the approval of the profit distribution plan for 2025 and the profit distribution plan for 2026 of Vinafreight Joint Stock Company*****Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company");
- Pursuant to the audited Financial Statements of Vinafreight Joint Stock Company;
- Pursuant to the business results of 2025 and the business operation plan for 2026 of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the profit distribution plan for 2025 and the profit distribution plan for 2026 of the Company, details as follows:

1. Profit distribution plan for 2025:

No.	Items	Amount (VND)
1	Profit for 2025	
1.1	Profit before tax	85.784.395.128
1.2	Corporate income tax	(17.473.212.455)
1.3	Profit after tax	68.311.182.673
1.4	Accumulated undistributed profit after tax as at 01 January 2025	190.066.775.128
1.5	Accumulated undistributed profit after tax as at 31 December 2025	251.591.750.592
2	Profit distribution	
2.1	Cash dividend payment (ratio 15%)	47.573.820.000
3	Estimated remaining undistributed profit after tax	204.017.930.592

2. Profit distribution plan for 2026:

No.	Items	Amount (VND)
1	Expected Profit for 2026	
1.1	Profit before tax	69.729.252.305
1.2	Corporate income tax	(16.220.018.155)
1.3	Profit after tax	53.509.234.150
1.4	Accumulated undistributed profit after tax as at 01 January 2026	204.017.930.592
1.5	Accumulated undistributed profit after tax as at 31 December 2026	252.211.420.873
2	Profit distribution expected plan	

No.	Items	Amount (VND)
2.1	Dividends (ratio 15%)	-
2.2	Incentive for the Board of Directors, Board of Supervisors, Board of Management, and key management personnel (5% of the excess profit over the 2026 business plan, if achieved).	-

3. The 2026 Annual General Meeting of Shareholders authorizes the Company's Board of Directors to implement in detail and decide on matters related to the execution of the profit distribution plan for 2025 and the profit distribution plan for 2026 as mentioned above, after approval by the 2026 Annual General Meeting of Shareholders and in accordance with the law.

Respectfully submit./

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



Nguyễn Bích Lan

Ho Chi Minh City, April 17th, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding the approval of the plan to establish the operating fund for the Board of Directors, the Supervisory Board, and the Secretary of Vinafreight Joint Stock Company for 2026

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the plan to establish funds for the activities of the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors for 2026, with details as follows:

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the total operating fund of the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors for the year 2026, amounting to 1,300,000,000 VND.

Respectfully submit./.

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



Nguyen Bich Lan

*Ho Chi Minh City, April 17th, 2026***PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS*****Regarding approval of the amendment and supplementation of the Regulations on the Charter of Vinafreight Joint Stock Company*****Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company**

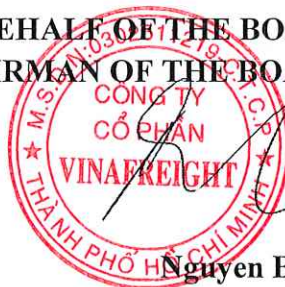
- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company")
- Pursuant to the request of the shareholders of Transimex Corporation, according to the Document dated March 25, 2026,

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the consent for organizations, individuals, and related persons of organizations and individuals to transfer shares of the Vinafreight Joint Stock Company without having to carry out the public tender offer procedures in accordance with Article 35 of the Securities Law, as detailed below:

1. Recipient of transfer: Transimex Corporation.
2. Transferor:
 - Mr. Bùi Tuấn Ngọc.
 - Vina Investment Joint Stock Company.
 - Vietnam Cultural Services Joint Stock Company.
3. Method of transfer: Transaction via matching orders and/or agreement in accordance with legal regulations.
4. Implementation time: After approval by the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
5. Upon the approval of the recipient of the transfer and the related parties of the recipient as stipulated in points a, b, c, d, e, and g of Clause 46 of Article 4 of the Securities Law 2019, regarding the intention to purchase shares of Vinafreight Joint Stock Company leading to direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, 75% of the voting shares of Vinafreight Joint Stock Company, the recipient of the transfer and related parties are not required to carry out public tender procedures as prescribed by law.
6. The General Meeting of Shareholders authorizes the Board of Directors of Vinafreight Joint Stock Company to decide on matters related to the above transfer transaction to ensure the proper implementation of the following contents after approval by the 2026 Annual General Meeting of Shareholders.

Respectfully submit./.

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



Nguyễn Bích Lan

Ho Chi Minh City, April 17th, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding approval of the amendment and supplementation of the Regulations on the Charter of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders of the Company for approval of the amendment and supplementation of the Charter of Vinafreight Joint Stock Company, with details as follows:

The Charter was initially developed and issued in 2021. Since then, the Law on Enterprises 2020 and the Law on Securities 2019 have undergone significant amendments and developments. Accordingly, a number of provisions in the current Charter are no longer consistent with the applicable legal framework.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the revised Charter of the Company.

Details of the draft Charter are attached herewith.

Respectfully submit./.

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



Nguyen Bich Lan

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT



CHARTER

VINAFREIGHT

JOINT STOCK COMPANY

2026

TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER	4
Article 1. Interpretation of Terms	4
II. NAME, FORM, OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY.....	4
Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operation Term of the Company	5
Article 3. Legal Representative of the Company	5
III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY	5
Article 4. Objectives of the Company's Operations.....	5
Article 5. Scope of Business and Operations of the Company.....	6
IV. CHARTER CAPITAL, SHAREHOLDER, FOUNDING SHAREHOLDER.....	6
Article 6. Charter capital, Shareholder, Founding Shareholder	6
Article 7. Share Certificates	7
Article 8. Other Securities Certificates.....	7
Article 9. Transfer of Shares	8
Article 10. Recall of Shares	8
V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL	8
Article 11. Organizational Structure, Governance, and Control.....	8
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	8
Article 12. Rights of Shareholders	8
Article 13. Obligations of Shareholders.....	10
Article 14. General Meeting of Shareholders	11
Article 15. Rights and obligations of the General Meeting of Shareholders	12
Article 16. Authorization to Attend the General Meeting of Shareholders	13
Article 17. Amendment of Rights.....	14
Article 18. Convening Meetings, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders	14
Article 19. Conditions for Conducting a General Meeting of Shareholders.....	16
Article 20. Procedures for holding the Meeting and voting at the General Meeting of Shareholders	16
Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders	18
Article 22. Authority and procedures for obtaining written opinions of Shareholders to adopt Resolutions of the General Meeting of Shareholders	18
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	20
Article 24. Request for the Annulment of a Resolution of the General Meeting of Shareholders	21
VII. BOARD OF DIRECTORS	21

Article 25.	Nomination and Candidacy of Members of the Board of Directors	21
Article 26.	Composition and Term of Office of Members of the Board of Directors	22
Article 27.	Authority and duties of the Board of Directors	22
Article 28.	Remuneration, bonuses, and other benefits of members of the Board of Directors	24
Article 29.	Chairman of the Board of Directors.....	24
Article 30.	Meeting of the Board of Directors	25
Article 31.	The authority and procedures for collecting written opinions from the members of the Board of Directors to adopt resolutions and decisions of the Board of Directors	28
Article 32.	Subcommittees of the Board of Directors.....	29
Article 33.	Person in charge of Corporate Governance	29
VIII.	GENERAL DIRECTOR AND OTHER EXECUTIVES	30
Article 34.	Organizational Structure of Management.....	30
Article 35.	Enterprise Executives.....	30
Article 36.	Appointment, Dismissal, Rights, and Obligations of the General Director.....	30
Article 37.	Company Secretary	31
IX.	SUPERVISORY BOARD	31
Article 38.	Nomination and Candidacy for Members of the Supervisory Board (Supervisors)	31
Article 39.	Composition of the Supervisory Board.....	31
Article 40.	Head of the Supervisory Board.....	32
Article 41.	Rights and obligations of the Supervisory Board	32
Article 42.	Meeting of the Supervisory Board.....	33
Article 43.	Salary, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board	33
X.	RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES.....	34
Article 44.	Duty of honesty and avoidance of conflicts of interest.....	34
Article 45.	Liability for damages and compensation	34
XI.	RIGHT TO INSPECT COMPANY BOOKS AND RECORDS.....	35
Article 46.	Right to inspect books and records	35
XII.	EMPLOYEES AND TRADE UNIONS.....	35
Article 47.	Employees and Trade Union.....	35
XIII.	DISTRIBUTION OF PROFITS	36
Article 48.	Distribution of profits	36
XIV.	BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME.....	36
Article 49.	Bank accounts	36
Article 50.	Fiscal year	36
Article 51.	Accounting Regime	36

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS	37
Article 52. Annual, Semi-Annual and Quarterly Financial Statements	37
Article 53. Annual Reports	37
XVI. COMPANY AUDIT	37
Article 54. Audit	37
XVII. COMPANY SEAL.....	37
Article 55. Company Seal	37
XVIII. DISSOLUTION OF THE COMPANY.....	37
Article 56. Dissolution of the Company	38
Article 57. Liquidation of the Company	38
XIX. INTERNAL DISPUTE RESOLUTION.....	38
Article 58. Internal Dispute Resolution	38
XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER.....	39
Article 59. Company Charter	39
XXI. EFFECTIVE DATE.....	39
Article 60. Effective Date	39

PREAMBLE

This Charter was adopted pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders dated April 17th, 2026 and replaces all previous versions of the Charter.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:

- a) *Charter Capital* means the aggregate par value of shares sold or subscribed for upon the establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;
 - b) *Voting Capital* means share capital in respect of which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders
 - c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020; Law No. 03/2022/QH15 dated January 11th, 2022; and Law No. 76/2025/QH15 dated June 17th, 2025
 - d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 dated November 26th, 2019; and Law No. 56/2024/QH15 dated November 29th, 2024;
 - e) *Vietnam* means the Socialist Republic of Vietnam;
 - f) *Date of Establishment* means the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal validity);
 - g) *Enterprise Executive* means the Chairman of the Board of Directors, the General Director, the Chief Accountant, and other executives appointed by the Board of Directors;
 - h) *Enterprise Manager* means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles appointed by the General Meeting of Shareholders or the Board of Directors
 - i) *Related Person* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
 - j) *Shareholder* means an individual or organization owning at least one share of the joint stock company;
 - k) *Founding Shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;
 - l) *Major Shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
 - m) *Operation Term* means the duration of operation of the Company as stipulated in Article 2 of this Charter;
 - n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;
2. In this Charter, references to one or more provisions or other legal documents shall include any amendments, supplements, or replacement documents thereto.
3. The headings (Sections and Articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.

II. NAME, FORM, OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operation Term of the Company

1. Company Name:
 - Company Name in Vietnamese: CÔNG TY CỔ PHẦN VINA FREIGHT
 - Company Name in Vietnamese: VINA FREIGHT JOINT STOCK COMPANY
 - Abbreviated Company Name: VINA FREIGHT
2. The Company is a Joint Stock Company with legal status in accordance with the prevailing laws of Vietnam.
3. The Company's registered head office:
 - Head Office Address: 8th Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.
 - Telephone: (028) 3844 6409 Fax: (028) 3848 8359
 - E-mail: mngt@vinafreight.com.vn Website: www.vinafreight.com
4. The Company may establish branches, representative offices, and business locations (if any) to achieve its operational objectives in accordance with resolutions and decisions of the Board of Directors and within the limits permitted by law.
5. Unless otherwise terminated prior to the prescribed term as stipulated in Article 56, the Company's duration of operation shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company shall have 01 legal representative, namely the General Director.
2. The legal representative of the Company is an individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, and acts on behalf of the Company as the **litigant** in civil matters, the plaintiff, the defendant, or an interested party before Arbitration or the Court. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.
3. The legal representative of the Company must reside in Vietnam and must grant a written authorization to another individual to exercise the rights and obligations of the Company's legal representative when leaving Vietnam.
4. If the authorization expires and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of the authorization until the legal representative returns to work or until the Board of Directors decides to appoint a replacement.
5. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative, the Board of Directors shall appoint another person as a replacement.

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

Article 4. Objectives of the Company's Operations

1. The Company's main business lines are:

No.	Name of business lines	Business line code
1.	Other supporting service activities related to transportation Details: Logistics activities.	5229 (Main)
2.	Freight transport by road (except for the transport of liquefied gas)	4933
3.	Courier activities	5320
4.	Other remaining business support service activities not elsewhere classified Details: Services relating to the transportation of import and export cargo. Shipping agency services, freight booking agency services, and container management agency services for shipping lines; provision of ship supply services (in respect of shipping agents) and ship supply services for shipping lines; operation subject to satisfaction of the business conditions as prescribed by law. Freight forwarding agency services for foreign freight forwarding companies. Public cargo transport business. Direct import and export business and entrusted import and export services. Customs procedures services and services related to the forwarding and transportation of import and export cargo, including recycling, packaging, insurance brokerage, and cargo tallying. Multimodal transport business.	8229
5.	Real estate business, land use rights of owners, users or lessees Details: Office leasing business in accordance with law.	6810
6.	Warehousing and storage of goods Details: Provision of services relating to container freight station (CFS) for import and export cargo. Warehousing services for preservation of import and export cargo. Warehousing and storage business in accordance with law.	5210

2. The objectives of the Company's operation are as follows: The Company is established to conduct production and business activities with the aim of maximizing profits for its shareholders, creating stable employment for employees, contributing to the State budget, and developing the Company on the basis of self-accumulation for reinvestment so as to continuously expand and strengthen the Company. Through its operations, the Company contributes to generating high economic efficiency for society, improving working conditions, and enhancing the income and living standards of the Company's employees.

Article 5. Scope of Business and Operations of the Company

The Company is authorized to conduct business activities in the sectors and industries specified in this Charter, which have been registered, notified of changes in registration details with the business registration authority, and published on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHAREHOLDER, FOUNDING SHAREHOLDER

Article 6. Charter capital, Shareholder, Founding Shareholder

1. Charter capital

- a) The Company's Charter Capital is VND **317,158,800,000** (*in words: three hundred seventeen billion one hundred fifty-eight million eight hundred thousand Vietnamese dong*), divided into **31,715,880** shares (*in words: thirty-one million seven hundred fifteen thousand eight hundred eighty shares*) with a par value of VND 10,000 per share (*in words: ten thousand Vietnamese dong per share*).
- b) The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
2. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are provided in this Charter.
3. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
4. The Company has no founding shareholders.
5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be disposed of at the discretion of the Board of Directors. The Board of Directors may distribute such shares to existing shareholders and other persons on conditions no more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
6. The Company may repurchase its own issued shares in the manners prescribed in this Charter and in accordance with applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued Share Certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises. In the event of any change in a shareholder's legal document number or contact address, such shareholder must promptly notify the Company for updating purposes. The Company shall not be liable for any failure to contact a shareholder arising from the shareholder's failure to notify the Company of any change in such shareholder's legal document number or contact address.
3. Within two (02) months from the date of submission of a dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for shares as stipulated in the Company's share issuance plan (or within such other period as specified in the issuance plan), the holder of such shares shall be issued a Share Certificate. The shareholder shall not be required to pay the Company for the cost of printing the Share Certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. Such request must include the following:
 - (i) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
 - (ii) A written undertaking to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided in this Charter and by law. Listed shares on the Stock Exchange shall be transferred in accordance with the provisions of securities laws and securities market regulations.
2. Shares that have not been fully paid for shall not be transferable and shall not entitle their holders to related rights, including the right to receive dividends, the right to receive bonus shares issued from the owner's equity, the pre-emptive right to subscribe for newly issued shares, and other rights as prescribed by law.

Article 10. Recall of Shares

1. In the event that a shareholder fails to make full and timely payment for the subscribed shares, the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount and remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising from such non-payment.
2. The notice of payment shall specify the extended deadline for payment (which must be at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that in the event of non-compliance with the payment request, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit any shares that have not been fully and timely paid for, if the requirements set out in the notice are not complied with.
4. Forfeited shares shall be deemed to be shares eligible for re-offer as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or re-allocate such shares, either directly or by authorization, on such terms and in such manner as it deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to those shares, but shall remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising at the time of forfeiture as determined by the Board of Directors, from the date of forfeiture until payment is completed. The Board of Directors shall have full authority to enforce payment of the entire value of the forfeited shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or omission in the sending of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

The organizational structure of management, governance and supervision of the Company shall comprise:

1. The General Meeting of Shareholders.
2. The Board of Directors and the Supervisory Board.
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote either

directly, through an authorized representative, or by other means as provided in the Company's Charter and by law. Each ordinary share shall carry one voting right;

- b) To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - e) To inspect, search and extract information regarding the names and contact addresses in the list of shareholders entitled to vote; and to request correction of any inaccurate information relating to themselves;
 - f) To inspect, search, extract or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) To request the Company to repurchase their shares in cases provided under Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall entitle its holder to equal rights, obligations, and benefits. In case the Company issues preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
 - k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or of the Board of Directors as provided by the Law on Enterprises;
 - l) To exercise other rights as provided by law and this Charter.
2. A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To inspect, search, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company as stipulated in the Company's Internal Regulations and other regulations issued by the Board of Directors;
 - c) To request the Supervisory Board to examine specific matters relating to the management and administration of the Company when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, and registered office address of the shareholder being an organization; the number of shares and the date of share registration of each shareholder; the aggregate number of shares of the shareholder group and its percentage of total shares of the Company; the matters to be examined and the purpose of the examination;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than seven (07) business

days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed matter to be included in the agenda;

- e) To exercise other rights as provided by law and this Charter.
- 3. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates shall be carried out as follows:
 - a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the grouping to other attending shareholders prior to the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates to the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholder or group of shareholders is less than the number of candidates they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

- 1. To fully and timely pay for the shares subscribed.
- 2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and the related persons in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the withdrawn shares and for any damages arising therefrom.
- 3. To comply with the Charter of the Company and the Internal Governance Regulations of the Company.
- 4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To keep confidential any information provided by the Company as prescribed in the Charter and by law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or transmit such information to other organizations or individuals.
- 6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights by any of the following means:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote/elect directly at the meeting;
 - c) Attending and voting/electing through online meetings, electronic voting or other electronic means;
 - d) Sending voting/election ballots to the meeting by mail, fax, or email;
 - e) Sending voting/election ballots by other means as stipulated in the Charter and the Company's internal governance regulations.

7. To bear personal liability when acting in the name of the Company in any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for self-interest or for the benefit of another organization or individual;
 - c) Paying debts not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders entitled to vote, shall be the highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be convened once every year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders in cases of necessity, but such extension shall not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may also be convened on an extraordinary basis. The venue of the General Meeting of Shareholders shall be the place where the chairperson of the meeting attends and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular the approval of the audited annual financial statements. In cases where the auditor's report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend the annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) When the Board of Directors deems it necessary for the interests of the Company;
 - b) When the number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number of members as prescribed by law;
 - c) At the request of a shareholder or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with sufficient signatures of the relevant shareholders;
 - d) At the request of the Supervisory Board if the Supervisory Board has grounds to believe that members of the Board of Directors or managers of the Company have seriously violated their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its powers;
 - e) Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders:
 - a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls within the scope stipulated in Point b, Clause 2 of this Article, or from the date of receipt of the request referred to in Points c and d of Clause 2 of this Article.

- b) The Board of Directors must notify the General Meeting of Shareholders at its nearest meeting if an independent member of the Board of Directors no longer satisfies the standards and conditions required, or must convene a General Meeting of Shareholders to elect or replace such independent member within six (06) months from the date of receipt of notification from the relevant independent member of the Board of Directors;
- c) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
- d) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 2 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises; In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures of convening, conducting, and making decisions of the General Meeting of Shareholders. All costs of convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e) The procedures for convening and holding the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and duties:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class to be offered for sale; to decide on the annual dividend rate for each class of shares;
 - c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
 - d) To decide on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total value of the Company's assets recorded in the most recent financial statements of the Company;
 - e) To decide on amendments and supplements to the Charter of the Company;
 - f) To approve the annual financial statements;
 - g) To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
 - h) To review and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - j) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k) To approve/amend and supplement the internal governance regulations; the regulations on operation of the Board of Directors and the Supervisory Board;
 - l) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct the audit of the Company's operations; to dismiss approved auditors when deemed necessary;

- m) To exercise other rights and perform other duties as provided by law.
- 2. The General Meeting of Shareholders shall discuss and approve the following matters:
 - a) The annual business plan of the Company;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors;
 - d) The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director;
 - e) The self-assessment report of the Supervisory Board and its members;
 - f) The dividend rate for each class of shares;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
 - i) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) The approval of the list of approved auditing firms; the decision on the approved auditing firm to review the Company's operations when deemed necessary;
 - k) Amendments and supplements to the Charter of the Company;
 - l) The classes of shares and the number of new shares to be issued for each class;
 - m) The division, separation, consolidation, merger, or transformation of the Company;
 - n) The dissolution (liquidation) of the Company and the appointment of the liquidator(s);
 - o) Decisions on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
 - p) Decisions on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - q) The execution by the Company of contracts or transactions with the related parties specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company;
 - r) The approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
 - s) The approval of the internal corporate governance regulations, the regulations on operation of the Board of Directors, and the regulations on operation of the Supervisory Board;
 - t) Other matters as prescribed by law and this Charter.
- 3. All resolutions and matters included in the agenda of the meeting must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

- 1. A shareholder or an authorized representative of a shareholder being an organization may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting on their behalf, or may attend the meeting by one of the forms provided in Clause 3, Article 144 of

the Law on Enterprises.

2. The authorization of an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. Such letter of authorization shall be made in accordance with the civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party. The authorized representative attending the General Meeting of Shareholders must submit the letter of authorization upon registration for attendance. In the case of re-authorization, the attendee must additionally present the initial letter of authorization of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
3. The voting/election ballot of the authorized person attending the meeting, within the scope of authorization, shall remain valid even if any of the following events occur, except where:
 - a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizing person has revoked the appointment of authorization;
 - c) The authorizing person has revoked the authority of the person effecting such authorization.

This Clause shall not apply in cases where the Company receives notice of one of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of such meeting.

Article 17. Amendment of Rights

1. Any change to or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning matters adversely affecting the rights and obligations of holders of preference shares shall only be passed if approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares present at the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of a resolution adopted by way of collecting written opinions.
2. A meeting of shareholders holding a class of preference shares to approve the variation of rights as referred to above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding not less than one-third (1/3) of the par value of the issued shares of such class. In the event that the required quorum is not met, the meeting shall be reconvened within thirty (30) subsequent days, and the holders of such class of preference shares present either in person or by proxy shall constitute a sufficient quorum regardless of the number of shareholders or shares represented. At such meetings of holders of preference shares, any holder of such shares present in person or by proxy may request a secret ballot. Each share of the same class shall confer equal voting rights at such meetings.
3. The procedures for convening and conducting such separate meetings shall be carried out in the same manner as prescribed in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares in relation to some or all matters concerning the distribution of profits or assets of the Company shall not be varied by the issuance of additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall carry out the following tasks:
 - a) Preparing the list of shareholders eligible to attend 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 later than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
 - b) Preparing the agenda and contents of the meeting;
 - c) Preparing materials for the meeting;
 - d) Draft Resolution of the General Meeting of Shareholders on the proposed agenda of the meeting; list and detailed information of candidates in the case of election of members of the Board of Directors and members of the Supervisory Board;
 - e) Determining the time and venue of the meeting;
 - f) Notifying and sending the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
 - g) Performing other tasks necessary for the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the contact address of the shareholder, and shall be disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and the materials relating to matters to be voted on/elected at the meeting shall be sent to the shareholders and/or published on the Company's website. In case such materials are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the link to the full set of meeting materials accessible to shareholders, including:
 - a) The agenda and materials used for the meeting;
 - b) The list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - c) Voting/election ballots;
 - d) Draft resolutions for each matter in the agenda
4. A shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and delivered to the Company no later than five (05) business days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held, contact address, nationality, identification card/citizen identity card/passport or other lawful personal certification for shareholders being individuals; name, enterprise code or establishment decision number, registered office address for shareholders being organizations; the number and type of shares held; and the matter proposed to be included in the agenda
5. The convener of the General Meeting of Shareholders shall have the right to refuse a proposal referred to in Clause 4 of this Article in any of the following cases:
 - a) The proposal is not made in accordance with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five

percent (5%) of the ordinary shares as required under Clause 2, Article 12 of this Charter;

- c) The proposed matter is not within the competence of the General Meeting of Shareholders;
 - d) Other cases as provided by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal referred to in Clause 4 of this Article in the expected agenda and contents of the meeting, except in the cases provided in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the attending Shareholders represent more than 50% of the total voting votes.
2. In the event that the first meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting votes.
3. In the event that the second meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting votes represented by the attending Shareholders.

Article 20. Procedures for holding the Meeting and voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must conduct the registration procedures for Shareholders and must continue such registration until all Shareholders entitled to attend the meeting have completed their registration. In respect of a meeting where online attendance is applied, a shareholder shall be deemed to have registered for attendance at the meeting upon such shareholder's successful login to the online meeting system established by the Company or a third party designated by the Company to facilitate attendance, discussion, and voting at the meeting. The registration procedures shall be carried out in the following order:
 - a) In respect of physical meetings: Upon conducting Shareholder registration, the Company shall issue to each Shareholder or authorized representative having voting rights a Voting Card, Voting Ballot and Ballot Paper, stating the registration number, full name of the Shareholder, full name of the authorized representative, and the number of voting votes and votes for election of such Shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by way of votes for approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson/Vote Counting Committee immediately prior to the closing of the meeting. The General Meeting shall elect the persons responsible for vote counting or supervising the vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
 - b) In respect of online meetings: Shareholders or authorized representatives of Shareholders shall vote through the electronic voting system prescribed by the Company.
 - c) In respect of meetings conducted in a hybrid format combining physical attendance and online attendance, the provisions relating to the procedures for conducting the meeting and voting at the meeting shall apply correspondingly in accordance with Points a and b, Clause 1 of this Article.
 - d) A Shareholder, the authorized representative of an institutional Shareholder, or an authorized person arriving after the opening of the meeting shall have the right to register immediately or log

in immediately to the online meeting system and shall thereafter have the right to participate and vote/stand for election at the General Meeting immediately after registration or login. The Chairperson shall have no obligation to suspend the General Meeting in order to allow late-arriving Shareholders or authorized representatives to register, and the validity of matters already voted on or elected prior thereto shall remain unchanged.

2. The election of the chairperson, secretary, committee for shareholder/delegate verification, and the vote counting committee shall be conducted as follow:
 - a) The Chairman of the Board of Directors shall act as the chairperson of the meeting or may authorize another member of the Board of Directors to act as chairperson of the meeting convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves as chairperson by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall act as chairperson.
 - b) Except as provided in point (a) above, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the chairperson, and the person receiving the highest number of votes shall act as chairperson;
 - c) The chairperson shall appoint one or more persons to act as secretary of the meeting; the committee for verification of shareholder/delegate eligibility shall serve the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the timing for each matter of business.
4. The chairperson of the General Meeting of Shareholders shall have the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees, including.
 - a) Arranging seating at the venue of the General Meeting of Shareholders;
 - b) Ensuring the safety of all persons present at the venue;
 - c) Facilitating shareholders' attendance (or continued attendance) at the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have full authority to amend such measures and to implement any other necessary measures. Such measures may include issuing entry cards or applying other appropriate methods
5. The convener or chairperson of the General Meeting of Shareholders shall have the following powers:
 - a) To require all attendees to undergo checks or other lawful and reasonable security measures;
 - b) To request competent authorities to maintain order at the meeting; to expel any person who fails to comply with the chairperson's authority, intentionally disrupts order, obstructs the proper conduct of the meeting, or fails to comply with security check requirements.
6. The chairperson may postpone the General Meeting of Shareholders, even where a quorum has been established, for a maximum period of three (03) business days from the scheduled opening date, and may only postpone or change the venue of the meeting in the following cases:
 - a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) The communication facilities at the venue are not adequate to ensure shareholders' participation, discussion, and voting;

- c) Attendees are obstructing or disrupting order, creating risks that the meeting may not be conducted fairly and lawfully.
- 7. If the chairperson improperly postpones or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to chair the meeting until its conclusion, and all resolutions passed at such meeting shall remain valid and enforceable.
- 8. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as provided in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholder

- 1. A resolution on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a) The classes of shares, the total number of shares of each class to be offered or issued, and other capital increase plans as prescribed by law;
 - b) Amendments to the business lines and sectors of the Company;
 - c) Changes to the organizational and management structure of the Company as stipulated in Article 11 of this Charter and Article 137 of the Law on Enterprises;
 - d) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company;
 - e) Reorganization or dissolution of the Company.
- 2. Resolutions shall be adopted if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise.

In the case of election of members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted either by cumulative voting as above or by voting (approval, disapproval, or abstention). The approval threshold under the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter

- 3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are inconsistent with the provisions of the Law on Enterprises and this Charter.

Article 22. Authority and procedures for obtaining written opinions of Shareholders to adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions from Shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

- 1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendment and supplementation of the Charter of the Company;
 - b) Approval/amendment and supplementation of the internal corporate governance regulations; regulations on the operation of the Board of Directors; regulations on the operation of the Supervisory Board;
 - c) Determination of the Company's development orientation;
 - d) Classes of shares and the total number of shares of each class;
 - e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - f) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
 - g) Approval of the annual financial statements;
 - h) Reorganization or dissolution of the Company.
 - i) Changes to the Company's business lines and sectors;
 - j) Changes to the Company's organizational and management structure;
 - k) Other matters deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the ballots. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The written ballot must contain the following principal particulars:
- a) Name, registered office address, and enterprise code of the Company;
 - b) Purpose of obtaining written opinions;
 - c) Full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, registered office address of the shareholder being an organization; or full name, contact address, nationality, and legal identification of the representative of the shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d) Matters requiring approval;
 - e) Voting options including "for," "against," and "abstain" for each matter;
 - f) Deadline for returning the completed ballot to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return completed ballots to the Company by mail, fax, or email, subject to the following conditions:
- a) If by mail, the completed ballot must bear the signature of the shareholder being an individual, the authorized representative, or the legal representative of the shareholder being an organization. The ballot must be placed in a sealed envelope, and no one shall be permitted to open it before the counting of votes;
 - b) If by fax or email, the ballot must be kept confidential until the vote counting;
 - c) Ballots returned to the Company after the deadline specified in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of fax or email), shall be invalid. Ballots not returned shall be deemed as abstentions.

5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or a shareholder not holding a managerial position in the Company. The vote counting record must contain the following particulars:
 - a) Name, registered office address, and enterprise code of the Company;
 - b) Purpose and matters requiring approval by written opinions;
 - c) Number of shareholders with the total number of votes and election ballots who participated, distinguishing valid and invalid votes and the method of ballot submission, together with an appendix of shareholders participating;
 - d) Total votes “for,” “against,” and “abstain” for each matter; total votes for each candidate (if applicable);
 - e) Matters approved and the corresponding approval ratios;
 - f) Full names and signatures of the Chairman of the Board of Directors, the vote counter(s), and the supervising person(s).

Members of the Board of Directors, vote counters, and supervising persons shall be jointly liable for the truthfulness and accuracy of the vote counting record, and jointly liable for any damage arising from untruthful or inaccurate vote counting leading to the adoption of resolutions

6. The vote counting record and the resolution must be sent to shareholders within fifteen (15) days from the completion of vote counting. Sending of the vote counting record and the resolution may be replaced by publishing them on the Company’s website within twenty-four (24) hours from the completion of vote counting.
7. The completed ballots, vote counting record, resolutions adopted, and relevant documents accompanying the ballots must be archived at the Company’s head office.
8. A resolution shall be deemed adopted by way of written opinions if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and such resolution shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or archived in other electronic forms. The minutes shall be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following principal contents:
 - a) Name, address of the head office, and Enterprise Registration Number;
 - b) Time and venue of the The General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full name of the Chairperson and the Secretary;
 - e) Summary of the proceedings and statements made at the GMS in respect of each matter on the agenda;
 - f) Number of Shareholders and total number of Voting Ballots of Shareholders attending the meeting, together with the annex of the register of attending Shareholders and their representatives, including the number of shares and corresponding votes;
 - g) Total number of Voting Ballots for each matter voted upon, specifying the voting method, the number of valid, invalid, affirmative, dissenting, and abstaining votes; and the corresponding percentage of the total Voting Ballots of Shareholders attending the meeting;
 - h) Consolidated results of the votes for each Candidate (if any);

- i) Matters approved and the corresponding percentage of votes in favor;
- j) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson and/or the Secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents as stipulated in this Clause. The minutes must specify the fact that the Chairperson and/or the Secretary refused to sign the minutes.

The minutes of the GMS must be completed and adopted prior to the conclusion of the meeting. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

- 2. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version of the minutes, the Vietnamese version shall prevail.
- 3. The Resolutions, the minutes of the GMS, the annex of the register of attending Shareholders, the proxy forms, all appendices (if any) attached to the minutes, and documents related to the notice of invitation to the meeting must be retained at the head office of the Company.
- 4. The Resolutions, the minutes of the GMS, and the accompanying documents must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

Article 24. Request for the Annulment of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders (“GMS”) or the minutes of vote-counting results of the GMS’s written ballot, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the Resolution or part of the Resolution of the GMS in the following cases

- 1. The order and procedures for convening the meeting and adopting the Resolution of the GMS have seriously violated the provisions of the Law on Enterprises and the Charter of the Company, except as provided in Clause 3, Article 21 of this Charter.
- 2. The contents of the Resolution contravene the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy of Members of the Board of Directors

- 1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company’s website to enable Shareholders to review such candidates before casting their votes. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties with honesty, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other managerial positions (including positions as a member of the Board of Directors of another company);
 - e) Interests related to the Company and its related parties;

f) Other information (if any);

The Company shall be responsible for disclosing information regarding other companies in which the candidate holds directorships, other managerial positions, and the candidate's interests relating to the Company (if any)

2. A Shareholder or group of Shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A Shareholder or group of Shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates; from 60% to less than 70% shall be entitled to nominate up to six (06) candidates; from 70% to 80% shall be entitled to nominate up to seven (07) candidates; and from 80% to less than 90% shall be entitled to nominate up to eight (08) candidates or more.
3. Where the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be seven (07).
2. The term of office of members of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously conclude their terms, such members shall continue to serve until new members are elected and assume office.
3. The composition of the Board of Directors shall be as follows: The composition of the Company's Board of Directors must ensure that at least 02 members of the Board of Directors are non-executive members. The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The rights, obligations, and the manner of organization and coordination of the activities of independent members of the Board of Directors shall be specifically provided for in the Operating Regulations of the Board of Directors.
4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Việc bổ nhiệm Thành viên Hội đồng quản trị phải được công bố thông tin theo quy định pháp luật về công bố thông tin trên thị trường chứng khoán.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Authority and duties of the Board of Directors

1. The Board of Directors shall be the managerial body of the Company and shall have full authority,

on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations reserved for the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors shall be as prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:
 - a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - b) To propose the classes of shares and the total number of shares of each class to be offered;
 - c) To decide on the sale of shares not yet issued within the number of shares permitted to be offered of each class; to decide on raising additional capital by other means;
 - d) To decide on the selling price of shares and bonds of the Company in cases authorized by the General Meeting of Shareholders;
 - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and 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 or transactions valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company, except for those contracts and transactions under the authority of the General Meeting of Shareholders as provided in Point d, Clause 2, Article 138, Clauses 1 and 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, and terminate contracts with the General Director and Deputy General Directors; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to designate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits;
 - j) To supervise and direct the General Director and other managers in the management of the Company's daily business operations;
 - k) 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 on capital contributions or share purchases in other enterprises;
 - l) To approve the agenda and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to solicit written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders;
 - m) To submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) To propose the dividend rate; to decide on the time and procedures for dividend payment or on the handling of business losses;
 - o) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;
 - p) To decide on the promulgation of the Regulations on the operation of the Board of Directors, internal corporate governance regulations (after approval by the General Meeting of Shareholders), and the Company's information disclosure regulations;
 - q) To require the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the financial position and business operations of the Company and of its units.

- r) Managers shall be obliged to promptly, fully, and accurately provide information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information shall be specifically stipulated in the Regulations on the operation of the Board of Directors.
 - s) To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

- 1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and performance of the Company.
- 2. Members of the Board of Directors shall receive remuneration for their work in the capacity of members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors as agreed within the Board, or equally divided if no agreement is reached.
- 3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and 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 serving on committees of the Board of Directors, or performing tasks beyond the usual duties of a member of the Board of Directors, may receive additional remuneration in the form of a one-off fee, salary, commission, profit share, or other forms as determined by the Board of Directors.
- 5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the discharge of their duties as members of the Board of Directors, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
- 6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or of this Charter

Article 29. Chairman of the Board of Directors

- 1. The Chairman and the Vice Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
- 3. The Chairman of the Board of Directors shall have the following rights and duties:
 - a) To prepare the program and operational plan of the Board of Directors;
 - b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;

- e) To chair meetings of the General Meeting of Shareholders;
 - f) To exercise other rights and perform other duties as prescribed by the Law on Enterprises and this Charter.
4. In the event that the Chairman or the Vice Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.
 5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and duties of the Chairman in accordance with the principles stipulated in this Charter. In the absence of such authorization, or in cases where the Chairman has died, gone missing, been temporarily detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation center or compulsory education center, has fled his/her place of residence, has limited or lost civil act capacity, has difficulty in perception or behavior control, or has been prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members shall elect one member among themselves as Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) business days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that two or more members receive an equal highest number of votes or voting ratio, the members shall elect by majority vote one 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 shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least five (05) other managers;
 - c) At the request of at least two (02) members of the Board of Directors;
 - d) Other cases (if any).
4. A request under Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and matters to be decided within 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 seven (07) business days from the date of receipt of a request under Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company, and the requesting party shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman.
6. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation no later than three (03) business days prior to the meeting date. The notice of invitation must specify the time, venue, agenda, matters to be discussed and decided, and must be accompanied by the meeting materials and the voting ballot of members.
7. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation and accompanying materials to members of the Supervisory Board in the same manner as for members of the Board of Director.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not be entitled to vote.

8. A meeting of the Board of Directors shall be valid if attended by at least three-quarters (3/4) of the total members. In the event that the meeting convened in accordance with this Clause does not meet the required quorum, it may be reconvened within seven (07) days from the date scheduled for the first meeting. In this case, the meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.
9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clauses 13 and 11 of this Article;
 - c) Attending and voting through online meetings, electronic voting, or other electronic mean;
 - d) Sending voting ballots to the meeting by mail, fax, or email;
 - e) Sending voting opinions by other means as permitted by applicable laws.
10. In the event that voting ballots are sent to the meeting by mail, such ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. Ballots shall only be opened in the presence of all attendees.
11. Voting:
 - a) A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or a related person thereof has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member shall not be counted in the quorum of the meeting of the Board of Directors when decisions are made in respect of matters on which the member is not entitled to vote;
 - b) Pursuant to Point d of this Clause, if an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors, and such member does not voluntarily abstain from voting, the decision of the Chairperson shall be final, except where the nature or scope of the interest of such member has not been fully disclosed;
 - c) A member of the Board of Directors benefiting from a contract as stipulated in Points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a material interest in such contract.
 - d) Members of the Supervisory Board, the General Director, the Chief Financial Officer, the Chief Accountant, and invited guests may attend meetings of the Board of Directors at the invitation of the Chairperson, and may participate in discussions but shall not have voting rights.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is proposed to be signed with the Company and knows that he/she has an interest therein shall be obliged to disclose such interest at the first meeting of the Board of Directors at which the contract or transaction is discussed. In cases where a member of the Board of Directors is unaware of his/her own or his/her related person's interest at the time the contract or transaction is entered into with the Company, such member must disclose such interest at the first meeting of the Board of Directors held after the member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
13. Members of the Board of Directors must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by the majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of an equality of votes, the decision of the Chairman of the Board of Directors shall prevail.
15. The Board of Directors may solicit written opinions of its members to adopt resolutions of the Board of Directors on matters falling within its authority under Clause 2, Article 27 of this Charter.

The authority and procedures for obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions shall comply with Article 31 of this Charter.
16. Meetings of the Board of Directors may be held in the form of teleconferences or online meetings among members of the Board of Directors when all or some members are located in different places, provided that each member participating in the meeting is able to:
 - a) Hear other members of the Board of Directors participating in the meeting;
 - b) Speak to all other participating members simultaneously. Discussions among members may be conducted directly by telephone or by other communication means, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed to be “present” at that meeting. The place of the meeting shall be deemed the place where the majority of members of the Board of Directors are present, or where the Chairperson of the meeting is present.
 - c) Resolutions adopted at meetings held by teleconference shall be lawfully organized and effective immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes. The minutes of the meeting must be duly signed by all members of the Board of Directors and the secretary of the meeting within thirty (30) days from the date of conclusion of the meeting.
17. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to its members, and such minutes shall constitute conclusive evidence of the proceedings conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of circulation.
18. Minutes of meetings of the Board of Directors:
 - a) Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be made in Vietnamese and may also be prepared in a foreign language. The minutes must include the following principal particulars: (i) Name, registered office address, and enterprise code of the Company; (ii) Time and venue of the meeting; (iii) Purpose, agenda, and contents of the meeting; (iv) Full names of members attending the meeting or their authorized representatives and the method of participation; full names of members not attending and reasons for absence; (v) Matters discussed and voted on at the meeting; (vi) Summary of opinions expressed by each member in the order of the meeting’s proceedings; (vii) Voting results, specifying members voting for, against, and abstaining; (viii) Matters adopted and corresponding approval ratios; (ix) Full names and signatures of the Chairperson and the recorder, except in cases provided in Point b below.
 - b) In cases where the Chairperson or the recorder refuses to sign the minutes of the meeting, but all other members of the Board of Directors attending the meeting approve and sign the minutes containing all particulars required under Point a of Clause 18 of this Article, such minutes shall be valid. The minutes must clearly state the refusal of the Chairperson or the recorder to sign. Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes. The Chairperson or the recorder shall be personally liable for any damage caused to the Company by their refusal to sign the minutes in accordance with the Law on Enterprises, this Charter, and relevant laws.
 - c) The Chairperson, the recorder, and persons signing the minutes shall be responsible for the

truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

- d) The minutes of the meeting of the Board of Directors and the materials used at the meeting must be archived at the head office of the Company.
- e) The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 31. The authority and procedures for collecting written opinions from the members of the Board of Directors to adopt resolutions and decisions of the Board of Directors

Authority and Procedures for Collecting Written Opinions of Members of the Board of Directors to Adopt Resolutions and Decisions of the Board of Directors:

- 1. The Chairman of the Board of Directors shall decide on obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions on matters within its authority.
- 2. The Chairman of the Board of Directors shall be responsible for organizing the preparation of materials, reports, and submissions on matters requiring consultation of the Board of Directors, draft resolutions or decisions of the Board of Directors, and ballots for soliciting opinions to be sent to the members of the Board of Directors.
- 3. The ballot for collecting opinions must include the following principal particulars:
 - a) Name, enterprise code, and registered office address of the Company.
 - b) Full name, contact address, nationality, and legal identification of the member of the Board of Directors.
 - c) Purpose of obtaining written opinions.
 - d) Matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
 - e) Voting options including “for,” “against,” and “abstain” for each matter.
 - f) Deadline for returning the completed ballot to the Company.
 - g) Full name and signature of the Chairman of the Board of Directors.
- 4. Members of the Board of Directors may return completed ballots to the Company by mail or email, subject to the following provisions:
 - a) In the case of mail, the completed ballot must bear the signature of the member of the Board of Directors. The ballot must be placed in a sealed envelope and no one shall be entitled to open it before the vote counting.
 - b) In the case of email, the ballot must be sent to the email address specified in the ballot and must remain confidential until the time of vote counting.
 - c) Ballots returned after the deadline stated in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of email), shall be invalid. Ballots not returned shall be deemed as abstentions.
- 5. A ballot that is duly completed, signed by the member of the Board of Directors, and returned to the Company within the prescribed deadline shall be considered valid. The Chairperson of the Board of Directors shall organize the vote counting, prepare the vote counting record, and notify the results of the vote counting and the resolutions or decisions adopted to the members within seven (07) business days from the expiry of the deadline for returning ballots. The vote counting record shall have the same validity as the minutes of a meeting of the Board of Directors and must include the following principal particulars:
 - a) Name, enterprise code, and registered office address of the Company.

- b) Purpose and matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
- c) Full name and legal identification of members of the Board of Directors who returned valid ballots; full name and legal identification of members of the Board of Directors who did not return ballots or returned invalid ballots.
- d) Matters consulted and voted upon; summary of opinions of members on each matter consulted (if any).
- e) Total number of valid ballots, invalid ballots, and ballots not received; total number of valid ballots voting “for,” “against,” and “abstain” for each matter.
- f) Resolutions or decisions adopted and the corresponding voting ratios.
- g) Full names and signatures of the vote counter(s) and the Chairman of the Board of Directors. The vote counter(s) and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy, and truthfulness of the contents of the vote counting record.
- 6. Completed ballots, vote counting records, resolutions or decisions adopted, and related documents sent together with the ballots must be archived at the head office of the Company.
- 7. Resolutions or decisions of the Board of Directors adopted by way of written opinions shall be valid if approved by a majority of the members of the Board of Directors entitled to vote. Such resolutions shall have the same effect and validity as resolutions adopted at meetings.

Article 32. Subcommittees of the Board of Directors

- 1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be determined by the Board of Directors but must be at least two (02) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute the majority of each subcommittee, and one of such members shall be appointed as the Head of the subcommittee by resolution of the Board of Directors. The operation of each subcommittee must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by the majority of its members attending and voting at the meeting of the subcommittee.
- 2. The implementation of decisions of the Board of Directors or of its subcommittees must be consistent with applicable laws, this Charter, and the Company’s internal corporate governance regulations.

Article 33. Person in charge of Corporate Governance

- 1. The Board of Directors of the Company must appoint at least one (01) Person in charge of Corporate Governance to support the corporate governance activities of the Company. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
- 2. Person in charge of Corporate Governance shall not concurrently work for the auditing firm approved to audit the Company’s financial statements.
- 3. The Person in charge of Corporate Governance shall have the following rights and duties:
 - a) To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with law and in dealing with relations between the Company and its Shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c) To advise on the procedures for meetings;

- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
- f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the contact point with stakeholders;
- i) To ensure confidentiality of information in accordance with the law and this Charter;
- j) To exercise other rights and perform other duties as provided by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Organizational Structure of Management

The management system of the Company must ensure that the management apparatus shall be accountable to the Board of Directors and be subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, a Chief Accountant, and other managerial titles appointed by the Board of Directors. The appointment, dismissal, and removal of the aforesaid titles must be approved by a resolution or decision of the Board of Directors.

Article 35. Enterprise Executives

1. At the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executives in such number and with such qualifications as are appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
2. The General Director shall be entitled to salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
3. The salary of executives shall be accounted for as operating expenses of the Company in accordance with the laws on corporate income tax, shall be separately presented in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.

Article 36. Appointment, Dismissal, Rights, and Obligations of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the General Director.
2. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and this Charter.
3. The General Director shall have the following rights and duties:
 - a) To decide on matters relating to the Company's daily business operations which do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plan and investment projects;
 - d) To propose organizational structure plans and internal management regulations of the Company;
 - e) To appoint, dismiss, and remove managerial positions within the Company, except for those

positions under the authority of the Board of Directors;

- f) To determine the salaries and other benefits for employees of the Company, including managers within the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend distribution or the handling of business losses;
 - i) To exercise other rights and perform other duties as provided by law, this Charter, resolutions and decisions of the Board of Directors, and other regulations issued by the Board of Directors.
4. The Board of Directors may dismiss the General Director with the approval of the majority of its members entitled to vote at the meeting, and appoint a new General Director as replacement.

Article 37. Company Secretary

Where deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Company Secretary(ies) for a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary at any time, provided that such removal is not contrary to the prevailing labor laws. The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; and to record the minutes of meetings;
- b) To assist members of the Board of Directors in exercising the rights and performing the obligations assigned to them;
- c) To assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of Shareholders; and in complying with obligations relating to information provision, information disclosure, and administrative procedures;
- e) To perform other rights and obligations as prescribed in the Company's Charter and the Company's Internal Regulations.

IX. SUPERVISORY BOARD

Article 38. Nomination and Candidacy for Members of the Supervisory Board (Supervisors)

- 1. The nomination and candidacy for members of the Supervisory Board shall be carried out in a manner similar to that prescribed in Clause 1, Article 25 of this Charter. Shareholders holding voting shares shall have the right to aggregate their respective voting rights for the purpose of nominating Supervisors. A Shareholder or group of Shareholders holding from 10% to less than 30% of the voting shares shall be entitled to nominate one (01) Supervisor; from 30% to less than 50% shall be entitled to nominate up to two (02) Supervisors; and from 50% or more shall be entitled to nominate three (03) candidates.
- 2. In the event that the number of candidates for the Supervisory Board nominated and self-nominated is insufficient for the required number, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. Any introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 39. Composition of the Supervisory Board

- 1. The Supervisory Board of the Company shall consist of three (03) members. The term of office

of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an independent auditing firm which has conducted the audit of the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
 - a) No longer satisfying the standards and conditions for being a member of the Supervisory Board as stipulated in Clause 2 of this Article;
 - b) Having submitted a resignation letter which has been accepted;
 - c) Other cases in accordance with law and this Charter.
4. A member of the Supervisory Board shall be removed in the following cases:
 - a) Failure to perform assigned duties and tasks;
 - b) Failure to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure events;
 - c) Repeated or serious violations of obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and this Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 40. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal or removal shall be conducted by majority vote. More than half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the Company's business operations.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 41. Rights and obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to conduct reviews of the Company's operations; and to dismiss the approved auditor when deemed necessary.
2. To be accountable to the Shareholders for its supervisory activities.
3. To supervise the Company's financial position and the compliance with law in the activities of the members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director, and the Shareholders.
5. In case of detecting any violations of law or the Charter of the Company by members of the Board of Directors, the General Director, or other managers of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease such violation and propose remedial measures.
6. To formulate the Rules of Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at its head office, branches, and other locations; and to have the right to visit the workplace of the Company's managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents concerning the management and business operations of the Company.
10. Other rights and obligations as provided by law and this Charter.

Article 42. Meeting of the Supervisory Board

1. The Supervisory Board shall convene at least twice a year, with the attendance of no less than two-thirds (2/3) of its members. Minutes of the Supervisory Board meetings must be prepared in detail and clearly. The minutes must be signed by the recorder and all attending members of the Supervisory Board. Such minutes shall be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and respond to issues requiring clarification.

Article 43. Salary, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board shall be implemented as follows:

1. Members of the Supervisory Board shall be paid remuneration, salaries, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of remuneration, salaries, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for meals, accommodation, travel expenses, and reasonable costs of engaging independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries, remuneration, bonuses, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the provisions of the Law on Corporate Income Tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers shall perform their duties, including those as members of Committees of the Board of Directors, with integrity, prudence, and in the best interests of the Company.

Article 44. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant laws.
 2. Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.
 3. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of charter capital, and such persons themselves or their related persons, as prescribed by law. Where such transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant Resolutions in accordance with securities laws on information disclosure.
 4. Members of the Board of Directors may not vote on any transaction that confers benefits on themselves or their related persons, in accordance with the Law on Enterprises and this Charter.
 5. Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose inside information to others for the purpose of conducting related transactions.
1. Transactions between the Company and one or more Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall not be invalid in the following cases:
 - a) For transactions valued at less than 35% of the Company's total assets recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the relevant Members, have been reported to the Board of Directors and approved by the majority vote of the non-interested Members of the Board of Directors;
 - b) For transactions valued at 35% or more, or where the total transaction value arising within 12 months from the date of the first transaction reaches 35% or more of the Company's total assets recorded in the most recent financial statements, the essential terms of such transaction, as well as the relationships and interests of the relevant Members, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.
 - c) Contracts or transactions involving loans or the sale of assets valued at more than 10% of the Company's total assets recorded in the most recent financial statements, entered into between the Company and a shareholder owning 51% or more of the total voting shares, or such shareholder's related persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders

Article 45. Liability for damages and compensation

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.

2. The Company shall indemnify any person who is, was, or may become a party to any complaint, lawsuit, or prosecution (including civil and administrative proceedings, but excluding cases initiated by the Company itself) if such person is or was a Member of the Board of Directors, Member of the Supervisory Board, the General Director, another executive, employee, or an authorized representative of the Company, and has performed their duties honestly, prudently, and in the interests of the Company in compliance with the law, and provided that there is no evidence confirming that such person has breached their responsibilities.
3. Indemnification expenses include judgments, fines, amounts payable actually incurred (including legal fees) or deemed reasonable in resolving such matters, within the limits permitted by law. The Company may purchase insurance for such persons against the indemnity liabilities mentioned above.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 46. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:
 - a) An ordinary shareholder shall have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information; to review, inspect, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders holding at least 5% of the total number of ordinary shares shall have the right to review, inspect, and extract minutes and Resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by the power of attorney of the shareholder(s) or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to inspect the register of shareholders, the list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information must be kept confidential.
4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law, at its head office or another place, provided that shareholders and the Business Registration Authority are notified of such place of storage.
5. The Company Charter shall be published on the Company's website.
6. Except where otherwise required by law, the Company's records as prescribed in Article 46 of this Charter or other types of documents may be stored and used in the form of hard-copy documents or electronic documents. Electronic documents stored in accordance with this Article shall have the same legal validity as the original hard-copy documents, provided that such documents ensure integrity, authenticity, and accessibility and usability in accordance with the laws on electronic transactions.

XII. EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, dismissal of employees, salaries, social insurance, welfare, commendation, and disciplinary actions applicable to employees and executives of the Company.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the Company's relations with trade union organizations, in accordance with best practice standards, the provisions of this Charter, internal regulations of the Company, and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 48. Distribution of profits

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and the form of dividend payment from the Company's retained earning.
2. The Company shall not pay interest on dividends or on any amounts related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve payment of dividends in whole or in part in the form of shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese dong. Payment may be made directly or through banks on the basis of bank account details provided by the Shareholders. Where the Company has made payment in accordance with the bank account details provided by a Shareholder but such Shareholder fails to receive the payment, the Company shall not be liable for the amount already transferred to such Shareholder. Dividend payment for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Resolution or decision determining a specific record date for closing the list of Shareholders. Based on such date, persons registered as Shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends, and to receive notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 49. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, and when necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts maintained at banks where the Company has opened accounts.

Article 50. Fiscal year

The Company's financial year shall commence on the first day of January of each year and end on the thirty-first day of December of that year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 51. Accounting Regime

1. The accounting regime applied by the Company shall be the corporate accounting regime or a specific accounting regime promulgated or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the provisions of the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese Dong. In cases where the Company primarily conducts economic transactions in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible before the law for such selection, and shall notify the directly supervising tax authority thereof.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS

Article 52. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must provide a true and fair view of the Company's operations.
3. The Company shall prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state authorities.

Article 53. Annual Reports

The Company shall prepare and disclose the Annual Report in accordance with the provisions of the laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 54. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting on matters concerning the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 55. Company Seal

1. The seal shall include the seal made at a licensed seal-engraving establishment or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).

XVIII. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a Resolution/Decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
 - c) Other cases as prescribed by law.
2. Early dissolution of the Company (including the extended term, if any) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with the law.

Article 57. Liquidation of the Company

1. At least 06 months prior to the Company's decision on dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment by the Company before any other debts of the Company.
2. The Liquidation Committee shall report to the Business Registration Authority the date of its establishment and commencement of operation. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - e) The remainder, after payment of all debts from (a) to (d) above, shall be distributed to the Shareholders, with preference shares being paid prior to ordinary shares.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of any dispute or claim arising in connection with the Company's operations, or the rights and obligations of Shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or any agreement between:
 - a) A Shareholder and the Company;
 - b) A Shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the settlement of the dispute and may request each party to present relevant information regarding the dispute within 15 business days from the date on which the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert to

act as a mediator for the dispute resolution process.

2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to Arbitration or the Court.
3. Each party shall bear its own costs relating to negotiation and conciliation. Court costs shall be borne as determined by the judgment of the Court.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where laws contain provisions relating to the operations of the Company that are not addressed in this Charter, or where new legal provisions differ from those set forth herein, such legal provisions shall prevail and govern the operations of the Company.

XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, comprising 21 Sections and 60 Articles, was unanimously adopted by the General Meeting of Shareholders of Vinafreight Joint Stock Company on April 17th, 2026, and the full text of this Charter was approved to take effect accordingly.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company's Charter shall be valid only if they bear the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

For and on behalf of

VINAFRAEIGHT JOINT STOCK COMPANY

Nguyen Anh Minh

General Director cum

the Legal Representative of Company

Ho Chi Minh City, April 17th, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding approval of the amendment and supplementation of the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company

Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders of the Company for approval of the amendment and supplementation of the Regulations on the operation of the Board of Directors of the Company, with details as follows:

The Regulations on the operation of the Board of Directors were initially developed and issued in 2021. Since then, the Law on Enterprises 2020 and the Law on Securities 2019 have undergone significant amendments and developments. Accordingly, a number of provisions in the current Regulations on the operation of the Board of Directors are no longer consistent with the applicable legal framework.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the revised Regulations on the operation of the Board of Directors of the Company.

Details of the draft Regulations on the operation of the Board of Directors are attached herewith.

Respectfully submit./.

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



Nguyen Bich Lan

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

DRAFT



**REGULATIONS ON THE OPERATION
OF THE BOARD OF DIRECTORS
VINAFREIGHT JOINT STOCK
COMPANY**

Ho Chi Minh City, April __, 2026

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020; Law No. 03/2022/QH15 dated January 11th, 2022; Law No. 76/2025/QH15 dated June 17th, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019; Law No. 56/2024/QH15 dated November 29th, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020; Decree No. 245/2025/ND-CP dated September 11th, 2025;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020;

Pursuant to the Charter of Vinafreight Joint Stock Company;

Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ.DHĐCD-VNF dated April 17th, 2026;

The Board of Directors promulgates the Regulation on the operation of the Board of Directors of Vinafreight Joint Stock Company. The Regulation on the operation of the Board of Directors of Vinafreight Joint Stock Company includes the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on the operation of the Board of Directors provides for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant laws.
2. Subjects of application: This Regulation applies to the Board of Directors and its members.
3. Abbreviations used in this Regulation:
 - Company: Vinafreight Joint Stock Company.
 - Company's Charter: Charter of Vinafreight Joint Stock Company.
 - BOD: Board of Directors of the Company.
 - SB: Supervisory Board of the Company.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates on a collective basis. Members of the Board of Directors are individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.
2. The Board of Directors assigns the General Director to organize the implementation of its resolutions and decisions.

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 shall have full rights as prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial status and business operations of the Company and its affiliated entities.
2. Members of the Board of Directors shall have obligations as prescribed in the Company's Charter, the Internal Regulation on Corporate Governance, 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 provide opinions on matters discussed; To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
 - c) To report to the Board of Directors at the nearest meeting transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors or their related persons; as well as transactions between the Company and companies in which such members are founding shareholders or have acted as managers within the last three (03) years prior to the transaction;
 - d) To disclose information when conducting transactions in the Company's shares in accordance with the law.
3. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the activities of the Board of Directors.
4. Members of the Board of Directors, within their assigned duties, shall be responsible for performing their tasks in accordance with their authority to access information and duties as prescribed in the Company's Charter and the Law on Enterprises, and shall submit written reports on assigned advisory matters and present them at Board meetings in accordance with Article 5, Section 5.6 of this Regulation.

Article 4. Right to access information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director and other designated managers of the Company to provide information and documents on the financial status and business operations of the Company and its affiliated entities.
2. The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The procedures for requesting and providing information are as follows:
 - A member of the Board of Directors must submit the request for information to the Board of Directors.
 - Where deemed necessary, the Board of Directors shall convene a meeting to obtain opinions within seven (07) working days from the date of receipt of the request.
 - If approved by the Board of Directors, the requested manager shall provide the required information within seven (07) days.

Article 5. Term and number of members of the Board of Directors

1. The number of members of the Board of Directors shall be seven (07).

The Board of Directors shall use the Company's organizational apparatus, facilities, and seal to perform its functions, duties, and powers.
2. The term of office of a member of the Board of Directors is five (05) years and may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

3. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to act until new members are elected and assume their duties, unless otherwise provided in the Company's Charter.
4. Structure of the Board of Directors:
 - a) The Board of Directors must include at least two (02) non-executive members. The Company shall minimize the number of Board members holding executive positions to ensure the independence of the Board.
 - b) The total number of independent members must be at least two (02).
5. Independent members of the Board of Directors shall have full rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and this Regulation.
6. Independent members of the Board of Directors shall operate under the following principles:
 - a) To perform assigned rights and obligations honestly, prudently, and in the best interests of the Company;
 - b) To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities, position, authority, or assets of the Company for personal gain or for the benefit of other organizations or individuals;
 - c) To ensure compliance with applicable laws and the Company's Charter in all activities.

Article 6. The standards and conditions for members of the Board of Directors

1. A member of the Board of Directors must meet the following criteria and conditions:
 - a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration or in the Company's business sectors and not necessarily being a shareholder of the Company, unless otherwise provided in the Company's Charter;
 - c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company;
 - d) Other conditions as prescribed by law and the Company's Charter (if any).
2. The independent member of the Board of Directors, as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following criteria and conditions:
 - a) Not currently working for the Company, its parent company, or its subsidiaries; and not having worked for such entities for at least three (03) consecutive years prior thereto;
 - b) Not receiving salary or remuneration from the Company, except for allowances entitled as a Board member;
 - c) Not having a spouse, biological or adoptive parent, child, or sibling who is a major shareholder, manager of the Company or its subsidiaries;
 - d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
 - e) Not having served as a member of the Board of Directors or Supervisory Board of the Company for at least five (05) consecutive years prior thereto, except where appointed for two (02) consecutive terms;
 - f) Other criteria and conditions as prescribed in the Company's Charter.
3. An independent member must notify the Board of Directors upon no longer satisfying the criteria and conditions specified in Clause 2 of this Article and shall automatically cease to be an

independent member from the date such criteria are no longer met. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect a replacement within six (06) months from the date of receiving such notice.

4. A non-executive member of the Board of Directors is a member who does not concurrently hold the positions of General Director, Deputy General Director, Chief Accountant, or other executive positions as prescribed in the Company's Charter.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairman is a member of the Board of Directors who participates in executive management.
2. The Chairman of the Board of Directors of the Company must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To formulate the programs and plans for the activities of the Board of Directors;
 - b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair the General Meeting of Shareholders in accordance with regulations;
 - f) To sign resolutions, decisions, and other documents approved by the Board of Directors;
 - g) To sign, authorize in accordance with the law, and approve documents for the implementation of resolutions, policies, investment plans, and projects approved by the Board of Directors;
 - h) To ensure that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
 - i) To perform other rights and obligations as prescribed by law and the Company's Charter.
4. The appointment, dismissal, and removal of the Chairman shall comply with the Company's Charter, the Internal Regulation on Corporate Governance, and applicable laws.
5. In the event the Chairman resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.
6. Where deemed necessary, the Board of Directors may appoint one (01) or more Senior Advisors to the Board of Directors and/or a Company Secretary for a term as decided by the Board. The Board of Directors may dismiss such positions when necessary, provided it does not violate labor laws.

Senior Advisor to the Board of Directors shall have the following rights and obligations:

- a) To advise and consult the Board of Directors and the Board of Management on strategies, medium-term development plans, and annual business plans of the Company;
- b) To advise the Board of Directors on the application and implementation of corporate governance principles;
- c) To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other Company meetings;
- d) Other rights and obligations as prescribed in the Company's Charter and internal governance

regulations.

Company Secretary shall have the following rights and obligations:

- a) To assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors and 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 maintaining shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information disclosure obligations and administrative procedures;
 - e) Other rights and obligations as prescribed in the Company's Charter and internal regulations.
7. In the event that the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson in accordance with the principles set out in the Company's Charter. In the absence of such authorization, or where the Chairperson dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification establishment or compulsory education institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or control of behavior, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairperson of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is made..

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a) Failure to meet the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b) Submission of a resignation letter which is accepted;
 - c) Other cases as prescribed by law and the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a) Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - b) Other cases as prescribed by law and the Company's Charter.
3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors beyond the cases specified in Clauses 1 and 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 Company's Charter. In such case, the Board must convene the meeting within thirty (30) days from the date of such reduction;
 - b) The number of independent members of the Board of Directors falls below the minimum ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c) Except for the cases specified in Points a and b above, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

Article 9. Methods for election, dismissal, and removal of members of the Board of Directors

1. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. The nomination shall be carried out as follows:
 - a) Shareholders forming a group to nominate candidates must notify other attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to under 90% may nominate up to eight (08) candidates or more;
 - c) Where the number of nominated candidates is fewer than the number of candidates that such shareholders are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. Where the number of candidates nominated and self-nominated remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and this Regulation. Any additional candidates introduced by the Board must be clearly disclosed prior to the General Meeting of Shareholders voting.
3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected. Shareholders may allocate all or part of their votes to one or several candidates. Candidates with the highest number of votes shall be elected in descending order until the required number of members as prescribed in the Company's Charter is reached. In case two or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election rules or the Company's Charter.
4. The dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting (approval, disapproval, or abstention). The approval threshold shall comply with the Company's Charter.
5. If the number of candidates is equal to or less than the number of members to be elected, the election may be conducted either by cumulative voting or by voting (approval, disapproval, or abstention), in accordance with the Company's Charter.

Article 10. Disclosure regarding election, dismissal, and removal of members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, enabling shareholders to review such information before voting. Candidates must provide a written commitment on the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;

- c) c) Work experience;
- d) Other managerial positions (including positions on boards of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) A public company must disclose information on companies where the candidate holds positions as a Board member or other managerial roles, and any related interests (if any).
- 2. Where a member of the Board of Directors submits a resignation before it is approved by the General Meeting of Shareholders, the Company must disclose such resignation within twenty-four (24) hours from receipt.
- 3. The disclosure of results of election, dismissal, or removal of members of the Board of Directors shall comply with applicable information disclosure regulations.

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 in the name of the Company to decide and exercise the rights and obligations of the Company, except for those 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 Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - 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 total number 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 shares and bonds of the Company;
 - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and 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 or transactions with a value of 25% or more of the total assets as recorded in the most recent financial statements of the Company and contracts or transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 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, and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;
 - j) To supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k) To decide on the organizational structure and internal management regulations of the Company;

to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises;

- l) To approve the agenda, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - m) To submit audited annual financial statements to the General Meeting of Shareholders;
 - n) To propose dividend levels; to decide on the time limit and procedures for dividend payment or handling of losses arising in business operations;
 - o) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;
 - p) To decide on the issuance of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulation on operation of the Audit Committee under the Board of Directors and the Regulation on information disclosure of the Company;
 - q) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 and its amendments and supplements.
4. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote.

The authority and procedures for collecting written opinions of members of the Board of Directors to pass resolutions and decisions shall comply with Clause 15, Article 15 of this Regulation.

5. In case a resolution or decision passed by the Board of Directors is contrary to the law, resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly liable for such resolution or decision and must compensate the Company for damages; members who voted against shall be exempt from liability. In such case, shareholders have the right to request the Court to suspend the implementation or annul such resolution or decision.

Article 12. Duties and authority of the Board of Directors in approving and executing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in the total transaction value within 12 months from the date of the first transaction being less than 35% of the total assets recorded in the most recent financial statements, or another lower ratio/value as prescribed in the Company's Charter, between the Company and the following parties:
- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
 - Shareholders or authorized representatives of shareholders owning more than 10% of the Company's total ordinary shares and their related persons;
 - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing such contracts or transactions must notify members of the Board of Directors and the Supervisory Board of related parties and submit the draft contract or

main contents of the transaction. The Board of Directors shall decide on approval within 15 days from the date of receipt of such notification, unless otherwise prescribed by the Company's Charter; members having related interests shall not have voting rights.

3. The Board of Directors shall approve contracts and transactions on borrowing, lending, and sale of assets with a value less than or equal to 10% of the total assets recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their related persons.

Article 13. Responsibilities 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) It deems it necessary for the interests of the Company;
 - b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum required by law or reduced by more than one-third compared to the number prescribed in the Company's Charter;
 - c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be in writing, clearly stating the reasons and purposes of the meeting, and signed by relevant shareholders;
 - d) At the request of the Supervisory Board;
 - e) Other cases as prescribed by law and the Company's Charter.
2. The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members falls below the required minimum or from the date of receipt of requests specified in Points c and d, Clause 1 of this Article.
3. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare the list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints related to the list of shareholders;
 - c) Prepare the agenda and contents of the meeting;
 - d) Prepare documents for the meeting;
 - e) Draft resolutions of the General Meeting of Shareholders and provide the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - f) Determine the time and venue of the meeting;
 - g) Send notices of invitation to shareholders entitled to attend in accordance with the Law on Enterprises;
 - h) Other tasks serving the meeting.

Article 14. Subcommittees assisting the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with a minimum of two (02) members including members of the Board of Directors and external members. Independent and/or non-executive members should constitute the majority of the subcommittee, and one of them shall be appointed as the Head of the subcommittee. The operation of subcommittees must comply with regulations of the Board of Directors. Resolutions of a subcommittee shall be valid when approved by a majority of attending members.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the Internal Regulation on corporate governance.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Board of Directors shall operate in accordance with the regime prescribed in the Law on Enterprises and the Company's Charter.
2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of such Board. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. In the event that more than one member has the highest and equal number of votes or voting ratio, the members shall elect, based on the majority principle, one among them to convene the Board meeting.
3. Regular meetings: The Board of Directors must meet at least once every quarter, and notice must be given at least 05 days prior to the meeting.
4. Extraordinary meetings: Convened by the Chairperson of the Board of Directors or other persons as prescribed in the Company's Charter.

In specific cases, meetings of the Board of Directors may be conducted in the form of online meetings (for members unable to attend in person). Members attending online meetings have the right to discuss and vote as other members; the minutes of the meeting must thereafter be signed/confirmed in writing or by email by such members and shall be deemed valid. The location where the Chairperson attends shall be deemed the venue of the meeting.

5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
 - b) Upon request of the General Director or at least 05 other managers;
 - c) Upon request of at least 02 members of the Board of Directors;
 - d) Other cases as provided in the Company's Charter.
6. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters falling within the authority of the Board of Directors.
7. The Chairperson of the Board of Directors must convene a meeting within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting in place of the Chairperson.
8. In addition to regular and extraordinary meetings, where it is not possible or not necessary to convene a meeting, the Board of Directors may discuss, handle, and decide on matters within its authority via email systems, fax, courier, or other forms of correspondence (collectively referred to as obtaining written opinions in accordance with the Law on Enterprises), provided that it complies with the Law on Enterprises and the Company's Charter.
9. The Chairperson or the convener of the meeting must send the notice of invitation at least 03 working days prior to the meeting date, unless otherwise provided in the Company's Charter. The notice must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by materials to be used at the meeting and voting forms of the members.

10. The notice of invitation to a Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, and must ensure delivery to the registered contact address of each member of the Board of Directors.
11. The Chairperson or the convener shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

12. In the event that the Chairperson of the Board of Directors is absent and unable to attend or convene meetings of the Board of Directors, he/she shall authorize in writing, in the following order, another person to perform the duties and powers of the Chairperson:
 - a) The Vice Chairperson of the Board of Directors (if any);
 - b) One of the members of the Board of Directors.
13. Members of the Board of Directors who wish to report or propose topics under their responsibility for discussion and approval must register and submit the contents in writing to the Secretary of the Board of Directors at least 03 (three) days prior to the meeting. After such contents are approved by the Chairperson of the Board of Directors or the convener for inclusion in the meeting agenda, the Secretary shall circulate them to the members. In cases where such contents are not included or are not accepted for inclusion in the meeting agenda, the Secretary shall notify the concerned member in writing, stating the reasons.
14. Members of the Board of Directors are responsible for reporting to the Board of Directors within the time limits of regular meetings and in accordance with the meeting notices on matters assigned in the appendix attached to this Regulation and other matters assigned in resolutions of previous Board meetings. In case a member is unable to report, he/she must send a written explanation to the Chairperson of the Board of Directors via the Secretary at least 07 (seven) days prior to the meeting.
15. Authority and procedures for obtaining written opinions of members of the Board of Directors:
 - 15.1. The Chairperson of the Board of Directors shall decide on obtaining written opinions of members.
 - 15.2. The Secretary of the Board of Directors shall prepare opinion forms and necessary documents related to the matters for which opinions are sought. The opinion forms and accompanying documents must be sent by secure method or via email to the contact address of each member.
 - 15.3. The opinion form must include the following principal contents:
 - a) Name, enterprise registration number, and head office address;
 - b) Full name, contact address, nationality, and legal identification details of the member of the Board of Directors;
 - c) Purpose of obtaining opinions;
 - d) Matters on which opinions are sought for the adoption of resolutions or decisions of the Board of Directors;
 - e) Voting options, including in favor, against, and abstention for each matter;
 - f) Deadline for returning the completed opinion form to the Company;
 - g) Full name and signature of the Chairperson of the Board of Directors.
 - 15.4. Members of the Board of Directors may send completed opinion forms to the Company by post or by email as follows:

- a) In case of postal submission, the completed opinion form must bear the signature of the member, be sealed in an envelope, and must not be opened by anyone before vote counting;
 - b) In case of email submission, the opinion form must be sent to the designated email address stated in the form and must be kept confidential until the vote counting;
 - c) Opinion forms received after the prescribed deadline, or those that have been opened (for postal submissions) or disclosed (for email submissions), shall be deemed invalid. Opinion forms not returned shall be deemed as non-participating votes.
- 15.5. Opinion forms that are complete, duly signed, and submitted within the prescribed time limit shall be deemed valid. The Chairperson of the Board of Directors shall organize the vote counting, prepare a vote-counting record, and notify the results, as well as the adopted resolutions and decisions, to members within seven (07) working days from the expiry of the deadline for submission. The vote-counting record shall have the same validity as minutes of a Board meeting and must include the following principal contents:
- a) Name, enterprise registration number, and head office address;
 - b) Purpose and matters for which opinions are sought;
 - c) Full name and legal identification details of members who submitted valid opinion forms; full name and legal identification details of members whose opinion forms were not received or were invalid;
 - d) Matters for opinion and voting; summary of opinions of members on each matter (if any);
 - e) Total number of valid, invalid, and non-received opinion forms; total number of valid votes in favor, against, and abstentions for each matter;
 - f) Resolutions or decisions adopted and the corresponding voting ratios;
 - g) Full names and signatures of the vote counter and the Chairperson of the Board of Directors. The vote counter and the Chairperson shall bear joint responsibility for the completeness, accuracy, and truthfulness of the contents of the vote-counting record.
- 15.6. Completed opinion forms, the vote-counting record, adopted resolutions or decisions, and all related documents sent together with the opinion forms must be kept at the Company's head office.
- 15.7. Resolutions and decisions of the Board of Directors adopted in the form of written opinions shall be approved based on the majority of votes of members entitled to vote. Such resolutions and decisions shall have the same validity and effect as those adopted at a meeting.
16. Members of the Board of Directors may exercise their powers as stipulated in the Company's Charter to perform the tasks assigned to them.
17. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members are present. In case a meeting convened in accordance with this Clause does not have sufficient quorum, a second meeting may be convened within [07 days] from the originally scheduled meeting date. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
18. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
- a) Attending and voting in person at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Attending and voting via online conference, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by post, fax, or email.

19. In case of sending voting ballots to the meeting by post, the ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than 01 hour prior to the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.
20. Voting:
 - a) Except as provided in Point b Clause 11 Article 15 of this Regulation, each member of the Board of Directors or his/her authorized representative (as provided in Clause 9 of this Article) who is present in person at the meeting shall have one (01) vote;
 - b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of members present required to hold a meeting in respect of decisions for which such member has no voting right;
 - c) In accordance with Point d Clause 11 Article 15 of this Regulation, where an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting right, the ruling of the chairperson shall be final, except where the nature or scope of such member's interest has not been fully disclosed;
 - d) A member of the Board of Directors who benefits from a contract as specified in Points a and b Clause 6 Article 43 of the Company's Charter shall be deemed to have a material interest in such contract;
 - e) Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.
21. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and is aware that he/she has an interest therein, must disclose such interest at the first meeting of the Board of Directors discussing the execution of such contract or transaction. In case the member is not aware that he/she or his/her related person has an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in such contract or transaction.
22. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the members of the Board of Directors.
23. Unless the Company's Charter provides for a higher ratio, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in case of a tie, the final decision shall follow the opinion of the Chairperson of the Board of Directors.
24. Meetings of the Board of Directors may be conducted in the form of a teleconference among members when all or some members are in different locations, provided that each participating member is able to:
 - a) Hear each other member speaking at the meeting;
 - b) Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone or through other communication means, or a combination thereof. Members participating in such meetings shall be deemed to be "present" at the meeting. The venue of the meeting shall be the place where the largest number of members are present, or where the chairperson is present.

Decisions adopted at meetings conducted via telephone or other communication means, if duly convened and conducted, shall take effect immediately upon conclusion of the meeting, but must

be confirmed by the signatures in the minutes of all participating members.

25. The Chairperson of the Board of Directors is responsible for sending the minutes of Board meetings to all members, and such minutes shall serve as valid evidence of the matters conducted at the meeting unless objections to the contents are raised within ten (10) days from the date of dispatch. The minutes shall be made in Vietnamese and may also be made in English. The minutes must bear the signatures of the chairperson and the minute-taker.
26. Other matters shall be governed by the Company's Charter.

Article 16. Minutes of the Board of Directors' Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:
 - a) Name, head office address, and enterprise registration number;
 - b) Time and venue of the meeting;
 - c) Purpose, agenda, and contents of the meeting;
 - d) Full name of each member attending the meeting or authorized to attend and the method of attendance; full name of members absent and the reasons therefor;
 - e) Matters discussed and voted on at the meeting;
 - f) Summary of opinions expressed by each attending member in chronological order of the meeting;
 - g) Voting results, clearly stating members voting in favor, against, and abstaining/no opinion;
 - h) Matters adopted and the corresponding approval voting ratio;
 - i) Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.
2. In case the chairperson or the minute-taker refuses to sign the minutes, but the minutes are signed and approved by all other attending members of the Board of Directors and contain all contents as prescribed in Points a, b, c, d, e, f, g and h Clause 1 of this Article, such minutes shall be valid. The minutes must clearly state the refusal of the chairperson and/or the minute-taker to sign. The signatories of the minutes shall bear joint liability for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The chairperson and the minute-taker shall bear personal liability for any damage caused to the enterprise due to their refusal to sign the minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
3. Minutes of meetings of the Board of Directors and documents used in the meetings must be kept at the Company's head office.
4. Minutes made in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and the foreign-language versions, the Vietnamese version shall prevail.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business performance;
 - b) Financial statements;
 - c) Report on the assessment of the Company's management and administration;

- d) Appraisal report of the Supervisory Board.
- 2. The reports specified in Points a, b, and c Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.
- 3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer period. Shareholders who have held shares of the Company continuously for at least 01 year have the right to personally, or together with a lawyer, accountant, or licensed auditor, directly review 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 performance and efficiency.
- 2. Members of the Board of Directors (excluding authorized representatives) are entitled to receive remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting. Such remuneration shall be allocated among the members of the Board of Directors in accordance with agreement within the Board or equally divided in the absence of such agreement.
- 3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. Members of the Board of Directors who participate in executive management, or who work in subcommittees of the Board of Directors, departments of the Company, or perform tasks beyond the normal scope of duties of a Board member, may be paid additional remuneration in the form of lump-sum payments per task, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
- 5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in performing their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
- 6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company's Charter.

Article 19. Disclosure of Related Interests

Unless the Company's Charter provides for stricter provisions, the disclosure of interests and related persons of the Company shall be implemented as follows:

- 1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a) Name, enterprise registration number, head office address, and business lines of enterprises in which they hold capital contributions or shares; the ownership ratio and the time of such ownership;
 - b) Name, enterprise registration number, head office address, and business lines of enterprises in which their related persons jointly or separately hold capital contributions or shares representing more than 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 on which the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of such amendments or supplements.

3. Members of the Board of Directors who, in their own name or in the name of others, carry out work in any form within the scope of the Company's business must disclose the nature and contents of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining members of the Board of Directors. If such work is carried out without disclosure or without approval, all income derived from such activities shall belong to the Company.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among Members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination. Members are responsible for informing each other of relevant matters in the course of handling assigned tasks.
2. In the course of handling tasks, the member primarily responsible must proactively coordinate where matters relate to areas under the responsibility of other members. In case of differing opinions among members, the member primarily responsible shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or obtaining opinions from members in accordance with law, the Company's Charter, and this Regulation.
3. In case of re-assignment among members of the Board of Directors, the members must hand over tasks, files, and relevant documents. Such handover must be documented in writing and reported to the Chairperson of the Board of Directors.

Article 21. Relationship with the Executive Management

In its governance role, the Board of Directors issues resolutions for implementation by the General Director and the executive management apparatus. At the same time, the Board of Directors supervises and inspects the implementation of such resolutions

Article 22. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship is based on principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.
2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors is responsible for reviewing them and directing relevant departments to formulate plans and promptly implement remedial actions.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

This Regulation on the operation of the Board of Directors of Vinafreight Joint Stock Company consists of 07 Chapters and 23 Articles and shall take effect from April 17th, 2026.

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

Nguyen Bich Lan

*Ho Chi Minh City, April 17th, 2026***PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS*****Regarding approval of the amendment and supplementation of the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company*****Respectfully to: General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17th, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company ("Company"),

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders of the Company for approval of the amendment and supplementation of the Internal Corporate Governance Regulations of the Company, with details as follows:

The Internal Corporate Governance Regulations were initially developed and issued in 2021. Since then, the Law on Enterprises 2020 and the Law on Securities 2019 have undergone significant amendments and developments. Accordingly, a number of provisions in the current Internal Corporate Governance Regulations are no longer consistent with the applicable legal framework.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the revised Internal Corporate Governance Regulations of the Company.

Details of the draft Internal Corporate Governance Regulations are attached herewith.

Respectfully submit./.

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



Nguyễn Bích Lan

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT



**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE
VINAFREIGHT
JOINT STOCK COMPANY**

Year 2026

INDEX

CHAPTER 1 – GENERAL PROVISIONS	6
Article 1. Scope of Regulation and Applicable Subjects	6
Article 2. Explanation of terms and abbreviations	6
CHAPTER 2 – SHAREHOLDER MEETING	6
I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY VOTING AT THE MEETING	6
Section 1. Role, rights and obligations of the General Meeting of Shareholders	6
Section 2. Regulations on the procedures for convening and voting at the General Meeting of Shareholders	6
Article 3. Authority to convene the General Meeting of Shareholders	6
Article 4. Personnel of the General Meeting of Shareholders	77
2022	21 General Meeting of Shareholders

CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of application: This regulation is based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, which stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the Charter and other current applicable regulations.
2. Scope of application: This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties mentioned in this regulation.

Article 2. Explanation of terms and abbreviations

1. Non-executive members of the Board of Directors are member who are not General Directors, Deputy General Directors, Chief Accountant, or other officers as defined in the Charter of Company.
2. Independent members of the Board of Directors (hereinafter referred to as independent members) are members as stipulated in Clause 2, Article 15 of the Law on Enterprise.
3. Company means Vinafreight Joint Stock Company.
4. Board of Directors: refers to the Board of Management.
5. Self-nomination: means nominate yourself
6. SP: means Supervisory Board
7. VSD: means the Vietnam Securities Depository and Clearing Corporation.
8. Representative: means a shareholder or a representative (a person authorized by a shareholder).
9. The person in charge of Corporate Governance means the person whose responsibilities and authority are stipulated in Article 281 of Decree 155/2020/ND-CP.

CHAPTER 2 –MEETING OF SHAREHOLDERS

I. REGULATIONS FOR GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY VOTING AT THE MEETING

Section 1. Role, rights and obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprise No. 59/2020/QH14, the Securities Law No. 54/2019/QH14, and Articles 14 and 15 of the Charter.

Section 2. Regulations on the procedures for convening and voting at the General Meeting of Shareholders

Article 3. Authority to convene the General Meeting of Shareholders

1. **Authority to convene the Annual General Meeting of Shareholders:** The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. Unless otherwise stipulated in the Charter, the Board of Directors shall decide to postpone the meeting of the General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.
2. **Authority to convene an extraordinary General Meeting of Shareholders:**
 - a. The Board of Directors is required to convene a General Meeting of Shareholders within sixty

(60) days from the date the number of remaining members of the Board of Directors or Supervisors is as stipulated in point b, clause 3, Article 14 of the Charter or upon receiving the request stipulated in points c and d, clause 3, Article 14 of the Charter;

The Board of Directors have to notify the next General Meeting of Shareholders if an independent member of the Board of Directors no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors;

- b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4, Article 14 of the Charter, then within the next thirty (30) days, the Supervisory Board have to act on behalf the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Law on Enterprise;
- c. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4, Article 14 of the Charter, the shareholder or group of shareholders specified in point c, clause 3, Article 14 of the Charter have the right to request the representative of the Company to convene a General Meeting of Shareholders in accordance with 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 procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The procedure for organizing a General Meeting of Shareholders is regulated by Clause 5, Article 140 of the Law on Enterprise.

Article 4. Personnel for the General Meeting of Shareholders

1. Chairperson and Presiding Committee:

- a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson from among those attendees, with the candidate receiving the highest number of votes becoming the chairperson of meeting.
- b. Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairperson of the meeting, and the person with the highest number of votes shall be the chairperson of the meeting;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
 - Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;
 - Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress

of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

- e. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:
 - The meeting venue did not have enough comfortable seating for all attendees.
 - The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate, discuss, and vote;
 - Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.
- f. Other rights and obligations of the Chairperson are as stipulated by applicable law.
- g. The Presidium consists of two people, including one Chairman and one Member.
- h. Responsibilities of the Presiding Committee:
 - Conduct the activities of the General Meeting of Shareholders according to the agenda of the Board of Directors that has been approved by the General Meeting of Shareholders;
 - Instructing delegates and the Congress to discuss the items on the agenda;
 - Submit drafts and conclusions on necessary issues for the Congress to vote on;
 - Responding to the issues raised by the Congress;
 - Addressing issues that arise throughout the Congress.
 - The working principles of the Presidium: The Presidium operates on the principles of collective decision-making, democratic centralism, and majority rule.

2. Congress Secretary:

- a. The chairperson appoints one or more people to act as secretaries for the meeting;
- b. The duties of the Congress Secretary:
 - Record the contents of the Congress fully and accurately;
 - Receive registration forms for shareholders/representatives to speak;
 - Prepare meeting minutes and draft resolutions for the General Meeting of Shareholders;
 - Assist the Chairperson in announcing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with legal regulations and the Charter;
 - Other tasks as requested by the Chairperson.

3. Vote counting committee:

- a. The general meeting of shareholders elects one or more people to the vote counting committee upon the recommendation of the meeting Chairperson;
- b. The responsibilities of the vote counting committee:
 - Disseminate the principles, rules, and guidelines for the voting process.
 - Count and record the ballots, prepare a vote counting report, announce the results; and forward the report to the Chairperson for approval of the voting results.
 - Quickly inform the secretary of the voting results.
 - Review and report to the Congress any cases of violations of voting rules or complaints regarding voting results.

4. Committee for verifying the eligibility of shareholders/representatives:

- a. The chairperson appoints one or more individuals to serve on the Shareholder/Delegate eligibility verification Committee for the meeting. The Delegate eligibility verification Committee of meeting consists of a minimum of 3 members, including 1 Head and 2 members, along with other supporting members.
- b. The responsibilities of the Shareholder/Representative Audit Committee:
 - Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the attendance of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives representing more than 50% of the total voting shares, then the General Meeting of Shareholders of the Company can proceed.
 - Participate in counting votes on other matters before the Vote Counting Committee is established.

Article 5. Prepare a list of shareholders entitled to attend the meeting and announce the closing date for the list of shareholders entitled to attend the General Meeting of Shareholders.

1. The Company has to disclose information regarding the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The company carries out the procedures for compiling the shareholder list and related procedures in accordance with the Regulations on the Exercise of Rights of the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of convening the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders has to send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date, unless the Charter stipulate a longer period. The notice of meeting has to include the name, registered office address, and business registration number of the shareholder; the name and contact address of the shareholder; the time and place of the meeting; and other requirements for attendees.
2. The meeting notice shall be sent by a method that ensures it reaches the contact address of the shareholder and posted on the Company's website; if the Company deems it necessary, it may publish it in a central or local daily newspaper as stipulated in the Charter.
3. The meeting invitation must be accompanied by the following documents:
 - a. The meeting agenda, the documents to be used in the meeting, and the draft resolutions for each item on the agenda;
 - b. Voting ballot/election ballot.
4. If the Company has a website, delivery of meeting documents along with the meeting invitation notice as stipulated in Clause 3 of this Article may be replaced by posting them on the Company's website. In this case, the meeting invitation notice must clearly state where and how to download the documents.

Article 7. Program and agenda of the General Meeting of Shareholders

1. The General Meeting of Shareholders is convened in accordance with the circumstances stipulated in Article 3 of these Regulations.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate in voting/elections 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 in advance. Before sending the notice of invitation to the General Meeting of Shareholders, the Company must publish information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. The procedures shall be carried out in accordance with the provisions of Article 6 of these Regulations;

- b. Prepare the program and content for the congress;
 - c. Prepare documents for the conference;
 - d. Draft resolution of the General Meeting of Shareholders based on the agenda of the meeting;
 - e. Determine the time and location for holding the congress;
 - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g. Other tasks related to the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the contact addresses of shareholders, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:
- a. Meeting agenda, documents to be used in the meeting;
 - b. List and details of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
 - c. Voting/election ballot;
 - d. Draft resolutions for each item on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the proposed matter to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:
- a. The proposal was submitted in violation of the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of the Company's Charter;
 - c. The issue raised in this proposal falls outside the scope of authority of the General Meeting of

Shareholders.

- d. Other cases as prescribed by law and the Charters.
- 6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. Registering and authorizing to attend the General Meeting of Shareholders.

1. How to register to attend the General Meeting of Shareholders before the opening of meeting:

- a. The procedure for registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for Attending the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
- b. Shareholders can choose to register to attend the General Meeting of Shareholders in the manner specified in the notice, including:
 - Attend and vote/elect in person at the meeting;
 - Authorize another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article; (If more than one representative is appointed, the number of shares and the number of votes/casting ballots authorized for each representative must be specifically determined).
 - Participate and vote/election ballots through virtual conferences, electronic voting, or other electronic means;
 - Submit your ballot/election ballot to the meeting via mail, fax, or email;
 - Other forms of registration for attending the General Meeting of Shareholders are in accordance with the provisions of the law.
 - The Company has to make every effort to apply modern information technologies so that shareholders can best attend and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting or other electronic forms as prescribed in Article 144 of the Enterprise Law and the Charter.

2. Regulations regarding authorization to attend the congress:

- a. Shareholders, or their authorized representatives, exercise authorization in accordance with Article 16 of the Charter;
- b. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.
- c. Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).
- d. The voting/election ballot of an authorized representative attending the meeting within the scope

of their authorization remains valid in the event of any of the following circumstances, except in the following case:

- The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- The principal has revoked the designation of authorization;
- The grantor has revoked the authority of the grantee.
- This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

3. Instructions on how to register to attend the General Meeting of Shareholders and verify Delegate eligibility on the day of the Meeting occurrence.

Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

- a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.
- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently participate in and vote /elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted/elected items remains unchanged.

Article9. Conditions for convening a General Meeting of Shareholders

1. A general meeting of shareholders is held when the number of shareholders in attendance represents more than 50% of the total number of voting shares.
2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total number of voting shares.
3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

Article 10. Form of adopting resolutions at the General Meeting of Shareholders

The General Meeting of Shareholders adopts resolutions within its authority through voting at the meeting, obtaining opinions in writing, and other forms as prescribed by current applicable laws.

Article 11. The matters approved at the General Meeting of Shareholders.

1. Approval of the company's development strategy;
2. Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

3. Approval of the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations, and dismiss approved auditors when deemed necessary;
4. The company's annual business plan;
5. The annual financial statements have been audited;
6. The Board of Directors's report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
7. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
8. Self-assessment report on the performance of the Supervisory Board and its members;
9. Dividend rates per share for each class;
10. Number of members of the Board of Directors and the Supervisory Board;
11. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
12. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
13. Approval of the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations when deemed necessary;
14. Supplementing and amending the Company's Charter;
15. The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
16. Dividing, separating, merging, consolidating, or transforming the Company;
17. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
18. Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;
19. The decision is to repurchase more than 10% of the total shares sold of each class;
20. The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
21. Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
22. Approving, supplementing, and amending the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
23. Other matters as stipulated by law and the Company's Articles of Association.

Article 12. Voting on issues at the meeting

1. General principle:

- a. All matters and agenda of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.

- b. Voting cards, ballot, and election ballots are printed, stamped, and sent directly to delegates at the general meeting by the Company (along with the shareholder meeting attendance documents). Each delegate is issued a voting card, ballot, and election ballot. The voting card, ballot, and election ballot clearly state the delegate's code, full name, number of shares owned, and authorized voting authorization.

2. Regulations regarding the validity of ballots and voting papers:

- a. Voting ballot:
 - **Valid ballots** are those printed according to the template issued by the Organizing Committee, without any erasures, alterations, tears, or damage, and without any additional content beyond what is stipulated for this ballot. They must also be signed, with the full handwritten name of the participating delegate below the signature, and submitted to the Ballot Counting Committee before the ballot box is opened. On the ballot, the vote is valid when the delegate marks one (01) of the three (03) voting squares .
 - **Invalid ballot:** The content does not comply with the regulations of a valid ballot.
- b. Election Ballot
 - **A valid ballot** is a ballot that is printed according to the template provided by the organizing committee, without any erasures, alterations, or additions beyond what is required for the ballot; it must be signed and clearly state the full name of the attending delegate and submitted to the Ballot Counting Committee before the ballot box is opened.
 - **Invalid ballots:** The content does not comply with the regulations of a valid ballot; the total number of votes cast for the shareholder's or representative's candidates exceeds the total number of votes allowed; other regulations as stipulated in the Election Regulations.

Article 13. Voting method

1. General principle:

- The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic means.
- Delegates vote to approve, disapprove, or abstain from an issue put to a vote at the Congress by raising their Voting ballot or filling in their chosen options on the Voting Form.

2. Voting methods

- a. Voting by Voting ballot: When voting by raising the Voting Ballot, the front of the Voting Card must be raised towards the Presiding Committee. If a delegate does not raise the Voting Card in all three times of voting in Approve, Disapprove, or Abstain, it will be considered as a vote in favor of that issue. If a delegate raises the Voting Card more than once (01) when voting in Approve, Disapprove, or Abstain, it will be considered an invalid vote. According to the method of voting by raising the Voting Card, the Member of the Delegate Eligibility Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of votes for each shareholder in Approve, Disapprove, Abstain, and Invalid.
- b. Voting by ballot: When voting by filling out a ballot, for each item, delegates choose one of three options – “Agree,” “Disagree,” or “No opinion” – printed on the ballot by marking “X” or “ ☐ ” in their chosen box. After completing all items to be voted on at the Congress, delegates submit their ballots to the sealed ballot box at the meeting as instructed by the Ballot Counting Committee. The ballot must be signed and clearly state the full name of the delegate.
- c. Electronic voting is similar to the provisions in Article 31 of these Regulations.

Article 14. Election methods

- 1. General principles:** Strictly adhere to the law and the Charter;

2. Members of the vote counting committee are not allowed to be on the list of nominees or to self-nominate for the Board of Directors and the Supervisory Board.

3. Forms of voting in elections:

a. Elections will be conducted using the cumulative voting method.

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members to be elected;
- Attendees have the right to cast all of their votes for one or more candidates;
- In the event that additional candidates appear on the day of the congress, delegates may contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before placing it in the ballot box).
- In case of an incorrect selection, delegates should contact the Ballot Counting Committee to obtain a new ballot and must submit the old one.
- How to fill out the ballot: Each delegate will be given ballots. The specific instructions for filling out the ballot are as follows:
 - + If delegates choose to cast all their votes for one or more candidates, they should mark the "Clustered Vote" box for the corresponding candidates.
 - + If the number of votes is not equal for multiple candidates, delegates should clearly indicate the number of votes cast in the "Number of votes" box for each candidate.
 - + Other matters as stipulated in the election regulations.

Note: If a delegate checks both the "Cumulative Voting" box and enters the number in the "Number of Votes" box, the result will be based on the number of votes in the "Number of Votes" box.

- Principles of election:
 - + The elected candidates are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members are elected.
 - + In the event that two (02) or more candidates receive the same number of votes for the last member, a re-election will be held among the candidates with the same number of votes.
 - + If the results of the first round of elections do not yield the required number of members, elections will be held until the required number of members are elected.

b. Elections by voting method: To be conducted in accordance with the provisions of Point b, Clause 2, Article 13 of these Regulations.

c. Electronic voting is similar to the provisions in Article 31 of these Regulations.

Article 17. Annoucemeng if Vote counting

The vote counting process is carried out by aggregating the votes/voting slips indicating approval, disapproval, abstentions.

For sensitive issues and if requested by shareholders, the Company must appoint an independent organization to collect and count the votes.

Article 18. Conditions for the resolution to be passed

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Types of shares and the total number of shares of each type;
 - b. Changes in industry, occupation, and business sector;
 - c. Changes to the company's organizational and management structure;
 - d. An investment project 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 statement;
 - e. Reorganize or dissolve the company;
2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.
 3. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Articles of Association.

Article 17. Announcement of vote count results

The vote counting committee will review, compile, and report the results of the counting for each issue to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 18. Objection to decisions of the General Meeting of Shareholders

1. Shareholders who voted against a resolution regarding the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each class, the intended selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters stipulated in this clause.
2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles stipulated in the Charter within 90 days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least three valuation organizations for shareholders to choose from, and that choice shall be final.
3. Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of this Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - a. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of this Law and the Company's Charter, except as provided in Clause 2, Article 152 of this Law;
 - b. The resolution's content violates the law or the Company's Articles of Association.

Article 19. Prepare the minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:
 - a. Name, registered office address, business registration number;

- b. Time and location of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. The names of the chairperson and secretary;
 - e. Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
 - f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding voting shares;
 - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.
 - h. Summarize the number of votes for each candidate (if applicable);
 - i. The issues were approved and the corresponding percentage of votes were cast in favor;
 - j. The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.
2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes.
3. Minutes prepared in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese version shall prevail.

Article 20. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

Resolutions, minutes of the General Meeting of Shareholders, appendix listing registered shareholders, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

II. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS TO PASS RESOLUTIONS THROUGH WRITTEN CONSULTATION

Article 21. Circumstances of consulting shareholder opinions in writing.

The following matters may be approved through a written shareholder consultation:

- a. Amend and supplement the contents of the Charter;
- b. Company development strategy;
- c. Types of shares and the total number of shares of each type;
- d. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- e. Decisions to invest in or sell assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statements;

- f. Through annual financial reports;
- g. Reorganize or dissolve the company;
- h. Changes in industry, occupation, and business sector;
- i. Changes to the company's organizational and management structure;
- j. Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- k. Other matters as deemed necessary for the benefit of the Company.

Article 22. Circumstances of not being consulted shareholder opinions in writing.

The Board of Directors is not permitted to solicit shareholder opinions in writing when holding an annual general meeting of shareholders.

Article 23. The procedures for convening a General Meeting of Shareholders to adopt a Resolution through written consultation.

1. The company must disclose information regarding the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and method for sending the ballot and accompanying documents shall be in accordance with the provisions of Clause 3, Article 18 of the Charter.
3. Regulations regarding the Consultation Form:
 - a. The consultation form must include the following key information:
 - Name, registered office address, business registration number;
 - Purpose of consultation;
 - The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting/election ballots of the shareholder.
 - The issue requires consultation before a decision can be made.
 - The voting options include “agree” “disagree”, and “no opinion” for each issue being considered.
 - Election plan (if any);
 - The deadline for submitting the feedback form to the company has been set.
 - Full name and signature of the Chairman of the Board of Directors.
 - b. Shareholders may submit their completed consultation form to the Company by mail, fax, or email in accordance with the following regulations:
 - In the case of mailing, the form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Consultation form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

- In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;
 - Consultation form submitted to the Company after the deadline specified in the ballot, or that have been opened (in the case of mail submission) or disclosed (in the case of fax or email submission), are invalid. Unsubmitted ballots will be considered as non-voting ballots.
4. **Vote Counting and Preparation of Vote Counting Minutes:** The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following key contents:
- Name, registered office address, business registration number;
 - The purpose and issues requiring consultation before the resolution can be passed;
 - The number of shareholders with the total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting the votes/election ballots, along with an appendix listing the shareholders who participated in the voting/election;
 - The total number of votes in favor, against, and abstentions on each issue, and the total number of votes cast for each candidate (if any);
 - The issue was approved, and the voting percentage was in favor.
 - The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Minutes:

- a. The vote counting minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote counting. Alternatively, sending the vote count minutes and resolutions may be done by posting them on the Company's website within 24 hours of the completion of the vote counting.
 - b. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.
6. **Document retention:** Answered consultation form, vote counting minutes, adopted resolutions, and related documents accompanying the opinion consultation must all be retained at the Company's head office.
7. **Request for annulment of a Shareholders' General Meeting Resolution through written consultation:** Within 90 days from the date of receiving the resolution or minutes of the Shareholders' General Meeting or the minutes of the vote count results of the Shareholders' General Meeting, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the Shareholders's General Meeting resolution in the following cases:
- a. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the Charter, except as stipulated in Clause 3, Article 21 of the Charter.
 - b. The resolution's content violates the law or the Charter.

III. REGULATIONS FOR GENERAL MEETINGS OF SHAREHOLDER TO ADOPT

RESOLUTIONS THROUGH VIRTUAL MEETING

Article 24. Notice of convening the virtual General Meeting of Shareholders

Comply with the provisions of Article 6 of these Regulations.

Note: Voting ballots/election ballots do not need to be sent with the meeting invitation notice.

Article 25. Registering to attend the virtual General Meeting of Shareholders

The procedure for registering to attend the virtual General Meeting of Shareholders before the opening date is clearly stipulated in the Notice of the General Meeting of Shareholders, including:

1. Eligibility requirements:
 - Those whose names are on the shareholder list (LOS) are entitled to attend the General Meeting of Shareholders, as prepared in accordance with the notice of exercise of rights.
 - Authorized representatives must meet the eligibility requirements as stipulated by law and the Charter.
2. Technical requirements: Delegates need an electronic device with internet access (e.g., computer, tablet, mobile phone, other electronic device with internet connection...).
3. Method of recording attendance of delegates at the virtual General Meeting of Shareholders: Delegates are recorded as attending the virtual General Meeting of Shareholders by the electronic voting system when they access the system using the access information provided in accordance with Article 26 of these Regulations and have cast their electronic vote on any matters in the agenda of the virtual General Meeting of Shareholders.

Article 26. Provide login information and electronic vote.

1. Information regarding the access link to the electronic voting system, username, password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification as stipulated by the Board of Directors). Delegates are responsible for keeping their username, password, and other assigned identifying factors confidential to ensure that only delegates have the right to vote on the electronic voting system and are fully responsible for the information they have registered.
2. When delegates request a re-issue of their login information, the General Meeting Organizing Committee may notify them through the following methods: in person or via email/telephone. Providing login information via email or telephone will only be done based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository Center according to the Company's notification of exercising their rights.
3. Delegates use their login name, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the the virtual General Meeting of Shareholders.

Article 27. Authorization for a representative to attend the virtual General Meeting of Shareholders.

1. Shareholders may exercise their authorization in accordance with Clause 2, Article 8 of these Regulations.
2. Some regulations to note when performing online authorization: Shareholders must comply with providing complete information to perform online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for assigning login names, access passwords, and other identifying elements (if any) to the authorized party.

Validity of online authorization: authorization is only legally valid when the following conditions are met:

- When shareholders fill in all the information on the online authorization form and complete the online authorization process.
- The power of attorney is printed using an online authorization form and includes the full signatures, names, and seal (if it is an organization) of both the authorizing party and the authorized party.
- The company received the original Power of Attorney before the official opening of the general meeting.

Cancellation of online proxy authorization for shareholders: Shareholders must submit a formal written request to the Company to cancel their online proxy authorization before the official opening of the General Meeting. Please note that the effective date of the cancellation of the proxy authorization is calculated from the time the Company receives the formal written request to cancel the online proxy authorization.

The cancellation of the proxy will be invalid if the proxy has already cast a vote/election on any of the items in the online shareholders' general meeting agenda.

Article 28. Conditions for conducting

Comply with the provisions of Article 9 of these Regulations.

Article 29. Discussion at the virtual General Meeting of Shareholders

1. Principle:

- Discussions will only be conducted within the allotted time and will be limited to the issues presented in the agenda of the General Meeting of Shareholders;
- Only delegates are allowed to participate in the discussion;
- Delegates may register their discussion topics in the format specified in the congress's rules of procedure;
- The Secretariat will arrange the delegates' discussion topics in the order of registration and forward them to the Chairperson.

2. Responding to the delegates' questions:

- Based on the content of the delegates' discussions, the Chairperson or a member designated by the Chairperson will answer the delegates' questions.
- In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company at a later date.

Article 30. The method of adopting resolutions at the virtual General Meeting of Shareholders.

The General Meeting of Shareholders adopts resolutions within its authority through electronic voting.

Article 31. Virtual voting Procedures

1. Voting method:

- Delegates choose one of three voting options—Approve, Disapprove, or Abstain—for each issue put to a vote at the Congress, which are pre-set in the electronic voting system.
- Afterward, the delegates proceed to confirm their votes so that the electronic voting system can record the results.

2. How to vote in the election:

- Cumulative voting: Unless otherwise stipulated in the charter, the voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting (either evenly distributed or numbered ballots). Delegates cast their votes by marking the “Cumulative Voting” box or clearly writing the number of votes in the “Number of Votes” box for each candidate on the ballot installed in the electronic voting system. Delegates then confirm their vote so that the electronic voting system records the results.
- Voting by ballot (if applicable): This shall be conducted in accordance with the voting regulations specified in Clause a of this Article.

3. Other regulations when conducting electronic voting:

- If a delegate does not complete all the voting and election procedures as outlined in the Congress agenda, the remaining issues that were not voted on or elected will be considered as if the delegate did not cast a vote on those issues.
- In the event that issues arise outside the agenda of the congress, delegates may vote or hold supplementary elections. If delegates do not vote or participate in the elections on these issues, it will be considered that the delegates did not vote or participate in the elections on those issues.
- Delegates may change the results of votes and elections (but cannot cancel the results); this includes the results of supplementary votes and elections on issues arising outside the agenda of the Congress. The online system only records the vote count for the final voting results at the time the electronic voting ends for each vote counting round as stipulated in the Congress's working regulations.
- In the event that a delegate casts a ballot by writing a number: An invalid ballot is one that, according to the regulations in the Election Rules, is invalid.
- The time for electronic voting is specifically stipulated in the rules of procedure at the congress. Delegates can access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will not record any further electronic votes from delegates.

Article 32. Virtual vote counting procedure

When delegates cast their votes/elections, the number of votes cast and ballots is recorded in the system according to the principle of votes in favor, votes against, and abstentions.

Article 33. Announcement of vote counting results

Based on the vote counting minutes as stipulated in Article 32 of these Regulations, the Vote Counting Committee will verify, compile, and report the results of the vote counting for each issue according to the agenda of the congress to the Chairman. The results of the vote counting will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 34. Prepare minutes of the General Meeting of Shareholders

Comply with the provisions of Article 19 of these Regulations.

The venue specified in the minutes of the virtual General Meeting of Shareholders is the location where the Chairperson of the Meeting will be present to preside over the meeting. This location must be within the territory of Vietnam.

The procedure for adopting the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Rules of Procedure for the General Meeting of Shareholders.

Article 35. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

Comply with the provisions of Article 20 of these Regulations.

IV. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS THAT ADOPTING RESOLUTIONS THROUGH A COMBINED IN-PERSON AND VIRTUAL MEETINGS

Article 36. Notice of convening the General Meeting of Shareholders

Comply with the provisions of Article 6 of these Regulations.

Article 37. Registering to attend the General Meeting of Shareholders

In accordance with the provisions of Clause 1, Article 8 and Article 25 of these Regulations.

Article 38. Authorization of a representative to attend the General Meeting of Shareholders.

In accordance with the provisions of Clause 2, Article 8 and Article 27 of these Regulations.

Article 39. Conditions for conducting the General Meeting of Shareholders

Comply with the provisions of Article 9 of these Regulations.

Article 40. Form of adopting resolutions by the General Meeting of Shareholders

Comply with the provisions of Articles 10 and 30 of these Regulations.

Article 41. Voting Procedures

Comply with the provisions of Articles 13, 14, and 31 of these Regulations.

Article 42. Vote Counting Procedures

Comply with the provisions of Articles 15 and 32 of these Regulations.

Article 43. Announcement of vote count results

Comply with the provisions of Articles 17 and 33 of these Regulations.

Article 44. Prepare minutes of the General Meeting of Shareholders.

Comply with the provisions of Articles 19 and 34 of these Regulations.

Article 45. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

Comply with the provisions of Article 20 of these Regulations.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. General Provisions

Article 46. The role, rights, and responsibilities of the Board of Directors.

The Board of Directors must fully comply with the responsibilities and obligations stipulated in the Enterprise Law and the Charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. Responsible to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders in the Company;
3. Ensure that the Company's operations comply with all applicable laws, regulations, and internal rules of the Company;
4. Develop the Board of Directors' operating regulations for submission to the General Meeting of Shareholders for approval and publication on the Company's website in accordance with Circular 116/2020/TT-BTC dated December 31, 2020, guiding some provisions on corporate governance applicable to public companies under Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of some provisions of the Securities Law;
5. Monitoring and preventing conflicts of interest among members of the Board of Directors,

members of the Supervisory Board, the General Director, and other managers, including misuse of Company assets and abuse of related-party transactions;

6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
7. Appointing the person in charge of corporate governance;
8. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;
9. The Board of Directors' activity report is presented at the General Shareholders' Meeting in accordance with current legal regulations.
10. Other rights and obligations as stipulated in the Charter and internal governance regulations.

Article 47. Rights, obligations, and responsibilities of members of the Board of Directors

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the Company's Charter and internal governance regulations, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors have the obligations stipulated in the Charter and the following obligations:
 - a. Perform your duties honestly and diligently for the best interests of the shareholders and the Company;
 - b. Attend all Board of Directors meetings and provide input on the issues discussed;
 - c. Report promptly and fully to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d. Report to the Board of Directors at the most recent meeting on transactions between the Company, its subsidiaries, or companies in which the public company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and other companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.
 - e. The company must disclose information when conducting stock transactions in accordance with the law.
 - f. Independent members of the company's board of directors must prepare a report evaluating the performance of the board of directors.

Section 2 – Regulations on Nomination, Self-nomination, Election, Dismissal, and Removal of Board of Directors Members

Article 48. Number, term of office, and structure of members of the Board of Directors.

1. The Board of Directors has five members.
2. The term of office for a member of the Board of Directors shall not exceed 5 years and they 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 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

- a. The Board of Directors must ensure that at least two of its members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure a minimum of 2 independent members.

The rights, obligations, and methods of organization and coordination of activities of independent members of the Board of Directors will be specifically stipulated in the Regulations on Board of Directors' operation.

- b. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.
- c. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.
- d. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 49. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter.
2. The Chairman of the Board of Directors may not simultaneously hold the position of General Director of a public company.
3. A member of the Board of Directors of a public company may simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies.

Article 50. Nomination and Self-nomination for members of Board of Directors

1. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) or more candidates.
2. If the number of candidates for the Board of Directors, through nominations and candidacies, is still insufficient, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Board of Directors' operating regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, as stipulated by law.

Article 51. Method of electing board members

1. The election of Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Charter is reached. If two or more

candidates receive the same number of votes for the last member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the Charter.

2. If the number of candidates is less than or equal to the number of Board of Directors members to be elected, the election of Board members may be conducted using cumulative voting as described above or by a voting method (approve, disapprove, abstain). The percentage of votes cast by the voting method shall be determined according to Clause 2, Article 21 of the Charter.

Article 52. Cases of dismissal, removal, replacement, and appointment of Board of Directors members.

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
 - a. The company does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;
 - b. A resignation letter was submitted and accepted;
 - c. Other cases are stipulated in the Charter.
2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;
 - b. Other cases are stipulated in the Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
 - a. If the number of Board of Directors members is reduced by more than one-third (1/3) compared to the number stipulated in the Charter, 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 has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law;
 - c. Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

Article 53. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.

After the decision to elect, dismiss, or remove a member of the Board of Directors is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 54. How to nominate candidates for the Board of Directors

Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors that must be published includes:

- a. Full name, date of birth (day, month, year);
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including board positions in other companies);
- e. The benefits relate to the Company and its related parties;
- f. Other information (if any) as stipulated in the Charter.

The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

Article 55. Election, removal, and dismissal of the Chairman of the Board of Directors.

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors cannot also hold the position of CEO.
3. The Chairman of the Board of Directors has the following rights and responsibilities:
 - a. Develop the program and activity plan for the Board of Directors;
 - b. Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
 - c. Organize the adoption of resolutions and decisions by the Board of Directors;
 - d. Monitoring the implementation process of resolutions and decisions of the Board of Directors;
 - e. Chairman of the General Meeting of Shareholders;
 - f. Other rights and obligations as stipulated in the Enterprise Law and the Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal/removal notice.
5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

Section 3 – Remuneration, salaries and other benefits of Board members

Article 56. Remuneration, bonuses, and other benefits for 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 performance.

2. Board members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its 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, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Board members holding executive positions, or board members working in subcommittees of the Board, or performing duties outside the normal scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.
5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
6. Board members may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

Section 4 – Regulations on the procedures for organizing Board of Directors meetings

Article 57. Minimum quantity of meetings per month/quarter/year

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. The board of directors meets at least once every quarter and may hold extraordinary meetings.

Article 58. Cases requiring the convening of an extraordinary meeting of the Board of Directors.

1. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. A proposal may be made by the Supervisory Board or an independent member of the Board of Directors;
 - b. There is a recommendation from the General Director or at least 05 other managers;
 - c. There must be a proposal from at least two members of the Board of Directors;
 - d. Other cases (if any).
2. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 1 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to

replace the Chairman of the Board of Directors in convening the meeting.

Article 59. Notice of Board of Directors meeting and the right of Supervisory Board members to attend Board of Directors meetings.

1. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the Charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

2. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Supervisory Board in the same way as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

Article 60. Conditions for holding a Board of Directors meeting

A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days of the first scheduled meeting date. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

Article 61. Voting Procedures

1. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:
 - a. Attend and vote in person at the meeting;
 - b. Authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
 - c. Participate and vote via online conference, electronic voting, or other electronic means;
 - d. Submit your ballot to the meeting via mail, fax, or email;
 - e. Submit your ballot by other means as prescribed by current law.
2. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.
3. Voting :
 - a. Except as provided in point b of clause 3 of this Article, each member of the Board of Directors or authorized person as provided in clause 1 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;
 - b. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;
 - c. According to point d, clause 11, Article 30, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the

nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

- d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 6, Article 43 of these Charters shall be deemed to have a substantial interest in that contract;
 - e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.
4. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of their own interest, is responsible for disclosing this interest at the first Board meeting discussing the conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.
5. The Board of Directors has the right to solicit written opinions from its members to pass Board Resolutions when approving matters within the Board's authority as stipulated in Clause 2, Article 27 of the Company's Charter.

The authority and procedures for obtaining written opinions from members of the Board of Directors to approve resolutions and decisions of the Board of Directors shall be carried out in accordance with the provisions of Clause 8 of this Article.

6. Board meetings may be held in the form of online conferences among board members when all or some members are located in different places, provided that each participating member is able to:
- a. Listen to each of the other Board members who are participating in the meeting speak;
 - b. Speaking to all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be “present” at that meeting. The meeting location as prescribed by this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a meeting conducted in a formal online conference format take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members present at the meeting in the minutes.

7. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at 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 Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.
8. The authority and procedures for obtaining written opinions from Board of Directors members to approve resolutions and decisions of the Board of Directors shall be carried out in accordance with the following regulations:
- a) The Chairman of the Board of Directors decides whether to obtain written opinions from the members of the Board of Directors to pass resolutions and make decisions on matters within his/her authority.
 - b) The Chairman of the Board of Directors is responsible for organizing the preparation of documents, reports, and proposals on matters requiring the Board of Directors' opinion, draft resolutions and decisions of the Board of Directors, and opinion polls to be sent to the members

of the Board of Directors .

- c) The feedback form must include the following key information:
 - (i) Name, business registration number, and head office address.
 - (ii) The full name, contact address, nationality, and legal document number of each member of the Board of Directors.
 - (iii) Purpose of soliciting feedback.
 - (iv) The issue requires consultation before a resolution or decision can be passed by the Board of Directors.
 - (v) The voting options include “agree” “disagree” and “no opinion” for each issue being considered.
 - (vi) The deadline for submitting the feedback form to the company has been set.
 - (vii) Full name and signature of the Chairman of the Board of Directors.
- d) Members of the Board of Directors may send their completed consultation form to the Company by mail or email in accordance with the following regulations:
 - (i) In the case of mailing, the answered form must be signed by a member of the Board of Directors. The form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote are counted.
 - (ii) In the case of email submission, the form shall be sent to the Company at the email address specified on the form and must be kept confidential until the vote counting.
 - (iii) Consultation form submitted to the Company after the deadline specified in itself, or that have been opened (in the case of mail submission) or disclosed (in the case of email submission), are invalid. Unsubmitted ballots will be considered non-voting ballots.
- e) A form with complete content, signed by the members of the Board of Directors, and submitted to the Company within the prescribed time limit is considered valid. The Chairman of the Board of Directors shall organize the vote counting, prepare the Vote Counting Minutes, and notify the members of the vote counting results, resolutions, and decisions passed within seven (07) working days from the end of the deadline for members to submit their opinions to the Company. The Vote Counting Minutes shall have the same value as the minutes of the Board of Directors meeting and must include the following main contents:
 - (i) Name, business registration number, and head office address.
 - (ii) The purpose and issues requiring consultation for the adoption of resolutions and decisions by the Board of Directors.
 - (iii) The full name and legal document number of the Board of Directors member whose consultation form was returned validly; the full name and legal document number of the Board of Directors member whose consultation form was not returned by the Company or whose consultation form was returned but was invalid.
 - (iv) Issues are subject to consultation and voting; a summary of members’ opinions on each issue subject to consultation (if any) is provided.
 - (v) Total number of valid, invalid, and unreceived ballots; total number of valid ballots in favor, against, and abstentions for each voting issue.
 - (vi) Resolutions and decisions adopted, along with the corresponding voting percentages.
 - (vii) The full name and signature of the vote counter and the Chairman of the Board of Directors. The vote counter and the Chairman of the Board of Directors are jointly and severally liable for the completeness, accuracy, and truthfulness of the contents of the Vote Counting

Minutes.

- f) The completed ballots, vote counting records, resolutions, decisions passed, and related documents attached to the ballots must all be kept at the Company's head office.
- g) Resolutions and decisions of the Board of Directors adopted through written consultation are based on the unanimous agreement of a majority of the Board members with voting rights. These resolutions have the same effect and value as resolutions adopted at the meeting.

Article 62. Method of adopting resolutions of the Board of Directors.

Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

Article 63. Authorization of another person to attend a meeting by a member of the Board of Directors.

Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

Article 64. Prepare minutes of the Board of Directors meeting.

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:
 - a. Name, registered office address, business registration number;
 - b. Time and location of the meeting;
 - c. Purpose, agenda, and content of the meeting;
 - d. The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting, and the reasons for absence;
 - e. The issue was discussed and voted on at the meeting;
 - f. Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
 - g. The voting results clearly indicate which members approved, disapproved, and abstained.
 - h. The issue was approved, and the voting percentage was in favor.
 - i. The full name and signature of the presiding officer and the person recording the minutes, except as provided in Article 65 of these Regulations.
2. Minutes can be redacted in Vietnamese and foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign-language, the Vietnamese minutes shall prevail.
3. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

Article 65. In the event that the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting.

In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes and the minutes contain all the content as stipulated in points a, b, c, d, e, f, g, and h of Clause 1, Article 64 of these Regulations, then these minutes shall be valid. The minutes shall clearly state that the

chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, in accordance with the Enterprise Law, the Company Charter, and relevant legal regulations.

Article 66. Announcement of resolutions and decisions of the Board of Directors

After issuing the Board of Directors' Resolution/Decision, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with current procedures and regulations.

Section 5 - Subcommittees of the Board of Directors

Article 67. Subcommittees reporting to the Board of Directors

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in a subcommittee is determined by the Board of Directors and must be at least (02), including both members of the Board of Directors and external members. Independent Board members/non-executive members should constitute a majority in the subcommittee, and one of these members may be appointed as the Subcommittee Chairman by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Charter and Internal Regulations on Corporate Governance.
3. Regarding the establishment of internal audit subcommittees: The establishment and operation of internal audit subcommittees under the Board of Directors (if any) are specified in detail in Appendix I attached to these Regulations.
4. In case of establishing other subcommittees: The establishment and operation of other subcommittees under the Board of Directors (if any) are specified in detail in Appendices II, III, ... attached to this Regulation.

Section 6 - Selection, Appointment, and Dismissal of the Person in charge of Corporate Governance

Article 68. Standards for the Person in charge of Corporate Governance

The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

Article 69. Appointment of the Person in charge of Corporate Governance

The Board of directors must appoint at least one person in charge of corporate governance to support the company's governance activities. The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.

Article 70. Cases of dismissal of the Person in charge of Corporate Governance

1. The Board of Directors may dismiss/remove the Person in charge of Corporate governance when necessary, provided that this does not violate current labor laws and regulations.
2. The person in charge of company governance may be dismissed by a resolution of the General Meeting of Shareholders.

Article 71. Announcement of the appointment and dismissal of the Person in charge of Corporate Governance.

After the appointment or dismissal of the Person in charge of Corporate Governance, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 72. Rights and Responsibilities of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance has the following rights and responsibilities:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
- c. Providing advice on meeting procedures;
- d. Attend meetings;
- e. Providing advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. To serve as the point of contact with relevant stakeholders;
- i. Information security will be maintained in accordance with legal regulations and the Charter;
- j. Other rights and obligations as prescribed by law and these Regulation.

CHAPTER 4 – THE SUPERVISORY BOARD

Section 1. General Provisions

Article 73. The role, rights, and obligations of the Supervisory Board , and the responsibilities of its members.

- a. Members of the Supervisory Board have rights as stipulated in the Enterprise Law, relevant laws, and the Charter and the Supervisory Board's Operating Regulations, including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Supervisory Board.
- b. Members of the Supervisory Board are responsible for complying with the provisions of the law, the Charter, the Regulations on the operation of the Supervisory Board, and professional ethics in exercising their assigned rights and obligations.
- c. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law, the Charter, and the following rights and obligations:
 - a. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
 - b. Accountable to shareholders for their supervisory activities.
 - c. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.
 - d. Ensure coordinated operations with the Board of Directors, the CEO, and shareholders.
 - e. In the event of discovering any violations of the law or the Company's Charter by members of the

Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

- f. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall provide guidance on a model operating regulations for the Supervisory Board for public companies to refer to when developing their own operating regulations.
- g. Reporting to the General Meeting of Shareholders as stipulated in Article 290 of Decree 155/2020/ND-CP.

Section 2. Regulations on the term of office, number, composition, and structure of the Supervisory Board members.

Article 74. Number, term of office, composition, and structure of members of the Supervisory Board

- 1. The Company's Supervisory Board has 3 members.
- 2. The term of office for a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
- 3. Members of the Supervisory Board do not necessarily have to be shareholders of the Company.
- 4. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are governed by a majority vote. The rights and obligations of the Head of the Supervisory Board are stipulated in the Charter. More than half of the Supervisory Board members must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business operations, unless the Company's Charter specifies a higher standard.
- 5. If a Supervisor's term ends at the same time as a new Supervisor's term, the former Supervisor shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes office.

Article 75. Standards and conditions for members of the Supervisory Board

- 1. The Supervisor must meet the following standards and qualifications:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
 - b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise;
 - c. Not a family member of a member of the Board of Directors, the CEO, or other managers;
 - d. Not necessarily a company manager; not necessarily a shareholder or employee of the company;
 - e. Not someone working in the company's accounting or finance department;
 - f. Not a member or employee of the independent auditing firm that audited the Company's financial statements for the three consecutive years prior to the audit.
 - g. Other standards and conditions as prescribed by relevant laws and the Charter.
- 2. In addition to the standards and conditions stipulated in Clause 1 of this Article, the Company's Supervisor must meet all the conditions stipulated in Clause 2, Article 169 of the Enterprise Law.
- 3. The Head of the Supervisory Board must possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

Article 76. Nomination and self-nomination for members of the Supervisory Board

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of the Company Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) Supervisor; from 30% to less than 50% may nominate a maximum of two (02) Supervisors; from 50% or more may nominate three (03) candidates.
2. If the number of candidates for the Supervisory Board nominated through election and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize similar nominations in accordance with Clause 3, Article 50 of these Regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 77. Method of electing members of the Supervisory Board

1. The election of Supervisory Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Charter is reached. If two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations, the Supervisory Board's operating regulations, or the Charter.
2. If the number of candidates is less than or equal to the number of Supervisory Board members to be elected, the election of Supervisory Board members may be conducted by cumulative voting as described above or by a voting method (approve, disapprove, abstain). The percentage of votes cast by the voting method shall be determined according to Clause 2, Article 21 of the Charter.

Article 78. Cases of dismissal or removal of members of the Supervisory Board

1. The General Meeting of Shareholders may dismiss a member of the Supervisory Board in the following cases:
 - a. No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Article 169 of the Enterprise Law;
 - b. A resignation letter was submitted and accepted;
 - c. Other cases are as stipulated in the Company's Articles of Association.
2. The General Meeting of Shareholders may dismiss a member of the Supervisory Board in the following cases:
 - a. Failure to complete assigned tasks or duties;
 - b. Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
 - c. Repeated and serious violations of the duties of a member of the Supervisory Board as stipulated in the Enterprise Law and the Company's Charter;
 - d. Other cases as decided by the General Meeting of Shareholders.

Article 79. Announcement regarding the election, dismissal, and removal of members of the Supervisory Board.

After the decision to elect, dismiss, or remove the Auditor is made, the Company is responsible for

disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 80. Salaries and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;
3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER 5 - THE GENERAL DIRECTOR

Article 81. The role, responsibilities, rights, and obligations of the General Director.

1. The General Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
2. The General Director has the following rights and responsibilities:
 - a. To make decisions on matters related to the Company's day-to-day business beyond the authority of the Board of Directors;
 - b. To implement the resolutions and decisions of the Board of Directors;
 - c. To organize and implement the company's business plan and investment strategy;
 - d. Proposing a plan for the company's organizational structure and internal management regulations;
 - e. Appointing, dismissing, and removing management positions within the Company, except for those positions under the authority of the Board of Directors;
 - f. Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;
 - g. Recruitment of workers;
 - h. Proposing a plan for paying dividends or handling business losses;
 - i. Other rights and obligations as prescribed by law, the Charter, and resolutions and decisions of the Board of Directors.

Article 82. Term of office, qualifications and conditions for the General Director

The term of office for the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b. They must not be related to the business manager, the Supervisor, or the parent company; or to the representative of state capital or the capital representative in the company or parent company.
- c. Possesses professional qualifications and experience in business management within the

company.

Article 83. Nomination, Self-nomination for the position of General Director

The Board of Directors and its members have the right to nominate candidates for the position of General Director in accordance with the standards and conditions stipulated in Article 82 of these Regulations and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

Article 84. Appointing, dismissing, signing contracts with, and terminating contracts with the General Director.

The Board of Directors appoints one member of the Board of Directors or hires someone else to be the General Director.

The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting approve and appoint a new General Director to replace him.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of labor contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the Charter.

Article 85. Announcement of appointment, dismissal, contract signing, and contract termination for the General Director

After the decision to elect, dismiss, or remove the General Director is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 86. Salary and other benefits of the General Director

1. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.
2. Salaries of officers are included in the Company's business expenses in accordance with corporate income tax regulations, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6 – OTHER ACTIVITIES

Section 1 – Regulations on coordination of activities between the Board of Directors, the Supervisory Board, and the General Director

Article 87. Procedures for convening, notifying, and recording meeting minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director.

The procedures for convening, notifying, recording minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director shall be carried out in accordance with the procedures for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of these Regulations.

Article 88. Notification of the Supervisory Board of Resolutions/Decisions of the Board of Directors

Resolutions/Decisions and minutes of Board of Directors meetings, once issued, must be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.

Article 89. Announcing the Resolutions/Decisions of Board of Directors to the General Director

Resolutions/Decisions of the Board of Directors (with contents related to the responsibilities, powers, and obligations of the General Director) must be sent to the General Director at the same time and in the same manner as to other members of the Board of Directors, once issued.

Article 90. Cases where the Supervisory Board and the General Director request the convening

of a Board of Directors meeting, and matters requiring the Board of Directors' opinion.

1. Cases requiring a Board of Directors meeting:

- a. The Supervisory Board may request the convening of a Board of Directors meeting in the following cases:
 - Upon request from a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
 - When it is found that the right to access information and documents relating to the Company's operations of Supervisor is not fully exercised in accordance with applicable law and the Charter;
 - When discovering violations of the law or the Company Charter by members of the Board of Directors, the General Director, and other business executives, after having notified the Board of Directors in writing as stipulated in Clause 1, Article 38 of the Company Charter, those who committed the violations have not ceased the violations or taken measures to remedy the consequences.
- b. The CEO may request a meeting of the Board of Directors in the following cases:
 - When it is found that the General Director's rights as stipulated in Article 35 of the Charter are not being exercised;
 - When discovering violations of the law or the Charter by other business executives, after having notified the Board of Directors in writing that the violators have not ceased their violations or taken corrective measures.

2. Issues requiring the Board of Directors' approval:

- a. Proposing to the Board of Directors a plan for the company's organizational structure and internal management regulations;
- b. Propose measures to improve the company's operations and management;
- c. The General Director must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and officers.
- d. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.
- e. The Board of Directors is requested to provide its opinion on the audited financial statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted for approval by the Board of Directors.
- f. Proposing a plan for paying dividends or handling business losses;
- g. We request the Board of Directors' approval of the detailed business plan for the next fiscal year;
- h. Other matters may be considered in the best interests of the Company.

Article 91. The General Director's report to the Board of Directors on the performance of assigned duties and responsibilities.

1. Reports on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Periodically, on a quarterly and annual basis, reports assessing the financial situation and business

performance of the Company are submitted;

3. Report on improvements in organizational structure, policies, and management;
4. Annual report on the implementation of obligations to the environment, community, and workers;
5. Report on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
6. Prepare reports on other matters as requested by the Board of Directors.

Article 92. Review the implementation of resolutions and other delegated authority of the Board of Directors to the General Director.

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 81 of these Regulations, the Board of Directors will review the results of the implementation of resolutions and other delegated authority of the Board of Directors with the General Director.

Article 93. Issues that the General Director must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.

1. Issues that the General Director must report, provide information on, and how to communicate to the Board of Directors:
 - a. The contents are as per Article 90 of these regulations;
 - b. The General Director is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, with those entities themselves or with their related parties as stipulated by law.
 - c. Other matters requiring consultation or reporting to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.
2. In the specific case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Enterprise Law, and with a value less than 35% of the total asset value of the enterprise as recorded in the most recent financial statement, or another smaller percentage or value as stipulated in the Charter, the Company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Charter stipulates a different period; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.
3. Issues that the General Director must report, provide information on, and the method of notifying the Supervisory Board:
 - a. Reports from the General Director to the Board of Directors or other documents issued by the Company are sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.
 - b. The General Director and other business executives must provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company as requested by the Auditor or the Supervisory Board.
 - c. The method of notifying the Supervisory Board is the same as that for the Board of Directors.

Article 94. Coordinate control, management, and supervision activities among the members of the Board of Directors, the auditors, and the General Director according to the specific tasks

of the aforementioned members.

1. Coordination of activities between the Supervisory Board and the Board of Directors: The Supervisory Board plays a role in supervision, coordination, consultation, and providing complete, timely, and accurate information. Specifically, as follows:
 - a. Regularly inform the Board of Directors about operating results, and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - b. During Supervisory Board meetings, the Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification;
 - c. The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;
 - d. In case the Supervisory Board discovers violations of the law or violations of the Company Charter by members of the Board of Directors, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences ;
 - e. The Supervisory Board is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, with those entities themselves or with their related parties as stipulated by law;
 - f. For recommendations related to the Company's operational and financial situation, the Supervisory Board must send the written document along with related documents at least fifteen (15) days before the expected date of receiving the response;
 - g. Proposals to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

The Board of Directors facilitates the Supervisory Board in exercising its rights and fulfilling its obligations.
2. Coordination of activities between the Supervisory Board and the General Director: The Supervisory Board has the function of inspection and supervision.
 - a. During Supervisory Board meetings, the Supervisory Board has the right to request the General Director (while simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer questions requiring clarification on matters of concern to the Supervisors;
 - b. The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director. To provide further basis for assisting the General Director in managing the Company, depending on the scope and results of the inspection, the Supervisory Board must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. If there is no consensus, the Board may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders.

- c. The Supervisory has the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or where the records are stored;
- d. For information and documents on business management and operation, business performance reports, and financial reports, the Supervisory Board's request for information must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Supervisory Board is not allowed to use the Company's unauthorized information or disclose it to others to carry out related transactions.
- e. Recommendations from the Supervisory Board regarding measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities must be submitted to the General Director at least seven working days before the expected date of receiving a response.

The General Director facilitates the Supervisory Board in exercising its rights and fulfilling its obligations.

- 3. Coordination between the General Director and the Board of Directors: The General Director is responsible for managing the company's operations, ensuring continuous and efficient operation.
 - a. When there is a proposal for organizational structure and internal management regulations of the Company, the General Director shall send it to the Board of Directors as soon as possible but not less than seven (07) days before the date on which that content needs to be decided;
 - b. General Director must develop a plant for the Board of Directors' consideration to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards and disciplinary actions for employees and managers;
 - c. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in the Company's Articles of Association, the Company's regulations and applicable laws;
 - d. The General Director is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, with those entities themselves or with related parties of those entities as stipulated by law;
 - e. Other matters requiring consultation as stipulated in Clause 2, Article 97 of this Regulation must be sent to the Board of Directors at least five (05) working days before the expected date of receiving feedback.

Section 2 – Regulations on annual evaluation of reward and disciplinary activities for members of the Board of Directors, members of the Supervisory Board, the General Director and other business executives.

Article 95. Regulations on evaluating the performance of Members of the Board of Directors, Supervisors, General Director, and other officers.

- 1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board, the General Director, and other officers.
- 2. Performance evaluation criteria must strike a balance between the interests of officers and the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each given time. Non-financial indicators may include: stakeholder interests, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and responsibilities, established evaluation standards, and achieved results, the Board of Directors conducts a performance evaluation of its members.
4. The evaluation of the Supervisors' performance is conducted in accordance with the methods outlined in the organizational structure and operation of the Supervisory Board.
5. The performance evaluation of other executives is carried out according to internal regulations or may be based on self-assessments by those executives.

Article 96. Awards

1. The Board of Directors or the Compensation Subcommittee (if any) is responsible for developing the reward policy. Rewards are given based on performance evaluations as stipulated in Article 95 of these Regulations.
2. Forms of reward include: cash, stock (issuing shares under an employee stock option program), or other forms as developed by the Board of Directors or the Compensation and Benefits Subcommittee. The General Director must prepare a plan to submit to the Board of Directors for approval; in cases exceeding his authority, it will be submitted to the General Meeting of Shareholders for approval.
3. The reward system for members of the Board of Directors and supervisory board members will be decided by the General Meeting of Shareholders.
4. For business executives: the bonus funds are drawn from the Company's reward and welfare fund and other legitimate sources. The bonus amount is based on the actual annual business results; the General Director will propose it to the Board of Directors for approval, and if it exceeds the General Director's authority, it will be submitted to the General Meeting of Shareholders for approval.

Article 97. Discipline

1. The Board of Directors is responsible for determining disciplinary action based on the nature and severity of the violation. Disciplinary action must include the highest form of punishment, which is dismissal or removal from office.
2. Board members, supervisors, and business executives who fail to perform their duties as required with honesty, diligence, and care will be held personally liable for any damages caused by their actions.
3. Members of the Board of Directors, Supervisors, and business executives who, while performing their duties, violate legal regulations or company regulations will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Charter. In cases where damage is caused to the interests of the Company, shareholders, or other parties, compensation will be required in accordance with the law.

CHAPTER 7 - AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Article 98. Supplementing and amending the Corporate Governance Regulations.

1. Any additions or amendments to these Regulations must be considered and decided upon by the Company's General Meeting of Shareholders.
2. In the event that there are legal provisions relating to the Company's operations not addressed in these regulations, or in the event that new legal provisions differ from the provisions in these regulations, those legal provisions shall automatically apply and govern the Company's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 99. Effective date

1. This regulation comprises 8 Chapters, 99 Articles and Appendices, which were unanimously approved by the General Meeting of Shareholders of Vinafreight Joint Stock Company on April 17, 2026 , and the full text of this regulation was also accepted as effective.
2. This regulation is the sole and official regulation of the Company.
3. Copies or extracts of the Company's Governance Regulations must be signed by the Chairman of the Board of Directors.

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

Nguyen Bich Lan

APPENDIX I

INTERNAL AUDIT SUBCOMMITTEE UNDER THE BOARD OF DIRECTORS

Article 1. The roles, responsibilities, and authority of the subcommittees of the Board of Directors and each member within each subcommittee.

1. The role of the internal audit subcommittee:

Approving inspection, evaluation, and advisory activities, internal audit provides assurances of independence and objectivity, and makes recommendations on the following matters:

- The Company's internal control system has been established and is operating appropriately to prevent, detect, and address the Company's risks.
- The Company's governance and risk management processes ensure efficiency and high performance.
- The operational and strategic objectives, plans, and tasks that the Company has achieved.

2. Responsibilities of the internal audit subcommittee:

- Documents and information must be kept confidential in accordance with current laws and regulations and the Company's Internal Audit Regulations.
- Responsible to the Board of Directors for the results of internal audit work, including the assessments, conclusions, recommendations, and proposals in internal audit reports.
- Monitor, urge, and check the implementation results of recommendations following internal audits by the company's departments.
- Continuous training programs are organized to enhance and ensure the professional competence of internal auditors.

3. Authority of the internal audit subcommittee:

- Equipped with the necessary resources and provided with all the necessary information, documents, and records for internal audit activities in a timely manner, such as: the preparation, allocation, and assignment of budget estimates; accounting and budget settlement for budget-estimating companies; state budget estimates and state budget settlements for localities; financial statements, management reports, and strategies for enterprises; and other reports related to the organization and operation of the Company.
- Internal auditors have access to and can review all business processes and assets; they also have access to and can interview all officers and employees of the company regarding matters related to the audit content.
- Received documents, records, and meeting minutes from the Board of Directors and other functional departments related to the work of internal audit.
- Entitled to attend internal meetings as required by law or as stipulated in the Company's charter and internal regulations.
- Internal auditors are responsible for monitoring, evaluating, and tracking the corrective and improvement activities undertaken by company and department leaders regarding issues identified and recommended by internal audit.
- Protected against uncooperative actions from the audited department/company.
- Training is provided to enhance the capabilities of personnel in the internal audit department.
- They are authorized to proactively carry out their duties according to the approved audit plan.
- Other powers as prescribed by law and the Company's internal audit regulations.

4. Responsibilities and authority of an internal auditor:

a. Responsibility:

- Implement the approved audit plan;

- Identify information that is complete, reliable, relevant, and useful for achieving audit objectives;
 - Based on appropriate analyses and assessments, conclusions and audit findings are reached independently and objectively;
 - Record relevant information to support the conclusions and findings of the audit;
 - Responsible for the results of assigned audits;
 - Information security must be maintained in accordance with the law.
 - Continuously improve professional competence and uphold professional ethics;
 - Other responsibilities as prescribed by law and the unit's internal audit regulations.
- b. Power:
- During the audit process, auditors have the independent right to comment, evaluate, conclude, and make recommendations on the audited matters;
 - They have the right to request that the audited department/unit promptly and fully provide relevant documents and information related to the audit content;
 - Provide written comments on audit findings within the scope of your assigned duties;
 - Perform other duties as prescribed by law and the unit's internal audit regulations.

5. Responsibilities and authority of the internal auditor:

- a. Responsibility:
- Manage and supervise the internal audit department to perform its duties as prescribed;
 - Ensure that the personnel of the internal audit department receive regular training and possess sufficient qualifications and professional competence to perform their duties;
 - Implement measures to ensure the independence, objectivity, and integrity of internal audits;
 - Report to the entities specified in Clause 4, Article 12 of Decree 05/2019/ND-CP when discovering weaknesses or shortcomings in the internal control system;
 - Opinions are offered when consultations are requested from the head of internal auditing in state-owned enterprises and affiliated public service units;
 - Responsible for the results of audits conducted by the internal audit department;
 - Information security must be maintained in accordance with the law.
 - Other responsibilities as prescribed by law and the unit's internal audit regulations.
- b. Authorities:
- Propose to the entities specified in Clause 4, Article 12 of this Decree to issue regulations, procedures for internal auditing, and methods for internal auditing;
 - It is recommended to recruit personnel from other departments within the unit; it is recommended to hire experts, consultants, or auditing services to participate in internal audits when necessary, provided that the independence of the internal audit is ensured;
 - Attend meetings as required by the unit's internal regulations and legal provisions;
 - Exercise the authorities stipulated in points a, b, and c of Clause 2, Article 23 of Decree 05/2019/ND-CP ;
 - Exercise other rights prescribed by law and the Internal Audit Regulations.

Article 2. Nominating, electing, dismissing, and removing members of the internal audit subcommittee.

1. Term of office, number, qualifications, and structure of the internal audit subcommittee:

- a. The term of office of a member of the internal audit subcommittee is the same as the term of office of that member of the Board of Directors. The Company's internal audit subcommittee

consists of two members and is established by the Board of Directors/through the Audit Committee or an authorized subordinate agency/department (if any) by the Board of Directors.

- b. The criteria for members of the internal audit subcommittee, including the chairman:
- Applicants must possess a university degree or higher in a field relevant to the auditing requirements, and have sufficient and up-to-date knowledge in the areas assigned for internal auditing.
 - Applicants must have at least 5 years of work experience in their field of study, or at least 3 years of work experience at their current company, or at least 3 years of experience in auditing, accounting, or inspection.
 - Possess general knowledge and understanding of the law and the company's operations; capable of collecting, analyzing, evaluating, and synthesizing information; and possess knowledge and skills in internal auditing.
 - Not having been disciplined at the level of a warning or higher for violations in economic, financial, or accounting management, or not currently serving a disciplinary sentence.
 - The head of the internal audit subcommittee must be a member of the Board of Directors.
- c. The composition of the internal audit subcommittee must ensure the following:
- At least one member must be responsible for conducting internal audits.
 - At least one member must be responsible for the company's internal audit work.
 - If necessary, the Company may hire an independent auditing firm qualified to conduct internal audits in accordance with the law to provide internal audit services or establish a support team.
2. Procedures for electing, nominating, dismissing, and removing members of the internal audit subcommittee:
- Board members have the right to nominate candidates in accordance with the standards and conditions stipulated in Point b, Clause 1, Article 2 of this Appendix and submit them to the Board of Directors for consideration when the Board of Directors needs to find candidates. The Board of Directors will conduct a vote to elect members of the Internal Audit Committee in accordance with the procedures for organizing Board meetings as outlined in these regulations.
 - The Board of Directors may dismiss or remove members of the internal audit subcommittee when they no longer meet the standards stipulated in Point b, Clause 1, Article 2 of this Appendix.

Article 3. Activities of the internal audit subcommittee

The activities of the internal audit subcommittee are carried out in accordance with the Internal Audit Regulations and Procedures issued by the Company's Board of Directors.

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

Nguyen Bich Lan

**VINAFREIGHT
JOINT STOCK COMPANY**

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

No. CÔNG T/2026/NQ.ĐHĐCĐ-VNF

Ho Chi Minh City, April 17, 2026

RESOLUTION

OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VINAFREIGHT JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. .../2026/BB.ĐHĐCĐ-VNF dated April 17, 2026 of Vinafreight Joint Stock Company (the "Company"),

RESOLVED:

Article 1. Approval of the Report on the activities in 2025 and the operational plan for 2026 of the Board of Directors of Vinafreight Joint Stock Company.

A detailed report is attached.

Article 2. Approval of the Report on the activities in 2025 and the operational plan for 2026 of Mr. Vu Chinh, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.

A detailed report is attached.

Article 3. Approval of the Report on the activities in 2025 and the operational plan for 2026 of Mr. Nguyen Quang Trung, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.

A detailed report is attached.

Article 4. Approval of the Report on the activities in 2025 and the operational plan for 2026 of the Board of Supervisors of Vinafreight Joint Stock Company.

A detailed report is attached.

Article 5. Approval of the Separate Financial Statements and Consolidated Financial Statements for 2025 of Vinafreight Joint Stock Company.

1. Approval of the Separate Financial Statements and Consolidated Financial Statements audited by PwC (Vietnam) Company Limited.
2. The 2025 separate financial statements and consolidated financial statements of the Company have been audited by PwC (Vietnam) Limited and have been publicly disclosed by the Company, as well as uploaded on the Company's website at: <https://www.vinafreight.com/thong-tin-dau-tu/bao-cao-tai-chinh.html>.

Article 6. Approval of the consolidated business plan for 2026 of Vinafreight Joint Stock Company.

(Unit: VND million)

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
1	Charter Capital	317,159	317,159	317,159	100%	100%

No.	Item	2025 Plan	Actual 2025	2026 Plan	% of 2026 performance compared to	
					2025 Plan	Actual 2025
2	Total Net Revenue	1,553,052	1,675,156	1,010,932	65%	60%
2.1	Service Revenue	1,545,291	1,656,933	993,855	64%	60%
2.2	Financial Income	7,761	14,531	17,077	220%	118%
2.3	Other Income		3,692			
3	Profit Before Tax (PBT)	54,171	85,784	69,729	129%	81%
4	PBT / Total Revenue Ratio	3.5%	5.1%	6.9%	198%	135%
5	Profit After Tax (PAT)	43,337	68,311	53,509	123%	78%
6	Accumulated Retained Earnings	226,617	251,592	252,211	111%	100%
7	Total Number of Employees (headcount)	189	177	162	86%	92%
8	Total Payroll Expenses	33,658	33,452	32,120	95%	96%
9	Total Bonus and Welfare Expenses	7,885	7,284	7,002	89%	96%
10	Profit Distribution:					
10.1	Dividend (expected at 15%)	-	-	-	-	-
10.2	Incentive for the Board of Directors, Board of Supervisors, Board of Management, and key management personnel (5% of the excess profit over the 2026 business plan, if achieved).	-	-	-	-	-

Article 7. Approval of the authorization for the Board of Directors to evaluate and select the auditing firm for the 2026 financial statements of Vinafreight Joint Stock Company.

The Annual General Meeting of Shareholders authorizes the Board of Directors to select one of the auditing firms approved by the State Securities Commission of Vietnam based on the following criteria:

1. Criteria for the selection of the independent auditing firm:

- Legally operating in Vietnam.
- Included in the list approved by the SSC.
- Experience in auditing public companies.
- Strong audit reputation.
- Qualified and experienced audit team.
- Ability to meet scope and timeline requirements.
- Reasonable audit fees.

2. Proposed auditing firms:

- PwC (Vietnam) Company Limited.
- Ernst & Young Vietnam Company Limited.
- Deloitte Vietnam Company Limited.

- KPMG Vietnam Company Limited.

Article 8 Approval of the profit distribution for 2025 and the profit distribution plan for 2026 of Vinafreight Joint Stock Company.

1. Profit distribution plan for 2025:

No.	Items	Amount (VND)
1	Profit for 2025	
1.1	Profit before tax	85.784.395.128
1.2	Corporate income tax	(17.473.212.455)
1.3	Profit after tax	68.311.182.673
1.4	Accumulated undistributed profit after tax as at 01 January 2025	190.066.775.128
1.5	Accumulated undistributed profit after tax as at 31 December 2025	251.591.750.592
2	Profit distribution	
2.1	Cash dividend payment (ratio 15%)	47.573.820.000
3	Estimated remaining undistributed profit after tax	204.017.930.592

2. Profit distribution plan for 2026:

No.	Items	Amount (VND)
1	Expected Profit for 2026	
1.1	Profit before tax	69.729.252.305
1.2	Corporate income tax	(16.220.018.155)
1.3	Profit after tax	53.509.234.150
1.4	Accumulated undistributed profit after tax as at 01 January 2026	204.017.930.592
1.5	Accumulated undistributed profit after tax as at 31 December 2026	252.211.420.873
2	Profit distribution expected plan	
2.1	Dividends (ratio 15%)	-
2.2	Incentive for the Board of Directors, Board of Supervisors, Board of Management, and key management personnel (5% of the excess profit over the 2026 business plan, if achieved).	-

3. The Annual General Meeting of Shareholders in 2026 authorizes the Board of Directors of the Company to implement in detail and decide on all matters related to the execution of the above profit distribution plan for 2025 after it has been approved by the Annual General Meeting of Shareholders in 2026 and in accordance with applicable laws.

Article 9. Approval of the operating fund for the activities of the Board of Directors, Board of Supervisors, and the Secretary of the Board of Directors in 2026 of Vinafreight Joint Stock Company.

Approval of the total operating fund for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors for 2026 is **1.300.000.000 VND**.

Article 10. Approval of the acquisition of shares of Vinafreight Joint Stock Company without conducting a public tender offer.

1. Recipient of transfer: Transimex Corporation.

2. Transferor:

- Mr. Bùi Tuấn Ngọc.
 - Vina Investment Joint Stock Company.
 - Vietnam Cultural Services Joint Stock Company.
3. Method of transfer: Transaction via matching orders and/or agreement in accordance with legal regulations.
 4. Implementation time: After approval by the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
 5. Upon the approval of the recipient of the transfer and the related parties of the recipient as stipulated in points a, b, c, d, e, and g of Clause 46 of Article 4 of the Securities Law 2019, regarding the intention to purchase shares of Vinafreight Joint Stock Company leading to direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, 75% of the voting shares of Vinafreight Joint Stock Company, the recipient of the transfer and related parties are not required to carry out public tender procedures as prescribed by law.
 6. The General Meeting of Shareholders authorises the Board of Directors of Vinafreight Joint Stock Company to decide on matters related to the above transfer transaction to ensure the proper implementation of the following contents after approval by the 2026 Annual General Meeting of Shareholders.

Article 11. Approval of the amendment and supplementation of the Charter of Vinafreight Joint Stock Company.

The new Charter of Vinafreight Joint Stock Company is attached to this Resolution and takes effect from 17/04/2026.

Article 12. Approval of amendments and supplements to the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company.

The new Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company are attached to this Resolution and come into effect from 17/04/2026.

Article 13. Approval of amendments and supplements to the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company.

The new Internal Corporate Governance Regulations of Vinafreight Joint Stock Company are attached to this Resolution and take effect from 17/04/2026.

Article 14. Implementation provisions.

1. The Resolution of the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company has been approved by the 2026 Annual General Meeting of Shareholders and takes effect from the date of signing.
2. The Board of Directors and Executive Board of Vinafreight Joint Stock Company are responsible for implementing this Resolution.

Recipients:

- As per Article 14;
- SSC;
- HNX;
- Archive: Document for AGM.

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

CHAIRMAN OF THE MEETING

Nguyen Bich Lan

Chairman of the Board of Directors



2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS VINAFREIGHT JOINT STOCK COMPANY

Ho Chi Minh City, April 17, 2026

VOTING BALLOT

Code

Shareholder's Name:

Number of Shares Owned and/or Authorized (if any):

After reviewing the Reports and Proposals presented at the 2026 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company, I hereby cast my votes as follows:

No.	Agenda Items	Approve	Disapprove	No Opinion
1.	Approval of the Report on the activities for 2025 and the operational plan for 2026 of the Board of Directors of Vinafreight Joint Stock Company.			
2.	Approval of the Report on the activities for 2025 and the operational plan for 2026 of Mr. Vu Chinh, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.			
3.	Approval of the Report on the activities for 2025 and the operational plan for 2026 of Mr. Nguyen Quang Trung, Independent Member of the Board of Directors of Vinafreight Joint Stock Company.			
4.	Approval of the Report on the activities for 2025 and the operational plan for 2026 of the Board of Supervisors of Vinafreight Joint Stock Company.			
5.	Approval of the Separate Financial Statements and Consolidated Financial Statements for 2025 of Vinafreight Joint Stock Company.			
6.	Approval of the Proposal to the General Meeting of Shareholders on the consolidated business plan for 2026 of Vinafreight Joint Stock Company.			
7.	Approval of the Proposal to authorize the Board of Directors to evaluate and select the auditing firm for the 2026 financial statements of Vinafreight Joint Stock Company.			
8.	Approval of the Proposal on the profit distribution for 2025 and the profit distribution plan for 2026 of Vinafreight Joint Stock Company.			

Please refer to the reverse side

No.	Agenda Items	Approve	Disapprove	No Opinion
9.	Approval of the Proposal on the plan for allocating funds for the activities of the Board of Directors, the Board of Supervisors, and the Secretary of the Board of Directors for 2026 of Vinafreight Joint Stock Company.			
10.	Approval of the Proposal on approving the acquisition of shares of Vinafreight Joint Stock Company without conducting a public tender offer.			
11.	Approval of the Proposal on the amendment and supplementation of the Charter of Vinafreight Joint Stock Company.			
12.	Approval of the Proposal on the amendment and supplementation of the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company.			
13.	Approval of the Proposal on the amendment and supplementation of the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company.			

Shareholder / Authorized Representative

(Sign and full name)

Signature:

Full name:

Notes:

- Shareholders shall cast their vote by marking “x” or “✓” in one of the three boxes: “Approve”, “Disapprove”, “No opinion”.
- Any item for which no mark “x” or “✓” is made shall be deemed as the Shareholder voting “No Opinion” for such item.