

No.: 01/2026/NQ-CCR.ĐHĐCĐ

*Khanh Hoa, April 22, 2026*

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**OF CAM RANH PORT JOINT STOCK COMPANY**

**SHAREHOLDER MEETING**  
**CAM RANH PORT JOINT STOCK COMPANY**

*Based on the Enterprise Law No. 59/2020/QH14 and its implementing regulations in effect;*

*Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;*

*Based on the Charter of Cam Ranh Port Joint Stock Company, which was approved by the General Meeting of Shareholders on April 15, 2024;*

*Based on Minutes No. 01/2026/BB-CCR.ĐHĐCĐ, dated April 22, 2026, of the Annual General Meeting of Shareholders 2026 of Cam Ranh Port Joint Stock Company*

**RESOLUTION :**

**Article 1.** The 2026 Annual General Meeting of Shareholders of Cam Ranh Port Joint Stock Company unanimously approves the following specific contents:

1.1. Approved the Company's Board of Directors' activity report for 2025 and operational plan for 2026 (*attached report*).

1.2. Approved the Supervisory Board's activity report for 2025 and work plan for 2026 (*Report*) (*attached*).

1.3. Approved the Company's General Director's report on the business results for 2024 and the operational direction for 2026 (*Report*) (*attached*).

1.4. Approved the audited financial statements for 2025; business results for 2025; profit distribution plan, fund allocation and dividend payment for 2025 (*Separate and consolidated financial statements for 2025 have been published and posted on the company website: [www.camranhport.vn](http://www.camranhport.vn)*)

1.4.1. Based on the business results for 2025 with the following specific figures:

Target	Unit	Perform
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1. Cargo throughput at the port	Ton	4,220,097
2. Revenue and Income		
a. Revenue and income of the parent company	VND	254,008,140,846
b. Consolidated revenue and income	VND	261,188,395,975
3. Profit before tax		
3.1. Profit before tax of the parent company	VND	35,506,685,849
3.2. Consolidated Profit Before Tax	VND	36,390,210,641
4. Net profit after corporate income tax		
4.1. Net profit after corporate income tax of the parent company	VND	28,216,072,346
4.2. Consolidated Net Profit After Corporate Income Tax	VND	28,840,506,381

1.4.2. Based on the investment completion results of 2025 , the specific figures are as follows:

No.	Target	Asset value increase as of December 31, 2025 (billion VND)
<b>I</b>	<b>Investment in infrastructure development</b>	<b>8,525</b>
	Project to renovate and upgrade berth No. 1 to 50,000 DWT to reduce cargo load.	4,460
	Beach No. 7-KB(II)	4,065
<b>II</b>	<b>Investing in the purchase of machinery and equipment.</b>	<b>1,453</b>
1	Vehicle control systems and applications	0.464
2	Equipment for measuring and monitoring approach speed and approach angle.	0.341
4	Wheel loader with integrated environmental cleaning function: Model T936	0.389
6	Ben multi-purpose BN4	0.219
7	Asus Genbook S14 laptop	0.040
	<b>Total</b>	<b>9,978</b>

1.4.3. Approved profit distribution, corporate fund allocation, and dividend levels for 2025: *(Separate financial statements for 2024)*

Unit: Million VND

Content	Proposal for 2025
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	Percentage (%)	Amount (VND)
1. Realized profit		35,506,685,849
2. Corporate income tax payable		7,290,613,503
3. Profit after tax (3 = 1 - 2)		28,216,072,346
4. Establishing a business fund (4 = 4.1 + 4.2 + 4.3 + 4.4)		11,122,776,000
4.1. Development Investment Fund	15%	4,232,411,000
4.2. Reward Fund	11.0%	3,103,768,000
4.3. Welfare Fund	11.87%	3,349,248,000
4.4. Board of Management Bonus Fund	1.55%	437,349,000
5. Remaining profit this year for dividend distribution (5 = 3 - 4)		17,093,296,346
6. Remaining dividends from the previous year that have not yet been distributed.		24,464,265
7. Total accumulated dividends up to the end of this year (7 = 5 + 6)		17,117,760,611
8. Dividend-paying stock (8 = 8.1 - 8.2)		244,536,170,000
8.1. Charter capital		245,018,170,000
8.2. Excluding treasury stock (not distributed as dividends)		(482,000,000)
9. Expected dividend payout for this year.	7.00%	17,117,532,000

\* Charter capital: VND 245,018,170,000; Excluding treasury shares (not distributed as dividends): VND 482,000,000; Dividend-paying shares: VND 244,536,170,000.

Actual dividend distributed: VND 244,536,170,000 x 7 % = VND 17,117,532,000 VND

- payment method for 2025: in cash.

- Dividend payment schedule: Dividend payments will be made in accordance with the regulations of the law on securities and the securities market.

1.5. Approved the 2026 Business Plan of Cam Ranh Port Joint Stock Company (attached).

Target	Unit	KH 2026
<b>I. Consolidation</b>		
1. Output	Ton	4,748,000
2. Revenue	Mil. VND	295,800
3. Profit before tax	Mil. VND	37,200
<b>II. Parent company</b>		
1. Revenue	Mil. VND	285,800
2. Profit before tax	Mil. VND	36,000



3. Dividends paid	%	7.5%
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*(Attached: Business Production Plan for 2026)*

1.6. Approval of the Development Orientation for the period 2026–2030 of Cam Ranh Port Joint Stock Company

#### 1.6.1 Targets by 2030

The target is to develop Cam Ranh Port into a stable and sustainable hub, enhance its operational capacity, expand logistics services, and gradually affirm its role as an important trade hub in the region.

#### 1.6.2 Key production and business targets by 2030:

No.	Indicator	Unit	2030 Target	Average Growth/year
1	Productivity	Tons	6,800,000	Target: 11%/year
2	Revenue	Billion VND	458	Target: 12%/year
3	Profit	Billion VND	64	Target: 12%/year

Gradually develop Cam Ranh Port into a logistics hub for the SouthCentral Coast region, providing integrated port operation, logistics, and maritime services, contributing to the socio-economic development of Khanh Hoa province and the surrounding area.

- Logistics targets: Complete investment in one specialized warehouse of 4,000 m<sup>2</sup> to serve logistics; Logistics revenue accounts for 12% or more of total revenue.

#### 1.6.3 Infrastructure Investment and Development

##### a. Key projects:

- Project No. 2: Striving to complete the transfer of the Investment Registration Certificate for Project No. 2 from Vietnam Maritime Corporation to Cam Ranh Port Joint Stock Company to proactively continue investment, completion, and effective operation of the project.

- Upgrading the berths: Complete Phase 2 of Berth No. 2 Project before 2030, ensuring the capacity to receive fully loaded 50,000 DWT vessels and partially loaded 70,000 DWT vessels; gradually study investment in Berth No. 3, striving for completion before 2035.

- Warehouses and waterways: Promote and work with relevant agencies to implement dredging of the Ba Ngòi waterway to meet the design standard of -12m; invest in expanding 10.3 hectares of the No. 2 Wharf Project; concrete approximately 150,000 m<sup>2</sup> of cargo yard, and develop a specialized warehouse system to serve logistics.

- Equipment: Invest in a comprehensive range of modern loading and unloading equipment, especially mobile cranes with a lifting capacity of 180–250 tons, to meet the demands of handling oversized and overweight cargo and improve ship turnaround efficiency.

b. Estimated total investment: **500 billion VND** (*Five hundred billion Vietnamese Dong*)



c. Develop and implement a plan for raising capital through various channels: commercial loans, increasing charter capital, joint ventures and partnerships.

*(Attached: Appendix of Objectives and Tasks for the period 2026-2030)*

1.7. Reviewing the results of salary and remuneration payments for the Board of Directors and Supervisory Board in 2025, and approving the salary and remuneration levels for the Board of Directors and Supervisory Board in 2026.

1.7.1. Fund for salaries and remuneration of the Board of Directors and Supervisory Board in 2025

- The salary fund for the full-time Chairman of the Board of Directors in 2025 is VND **513,216,000** *(Five hundred thirteen million two hundred sixteen thousand VND)*.

- The remuneration fund paid to the Chairman of the Board of Directors, Board Members, and Supervisory Board in 2025 was VND **561,888,000** *(Five hundred sixty-one million eight hundred eighty-eight thousand VND)*.

In there:

The total remuneration paid to the Board of Directors members was VND **366,048,000** *(Three hundred sixty-six million forty-eight thousand VND)*.

The total remuneration paid to the members of the Supervisory Board is VND **195,840,000** *(One hundred ninety-five million eight hundred forty thousand VND)*.

1.7.2 Planned remuneration for non-executive Board of Directors and Supervisory Board members in 2026:

No.	Job title	Remuneration
01	Chairman of the Board of Director	20,000,000 VND/person/month
02	Independent Board of Director Member	10,000,000 VND/person/month
03	Head of the Supervisory Board	10,000,000 VND/person/month
04	Member of the Supervisory Board	7,000,000 VND/person/month

1.8. Authorize the Company's Board of Directors to decide on the selection of an auditing firm to review the Company's semi-annual financial statements and audit the Company's 2026 annual financial statements. The selected auditing firm must be an auditing firm approved to conduct audits for public interest entities in 2026, as stipulated in Decision 2324/QĐ-BTC dated November 14, 2022, of the Ministry of Finance, and must meet the following specific requirements:

a. Criteria for selecting an auditing firm

- As a reputable and trusted independent auditing firm, we are relied upon by many public companies and have a team of highly qualified and experienced auditors.

- As a legally operating entity in Vietnam, it is included in the list of qualified auditing firms published annually by the Ministry of Finance.

- The audit fee is reasonable and commensurate with the content, quality, and timeline of the Company's audit. A leading audit firm from the list of qualified audit



firms published annually by the Ministry of Finance will be selected to conduct the audit and review of the Company's 2026 financial statements.

b. List of recommended auditing firms

Based on the selection criteria mentioned above, the Supervisory Board of Cam Ranh Port Joint Stock Company proposes that the General Meeting of Shareholders consider and approve the list of 03 independent auditing firms that fully meet the following conditions:

- AASC Auditing Firm Co., Ltd.
- A&C Auditing and Consulting Company Limited
- UHY Auditing and Consulting Company Limited;
- Deloitte Vietnam Audit Company Limited.

1.8. Approval of the Charter of Cam Ranh Port Joint Stock Company (9th amendment and supplement) ( *attached* ) .

1.9. Approval of the Internal Regulations on Corporate Governance of Cam Ranh Port Joint Stock Company ( *attached* ) .

1.10. Approval of the Operating Regulations of the Board of Directors of Cam Ranh Port Joint Stock Company ( *attached* ) .

1.11. Approval of the proposal to dismiss a member of the Supervisory Board for the 2025-2030 term ( *attached* ).

1.12. The results of the election of the Supervisory Board members for the 2025-2030 term are hereby announced ( *attached* ).

**Article 2.** The Board of Directors is hereby authorized to organize and implement this Resolution within its authority and in accordance with relevant current regulations, based on the objectives, tasks, and plans approved by the General Meeting of Shareholders.

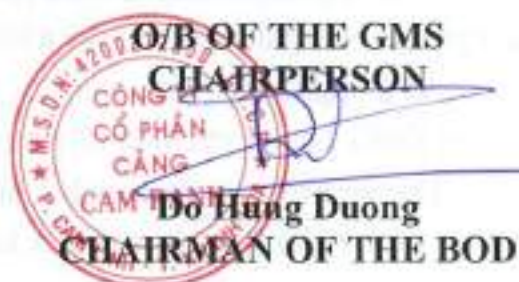
**Article 3.** Enforcement Clause

This resolution was unanimously approved in full by the 2026 Annual General Meeting of Shareholders of Cam Ranh Port Joint Stock Company with a 100% approval rate of the total voting rights at the meeting and takes effect from ... /... /2026.

The following individuals and entities are responsible for implementing this Resolution: Members of the Board of Directors, the Supervisory Board, the General Director of the Company, and all relevant units and individuals.

**Recipients:**

- Company shareholders,
- Members of the BOD; BOS,
- Board of Management;
- Archived: Documents, C.G Officer.





# 1. PRODUCTION AND BUSINESS PLAN FOR 2026 (PARENT COMPANY)

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>I. GOODS TRANSPORTATION VOLUME</b>	Ton	<b>2,650,000</b>	<b>4,220,098</b>	<b>4,748,000</b>	159%	113%
<b>1. Production by item</b>						
1.1. Containerized cargo volume	Teu	300	510	500	170%	98%
1.2. Non-containerized cargo volume	Ton	2,650,000	4,220,098	4,748,000	159%	113%
Export	Ton	1,065,000	960.81	1,000,000	90%	104%
Import	Ton	40,000	29,468	25,000	74%	85%
Inland	Ton	1,545,000	3,229,818	3,723,000	209%	115%
<b>2. Passengers passing through</b>	Passenger					
<b>3. Number of ships entering the port</b>	Ship		1,062			
<b>II. TOTAL REVENUE (3+6+8)</b>	Mil.VND	<b>189,000</b>	<b>254,008</b>	<b>285,000</b>	134%	113%
1. Revenue from sales and services	Mil.VND	187,600	251,123	289,881	134%	115%
2. Deductions	Mil.VND	0	0	-6.181		
3. Net revenue from providing services (1-2)	Mil.VND	187,600	251,123	283,700	134%	113%

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>III. TOTAL COST (4+7+9)</b>	Mil.VND	<b>166,500</b>	<b>218,501</b>	<b>249,800</b>	131%	114%
<b>4. Operating costs of production and business (4.1 + 4.2 + 4.3)</b>	Mil.VND	164,800	214,057	248,689	130%	116%
4.1 Cost of Goods Sold	Mil.VND	140,155	174,539	216,450	125%	124%
4.2 Business Management Costs	Mil.VND	24,245	39,237	31,919	162%	81%
4.3 Selling expenses	Mil.VND	400	281	320	70%	114%
<b>5. Profit from mining (3-4)</b>	Mil.VND	22,800	37,066	35,011	163%	94%
<b>6. Financial operating revenue</b>	Mil.VND	1,200	2,847	1,900	237%	67%
<b>7. Financial operating expenses</b>	Mil.VND	1,050	648	798	62%	123%
<b>8. Other revenue</b>	Mil.VND	200	38	200	19%	526%
<b>9. Other expenses</b>	Mil.VND	650	3,796	313	584%	8%
<b>IV. EBITDA</b>	Mil.VND	<b>45,110</b>	<b>57,244</b>	<b>60,418</b>	127%	106%
<b>V. PROFIT BEFORE TAX (II-III)</b>	Mil.VND	<b>22,500</b>	<b>35,507</b>	<b>36,000</b>	158%	101%
<b>VI. PROFIT AFTER TAX</b>	Mil.VND	<b>16,300</b>	<b>28,216</b>	<b>25,454</b>	173%	90%
<b>VII. BUDGET PAYMENT</b>	Mil.VND	<b>15,000</b>	<b>29,001</b>	<b>30,900</b>	193%	107%



Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>10. LABOR AND PAYROLL INDICATORS</b>						
10.1 Average number of employees	Labor	173	170	176,82	98%	104%
10.2 Total payroll and remuneration fund (including payroll fund, remuneration fund, and provisions)	Mil.VND	36.713	60.062	60.508	164%	101%
10.3 Average income per employee (including salary and other direct income received by employees)	Mil.VND/Labor/month	18,41	27,17	29,38	148%	108%
<b>VIII. OTHER INDICATORS</b>						
11. Average productivity of container handling/crane/hour	Moves/crane/h					
12. Average cargo handling productivity per container/ship/hour	Moves/ship/h					
13. Average handling productivity for bulk and general cargo.	Tons / day	7,361	11,722	11,833	159%	101%

## 2. PRODUCTION AND BUSINESS PLAN FOR 2026 (CONSOLIDATED)

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>I. GOODS TRANSPORTATION VOLUME</b>	Ton	2,650,000	4,220,098	4,748,000	159%	113%
<b>1. Production by item</b>						
1.1. Containerized cargo volume	Teu	300	510	500	170%	98%
1.2. Non-containerized cargo volume	Ton	2,650,000	4,220,098	4,748,000	159%	113%
Export	Ton	1,065,000	960,812	1,000,000	90%	104%
Import	Ton	40,000	29,468	25,000	74%	85%
Inland	Ton	1,545,000	3,229,818	3,723,000	209%	115%
<b>2. Passengers passing through</b>	passenger					
<b>3. Number of ships entering the port</b>	Ship		1,062			
<b>II. TOTAL REVENUE (3+6+8)</b>	Mil.VND	198,000	270,255	295,800	136%	109%
1. Revenue from sales and services	Mil.VND	196,550	267,279	299,831	136%	112%
2. Deductions	Mil.VND	0	0	-6.181		
3. Net revenue from providing services (1-2)	Mil.VND	196,550	267,279	293,650	136%	110%
<b>III. TOTAL COST (4+7+9)</b>	Mil.VND	174,500	233,511	258,600	134%	111%



Target	Unit	Plan for 2025	Actual in year 205	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>4. Operating costs of production and business (4.1 + 4.2 + 4.3)</b>	Mil.VND	172,600	229,066	257,490	133%	112%
4.1 Cost of Goods Sold	Mil.VND	146,953	187,269	222,701	127%	119%
4.2 Business Management Costs	Mil.VND	25,247	41,516	34,469	164%	83%
4.3 Selling expenses	Mil.VND	400	281	320	70%	114%
<b>5. Profit from mining (3-4)</b>	Mil.VND	23,950	38,213	36,160	160%	95%
<b>6. Financial operating revenue</b>	Mil.VND	1250	2,938	1,950	235%	66%
<b>7. Financial operating expenses</b>	Mil.VND	1250	648	798	52%	123%
<b>8. Other revenue</b>	Mil.VND	200	38	200	19%	526%
<b>9. Other expenses</b>	Mil.VND	650	3,797	313	584%	8%
<b>IV. EBITDA</b>	Mil.VND	46,800	59,355	62,768	127%	106%
<b>V. PROFIT BEFORE TAX (II-III)</b>	Mil.VND	23,500	36,744	37,200	156%	101%
<b>VI. PROFIT AFTER TAX</b>	Mil.VND	18,300	29,195	26,454	160%	91%
<b>VII. BUDGET PAYMENT</b>	Mil.VND					
<b>10. LABOR AND PAYROLL INDICATORS</b>						
10.1 Average number of employees	Labor	196	193	205,82	98%	107%

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
10.2 Total payroll and remuneration fund (including payroll fund, remuneration fund, and provisions)	Mil.VND	39,940	64,114	65,550	161%	102%
10.3 Average income per employee (including salary and other direct income received by employees)	Mil.VND/Labor/month	17,63	25,68	27,28	146%	106%
<b>VIII. OTHER INDICATORS</b>						
11. Average productivity of container handling/crane/hour	Moves/crane/h					
12. Average cargo handling productivity per container/ship/hour	Moves/ship/h					
13. Average handling productivity for bulk and general cargo.	Tons / day	7,361	11,722	11,833	136%	109%



### 3. OBJECTIVES AND TASKS FOR THE PERIOD 2026-2030

No.	Target	Mission	Result	Completion deadline
1	Achieve production, business, and logistics targets by 2030.	Maintain and expand product sources; develop strategic customers.	Production reached 6.8 million tons; stable growth.	2026–2030
		Developing integrated logistics services	Logistics $\geq 12\%$ of revenue	
		Establishing supply chain linkages with businesses within and outside the VIMC ecosystem.	Establishing a stable service chain	
2	Enhance exploitation capacity	Investment in Berth No. 2, Phase 2	Increase ship receiving capacity	2026–2028
		Investing in a 4,000m <sup>2</sup> specialized warehouse.	Enhancing supply chain service capacity	2028 - 2030
		Invest in handling equipment.	Increase mining capacity	2026–2028
		Optimizing port and dock operations, improving processes.	Increase berth turnover rate, reduce ship waiting time.	Annual
3	Ensuring funding for development investment during the 2026–2030 period.	Develop and implement a plan to raise capital (~500 billion VND) through the following channels: commercial loans, increasing charter capital, joint	Ensure sufficient funding for investment projects; maintain financial security.	2026 - 2030

		ventures and partnerships.		
4	Digital transformation	Deploy STOS, ePort, Sparking, FAST	Automation, reduction of manual labor	2026–2027
		Digitizing the mining process and customer relationships.	Faster processing, greater data transparency.	2026–2028
		BI, Dashboard, AI applications	Real-time reporting, decision support.	2027–2030
5	Human resource development	Develop a training and development plan for human resources.	Improving the quality of human resources.	Annual
		Attracting and retaining high-quality talent.	Stabilize the team, reduce turnover.	2026–2030
		Develop a mechanism for incentivizing and evaluating KPIs.	Improve labor productivity	2026–2027
6	Developing green ports	Environmental control, emission reduction.	Meets environmental standards	2026–2030
		Use energy efficiently and effectively.	Reduce energy costs	Annual
		A step-by-step transition to environmentally friendly equipment.	Enhancing the image of green ports.	2026–2030
7		Strengthen port security controls.	Ensuring absolute safety.	Annual



	Ensuring security and safety	Applications of cameras and surveillance technology.	Comprehensive control	2026–2027
		Workplace safety and fire prevention training	Reduce incidents and accidents.	Annual

**CAM RANH PORT  
JOINT STOCK COMPANY**

Số: 01/BB-CCR.DHĐCĐ

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

*Khanh Hoa, April 22, 2026*

**MINUTES OF MEETING**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**OF CAM RANH PORT JOINT STOCK COMPANY**

**CAM RANH PORT JOINT STOCK COMPANY**

Address: 29 Nguyen Trong Ky, Cam Linh Ward, Khanh Hoa Province

Enterprise Registration Certificate No. 4200272350 issued by the Department of Planning and Investment of Khanh Hoa Province for the first time on April 1, 2009; 7th amendment on August 3, 2025.

Today, at 08:00 AM on April 22, 2026, at the Hall of Cam Ranh Port Joint Stock Company, the Annual General Meeting of Shareholders 2026 of Cam Ranh Port Joint Stock Company (hereinafter referred to as the "Meeting") was convened with the following proceedings:

**I. ATTENDANCE**

**1. Board of Directors:**

- Mr. Do Hung Duong – Chairman of the Board of Directors
- Mr. Nguyen Van Thang – Member of the Board of Directors, General Director
- Ms. Nguyen Thi Yen – Member of the Board of Directors
- Mr. Nguyen Van Tai – Member of the Board of Directors
- Mr. Luu Van Dung – Independent Member of the Board of Directors

**2. Supervisory Board:**

- Mr. Hoang Viet – Head of the Supervisory Board
- Ms. Bui Thi Ngoc Luong – Member
- Ms. Tran Thi Thanh Thuy – Member

**3. Management Board:**

- Mr. Trinh Thanh Tung – Deputy General Director

**4. Attendees:**

Shareholders and authorized representatives of shareholders who completed registration procedures in accordance with the Company's Charter.

**II. OPENING PROCEDURES**

**1. Flag salute, declaration of reasons, introduction of delegates**

- The Meeting conducted the flag salute ceremony.



- Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, declared the reasons and introduced attendees.

## **2. Report on Verification of Shareholders' Eligibility**

The Meeting heard Mr. Nguyen Trong Thanh, on behalf of the Shareholder Eligibility Verification Committee, present the report on the verification of shareholders attending the Meeting as follows:

100% of attendees at the 2026 Annual General Meeting of Shareholders are shareholders or duly authorized representatives of shareholders in accordance with the shareholder list finalized by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of March 26, 2026, with the total number of voting shares of the Company being **24,453,617 shares**.

As of 08:00 AM on April 22, 2026, the total number of attending shareholders and authorized representatives was **49**, representing and holding **23,748,661 voting shares**, equivalent to **97.12%** of the total voting shares of the Company.

Of which:

- Institutional shareholders: 02 shareholders, representing 23,320,117 shares, equivalent to 95.36% of the total voting shares of the Company.
- Individual shareholders: 47 shareholders, representing 428,544 shares, equivalent to 1.75% of the total voting shares of the Company.

Pursuant to Clause 1, Article 145 of the Law on Enterprises No. 59/2020/QH14, the 2026 Annual General Meeting of Shareholders of Cam Ranh Port Joint Stock Company is duly qualified to proceed.

**3. Adoption of the Meeting Regulations:** The Meeting heard Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, present the Meeting Regulations and provide guidance to shareholders on the use of Voting Cards for voting on the agenda items in accordance with applicable regulations (the Regulations are attached).

### **Voting results for the adoption of the Meeting Regulations:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

• Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

#### **4. Approval of the Presidium, Secretariat, and Vote Counting Committee**

**4.1.** The Meeting heard Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, present the list of members of the Presidium as follows:

• Mr. Do Hung Duong – Chairman of the Board of Directors – Chairman of the Meeting

• Mr. Nguyen Van Thang – Member of the Board of Directors, General Director – Member

• Ms. Nguyen Thi Yen – Member of the Board of Directors – Member

**4.2.** The Meeting heard Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, introduce and nominate the Secretariat of the Meeting as follows:

• Ms. Trinh Thi Phuc Hanh – Head of General Affairs, Person in charge of Corporate Governance – Head of Secretariat

• Ms. Ho Nguyen Tu Anh – Head of Finance and Accounting Department – Member

#### **Voting results:**

• In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.

• Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

• Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**4.3.** The Meeting heard Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, introduce and nominate the Vote Counting Committee, which also performed the duties of the Election Committee, as follows:

• Mr. Nguyen Trong Thanh – Head of Planning and Investment Department – Head of Committee



- Ms. Nguyen Thi Ngoc Hoa – Deputy Head of Finance and Accounting Department – Member
- Ms. Nguyen Thi Chau Ngoc – Staff of Administration and Human Resources Department – Member
- Voting results:
  - In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
  - Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
  - Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**5. Adoption of the Meeting Regulations and Agenda:** The Meeting heard Mr. Nguyen Ngoc Duy, on behalf of the Organizing Committee, present the Agenda and the Meeting Regulations (the Agenda and Regulations are attached).

**Voting results for the adoption of the Meeting Agenda:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**6. Opening remarks:** The Meeting heard Mr. Do Hung Duong, on behalf of the Presidium, deliver the opening remarks of the Meeting.

### **III. AGENDA CONTENTS**

#### **A. PRESENTATION OF REPORTS**

##### **1. Report of the General Director on the 2025 business performance and the 2026 business plan:**

The Meeting heard Mr. Nguyen Van Thang, Member of the Board of Directors and General Director, present the report on the 2025 business performance and the 2026 business plan of Cam Ranh Port Joint Stock Company (Report attached).

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**2. Report of the Board of Directors**

**2.1. Report of the Board of Directors on the performance in 2025 and operational orientation for 2026:** The Meeting heard Mr. Do Hung Duong, Chairman of the Board of Directors, present the report on the Board's performance in 2025 and the operational plan for 2026 (Report attached).

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**3. Report of the Supervisory Board**

**3.1. Report of the Supervisory Board on supervision of business operations, the Board of Directors, and the General Director of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Hoang Viet, Head of the Supervisory Board, present the report (Report attached).

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.



- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**3.2. Self-assessment report on the performance of the Supervisory Board and its members in 2025 and orientation for 2026:** The Meeting heard Mr. Hoang Viet, Head of the Supervisory Board, present the self-assessment report (Report attached).

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**B. PRESENTATION OF PROPOSALS**

**Proposals submitted and approved at the Meeting**

**1. Approval of the Proposal on the audited Financial Statements for 2025; 2025 business performance; and the plan for profit distribution, appropriation of corporate funds, and dividend payment for 2025:**

The Meeting heard Mr. Nguyen Van Thang, on behalf of the Presidium, present Proposal No. 232/2026/TTr-CCR.HĐQT regarding the audited Financial Statements for 2025; 2025 business performance; and the plan for profit distribution, appropriation of corporate funds, and dividend payment for 2025, with the following details:

**1.1.** Approval of the audited Financial Statements for 2025; 2025 business performance; and the plan for profit distribution, appropriation of funds, and dividend payment for 2025 (The separate and consolidated financial statements for 2025 have been disclosed and published on the Company's website: [www.camranhport.vn](http://www.camranhport.vn))

**1.2.** Approval of 2025 business performance with the following key figures:

<b>a</b>	<b>Indicator</b>	<b>Unit</b>	<b>Actual</b>
1	Cargo throughput	Tons	4,220,097
2	Revenue and income		
a	Parent company revenue and income	VND	254,008,140,846
b	Consolidated revenue and income	VND	261,188,395,975
3	Profit before tax		
3.1	Profit before tax – Parent company	VND	35,506,685,849
3.2	Profit before tax – Consolidated	VND	36,390,210,641
4	Profit after corporate income tax		
4.1	Profit after tax – Parent company	VND	28,216,072,346
4.2	Profit after tax – Consolidated	VND	28,840,506,381

**1.3. Approval of completed investment results in 2025:**

<b>No.</b>	<b>Indicator</b>	<b>Increase in asset value as of 31/12/2025 (VND billion)</b>
I	Infrastructure construction investment	8.525
	Berth No.1 upgrade project to 50,000 DWT (partial load)	4.460
	Yard No.7 – KB(II)	4.065
II	Machinery and equipment investment	1.453
1	Vehicle monitoring and control system	0.464
2	Berthing speed and angle monitoring equipment	0.341
4	Wheel loader (environmental sanitation integrated) – Model T936	0.389
6	Multi-purpose truck BN4	0.219
7	Asus Zenbook S14 laptop	0.040
	<b>Total</b>	<b>9.978</b>

**1.4. Approval of profit distribution, appropriation of corporate funds, and dividend level for 2025 (based on separate financial statements):**



Content	2025 Proposal	
	Ratio (%)	Amount (VND)
1. Profit before tax		35,506,685,849
2. Corporate income tax		7,290,613,503
3. Profit after tax		28,216,072,346
4. Appropriation to funds		11,122,776,000
4.1 Development investment fund	15%	4,232,411,000
4.2 Bonus fund	11.0%	3,103,768,000
4.3 Welfare fund	11.87%	3,349,248,000
4.4 Executive management bonus fund	1.55%	437,349,000
5. Remaining profit for dividends		17,093,296,346
6. Undistributed dividends from previous year		24,464,265
7. Total accumulated dividends		17,117,760,611
8. Shares eligible for dividends		244,536,170,000
8.1 Charter capital		245,018,170,000
8.2 Treasury shares (excluded)		(482,000,000)
9. Proposed dividend payment	7.00%	17,117,532,000

**Notes:**

- Charter capital: VND 245,018,170,000
- Treasury shares (non-dividend): VND 482,000,000
- Dividend-paying shares: VND 244,536,170,000

**Actual dividend payment:**  $244,536,170,000 \times 7\% = \text{VND } 17,117,532,000$

- **Dividend payment method:** Cash

• **Payment timing:** In accordance with applicable laws on securities and the stock market

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

## **2. Approval of the Proposal on the 2026 Business Plan of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Nguyen Van Thang, on behalf of the Presidium, present Proposal No. 225/2026/TTr-CCR.HĐQT on the approval of the 2026 Business Plan of Cam Ranh Port Joint Stock Company, with the following details:

Indicator	Unit	2026 Plan
<b>I. Consolidated</b>		
Cargo throughput	Tons	4,748,000
Revenue	VND million	295,800
Profit before tax	VND million	37,200
<b>II. Parent company</b>		
Revenue	VND million	285,800
Profit before tax	VND million	36,000
Dividend payout	%	7.5%

*(Attached: Detailed 2026 Business Plan)*

### **Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

## **3. Approval of the Proposal on the Development Orientation for the period 2026–2030 of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Nguyen Van Thang, on behalf of the Presidium, present Proposal No. 226/2026/TTr-CCR.HĐQT on the approval of the Development Orientation for the period 2026–2030 of Cam Ranh Port Joint Stock Company, with the following details:

### **3.1. Objectives by 2030:**



To develop Cam Ranh Port in a stable and sustainable manner, enhance port operational capacity, and expand logistics services, gradually affirming its role as a key trade hub of the region.

#### **Key production and business targets by 2030:**

<b>Indicator</b>	<b>Unit</b>	<b>2030 Target</b>	<b>Average annual growth</b>
Cargo throughput	Tons	6,800,000	Target: 11% per annum
Revenue	VND billion	458	Target: 12% per annum
Profit	VND billion	64	Target: 12% per annum

Gradually develop Cam Ranh Port into a logistics hub of the South Central Coast region, providing integrated port operation, logistics, and maritime services, thereby contributing to the socio-economic development of Khanh Hoa Province and the region.

- **Logistics targets:** Complete investment in one specialized warehouse of 4,000 m<sup>2</sup>; logistics revenue to account for at least 12% of total revenue.

### **3.2. Investment and Infrastructure Development**

#### **a. Key projects:**

- **Berth No. 2 Project:** Strive to complete the transfer of the Investment Registration Certificate of Berth No. 2 from Vietnam Maritime Corporation to Cam Ranh Port Joint Stock Company to proactively continue investment, completion, and efficient operation of the project.

- **Berth upgrading:** Complete Phase 2 of Berth No. 2 before 2030, ensuring the capacity to receive vessels of 50,000 DWT fully loaded and 70,000 DWT partially loaded; gradually study investment in Berth No. 3, targeting completion before 2035.

- **Yards and channels:** Coordinate with relevant authorities to dredge Ba Ngoi channel to the design standard of -12m; expand 10.3 hectares under Berth No. 2 Project; concrete approximately 150,000 m<sup>2</sup> of cargo yards; develop specialized warehouse systems for logistics.

- **Equipment:** Invest in modern and synchronized cargo handling equipment, especially high-capacity mobile cranes of 180–250 tons to handle oversized cargo and improve vessel turnaround efficiency.

**b. Total investment for the period 2026–2030:** Estimated at **VND 478 billion** (four hundred seventy-eight billion VND).

- Develop and implement capital mobilization plans through commercial loans, charter capital increase, and joint ventures/partnerships.

*(Attached: Appendix on Investment and Development Plan 2026–2030; Appendix on Action Program for implementing the Development Orientation of Cam Ranh Port for the period 2026–2030)*

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**4. Approval of the Proposal on the settlement of salaries and remunerations for 2025 of the Board of Directors and the Supervisory Board, and the proposed remuneration plan for 2026:**

The Meeting heard Ms. Nguyen Thi Yen, Member of the Board of Directors, on behalf of the Presidium, present Proposal No. 175/2026/TTr-CCR.HDQT on the settlement of salaries and remunerations for 2025 of the Board of Directors (BOD) and the Supervisory Board (SB), and the proposed remuneration plan for 2026, with the following contents:

**4.1. Salary and remuneration fund for 2025 of the Board of Directors and the Supervisory Board:**

- The salary fund for the full-time Chairman of the Board of Directors in 2025 amounted to VND 513,216,000 (five hundred thirteen million two hundred sixteen thousand VND).
- The total remuneration paid to the Chairman, members of the Board of Directors, and the Supervisory Board in 2025 amounted to VND 561,888,000 (five hundred sixty-one million eight hundred eighty-eight thousand VND).

Of which:

- Total remuneration paid to members of the Board of Directors: VND 366,048,000 (three hundred sixty-six million forty-eight thousand VND).
- Total remuneration paid to members of the Supervisory Board: VND 195,840,000 (one hundred ninety-five million eight hundred forty thousand VND).



**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**4.2. Proposed remuneration plan for 2026 for non-executive members of the Board of Directors and the Supervisory Board:**

No.	Position	Remuneration
01	Chairman of the Board of Directors	VND 20,000,000/person/month
02	Member of the BOD / Independent BOD Member	VND 10,000,000/person/month
03	Head of the Supervisory Board	VND 10,000,000/person/month
04	Member of the Supervisory Board	VND 7,000,000/person/month

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

The final settlement of remuneration for the Board of Directors and the Supervisory Board shall be based on the Company's business performance in 2026, in accordance with the Company's Corporate Governance and Payroll Regulations.

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**5. Approval of the Proposal on the selection of the independent auditor for the 2026 financial statements:**

The Meeting heard Mr. Hoang Viet, Head of the Supervisory Board, present Proposal No. 176/2026/TTr-CCR.BKS on the selection of the independent auditor for the 2026 financial statements as follows:

Approval of the selection criteria, the list of audit firms, and authorization for the Board of Directors to decide on the appointment of an audit firm to perform the review of the semi-annual financial statements and the audit of the annual financial statements of the Company. The selected audit firm must be among those approved to audit public interest entities as promulgated together with Decision No. 2324/QĐ-BTC dated November 14, 2022 of the Ministry of Finance, with the following specific contents:

**a. Selection criteria for the audit firm:**

- Being a reputable independent audit firm with strong brand recognition, trusted by public companies, and having a team of highly qualified and experienced auditors.
- Being legally operating in Vietnam and included in the list of eligible audit firms announced annually by the Ministry of Finance.
- Offering reasonable audit fees commensurate with the scope, quality, and timeline of the Company's audit engagement. Priority shall be given to leading audit firms within the list of eligible audit firms announced annually by the Ministry of Finance to perform the audit and review of the Company's financial statements.

**b. Proposed list of audit firms:**

Based on the above criteria, the Supervisory Board of Cam Ranh Port Joint Stock Company proposes that the General Meeting of Shareholders consider and approve the following list of four (04) independent audit firms that fully meet the required conditions:

- AASC Auditing Firm Company Limited;
- A&C Auditing and Consulting Company Limited;
- UHY Auditing and Consulting Company Limited;
- Deloitte Vietnam Company Limited.



**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**6. Approval of the Proposal on the amendment and supplementation of the Charter of Cam Ranh Port Joint Stock Company (9th amendment):**

The Meeting heard Mr. Nguyen Van Thang, Member of the Board of Directors and General Director, on behalf of the Presidium, present Proposal No. 227/2026/TTr-CCR.HDQT on the amendment and supplementation of the Charter of Cam Ranh Port Joint Stock Company (9th amendment).

*(Attached: Full text of the Charter of Cam Ranh Port Joint Stock Company)*

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**7. Approval of the Proposal on the amendment of the Internal Corporate Governance Regulations of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Nguyen Van Thang, Member of the Board of Directors and General Director, on behalf of the Presidium, present Proposal No. 228/2026/TTr-CCR.HDQT on the amendment of the Internal Corporate Governance Regulations of Cam Ranh Port Joint Stock Company.

*(Attached: Full text of the Internal Corporate Governance Regulations of Cam Ranh Port Joint Stock Company)*

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**8. Approval of the Proposal on the amendment of the Operating Regulations of the Board of Directors of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Nguyen Van Thang, Member of the Board of Directors and General Director, on behalf of the Presidium, present Proposal No. 229/2026/TTr-CCR.HDQT on the amendment of the Operating Regulations of the Board of Directors of Cam Ranh Port Joint Stock Company.

*(Attached: Full text of the Operating Regulations of the Board of Directors of Cam Ranh Port Joint Stock Company)*

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**9. Approval of the Proposal on the dismissal of a member of the Supervisory Board for the 2025–2030 term:**

The Meeting heard Ms. Nguyen Thi Yen, Member of the Board of Directors, on behalf of the Presidium, present Proposal No. 230/2026/TTr-CCR.HDQT on the dismissal of a member of the Supervisory Board for the 2025–2030 term, with the following details:



- Dismissal of Ms. Tran Thi Thanh Thuy from her position as a member of the Supervisory Board for the 2025–2030 term.

- Reason for dismissal: As requested by the institutional shareholder – Vietnam Maritime Corporation (VIMC).

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.

- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

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**10. Approval of the Proposal on the election of a member of the Supervisory Board for the 2025–2030 term:**

The Meeting heard Ms. Nguyen Thi Yen, Member of the Board of Directors, on behalf of the Presidium, present Official Letter No. 400/HHVN-TCNS dated October 24, 2025 of Vietnam Maritime Corporation (VIMC) regarding the nomination of personnel to the Supervisory Board of Cam Ranh Port at the 2026 Annual General Meeting of Shareholders, together with Proposal No. 231/2026/TTr-CCR.HĐQT on the election of a member of the Supervisory Board for the 2025–2030 term, with the following details:

- Number of members to be elected: 01
- Term of office: 2025–2030
- List of nominated candidate:

Mr. Tran Minh Duc, born on December 22, 1988, Vietnamese nationality  
(Attached: Summary curriculum vitae of the candidate)

**Voting results:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.

- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

#### **IV. ELECTION PROCEDURES**

##### **5.1. Adoption of the Election Regulations for the Supervisory Board Member of Cam Ranh Port Joint Stock Company:**

The Meeting heard Mr. Nguyen Trong Thanh, Head of the Vote Counting Committee (also acting as Head of the Election Committee), present the Election Regulations.

##### **Voting results for the adoption of the Election Regulations:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.

- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.

- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

##### **5.2. Election of a member of the Supervisory Board for the 2025–2030 term:**

The Meeting heard Mr. Nguyen Trong Thanh, Head of the Vote Counting Committee, provide instructions on the election procedures for the Supervisory Board member for the 2025–2030 term.

- The Meeting proceeded with voting to elect a member of the Supervisory Board of Cam Ranh Port Joint Stock Company for the 2025–2030 term, and the Vote Counting Committee conducted the vote counting.

##### **5.3. Announcement of the election results for the Supervisory Board member for the 2025–2030 term:**

The Meeting heard Mr. Nguyen Trong Thanh, Head of the Vote Counting Committee, present the vote counting minutes and announce the list of elected member(s) of the Supervisory Board for the 2025–2030 term (Attached: Minutes of vote counting).



**List of elected Supervisory Board member:**

No.	Full name	Number of votes (shares)	Percentage (%) of total voting shares present at the Meeting
1	Mr. Tran Minh Duc	23,748,661	100%

**5.4. Presentation of flowers to the dismissed Supervisory Board member and congratulatory flowers to the newly elected Supervisory Board member.**

**V. ADOPTION OF THE MINUTES AND RESOLUTION; CLOSING OF THE MEETING**

**1. Adoption of the Minutes and Resolution of the Meeting:**  
The Meeting heard Ms. Trinh Thi Phuc Hanh, on behalf of the Secretariat, present the full draft of the Minutes and the Resolution of the 2026 Annual General Meeting of Shareholders of Cam Ranh Port Joint Stock Company.

**Voting results for the adoption of the full Minutes of the Meeting:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**Voting results for the adoption of the full Resolution of the Meeting:**

- In favor: 23,748,661 shares, representing 100% of the total voting shares present at the Meeting.
- Against: 0 shares, representing 0% of the total voting shares present at the Meeting.
- Abstentions: 0 shares, representing 0% of the total voting shares present at the Meeting.

100% of the voting ballots were valid.

**2. Closing remarks:**

The Meeting heard Mr. Do Hung Duong, Chairman of the Board of Directors, on behalf of the Presidium, deliver the closing remarks.

This Minutes was fully and accurately recorded by the Secretariat, read aloud before the Meeting, and unanimously approved by all attending shareholders, representing 100% of the total voting shares present at the Meeting.

The 2026 Annual General Meeting of Shareholders of Cam Ranh Port Joint Stock Company was adjourned at **11:00 AM on the same day.**

**ON BEHALF OF THE SECRETARIAT  
HEAD OF THE SECRETARIAT**



**Trinh Thi Phuc Hanh**

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



**Do Hung Duong**





No.: 174/2026/BC-CCR.HDQT

Khanh Hoa, Dated 31/03/2026

**REPORT OF THE BOARD OF DIRECTORS**  
**Re the results of operation in 2025 and the direction of operations in 2026**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

- Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;
- Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;
- Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;
- Based on the Internal Regulations on Corporate Governance of Cam Ranh Port Joint Stock Company,

The Board of Directors of Cam Ranh Port Joint Stock Company reports to the General Meeting of Shareholders on the results of operations in 2025 and the operational orientation for 2026, specifically as follows:

**PART I**  
**RESULTS OF OPERATIONS IN 2025**  
**OPERATIONAL ORIENTATION FOR 2026**

**I. RESULTS OF THE BOARD OF DIRECTORS' OPERATIONS IN 2025**

**1. Board of Directors personnel structure**

**1.1 Board of Directors Personnel Structure**

The company's Board of Directors consists of 5 members, and as of now, the members of the Board of Directors are as follows:

No.	BOD Member	Position (Independent Member, Non-Executive BOD Member)	Date of appointment / cessation of the BOD Membership / Independent BOD	
			Start date	Dismissal date
1	Mr. Do Hung Duong	Chairman of the BOD (without holding an executive position)	June 12, 2025	

2	Mr. Nguyen Van Thang	BOD Member and General Director	June 12, 2025	
3	Ms. Nguyen Thi Yen	BOD member (without holding an executive position)	June 12, 2025	
4	Mr. Nguyen Van Tai	BOD member (without holding an executive position)	June 12, 2025	
5	Mr. Luu Van Dung	Independent BOD Member	June 12, 2025	

## 1.2 Operating principles

The Board of Directors operates on the principles of collective leadership, individual responsibility and majority decision-making. It exercises its rights and obligations in accordance with the Company Charter, the Board's Operating Regulations, and applicable laws. BOD members are assigned specific tasks based on the principle of leveraging each member's strengths, creating collective intellectual power to fulfill the Board's responsibilities as stipulated in the regulations in the most effective way.

## 1.3 Organization and operation of the Board of Directors in 2025

### a. Board of Directors Meeting:

In 2025, the Board of Directors held 5 regular meetings, all attended by members of the Board of Directors, the Supervisory Board, and the Board of Management, and conducted 18 written consultations with BOD Members. This included one in-person meeting on June 12, 2025 (following the Shareholders' General Meeting) to elect the Chairman of the Board of Directors for the 2025-2030 term.

No.	BOD Member	Number of Board of Directors meetings attended in person and online	Meeting attendance rate	Reasons for not participating attend the meeting
01	Mr. Do Hung Duong	04/05	80%	Not yet a member of the Board of Directors before June 12, 2025
02	Mr. Pham Huu Tan	01/05	20%	Dismissal of the BOD Member on June 12, 2025
03	Mr. Nguyen Van Thang	05/05	100%	



No.	BOD Member	Number of Board of Directors meetings attended in person and online	Meeting attendance rate	Reasons for not participating attend the meeting
04	Ms. Nguyen Thi Yen	05/05	100%	
05	Mr. Nguyen Van Tai	05/05	100%	
06	Mr. Luu Van Dung	04/05	80 %	Not yet a member of the Board of Directors before June 12, 2025
07	Ms. Nguyen Thi Minh Ngoc	01/05	20%	Dismissal of the BOD Member on June 12, 2025

The Board of Directors' meetings are meticulously prepared and conducted seriously, ensuring both time and quality, with members demonstrating a high sense of responsibility. The Board of Management and the Supervisory Board participate in discussions at all Board of Directors meetings; depending on the agenda, the Board of Directors may also invite heads of departments to attend and explain related issues.

In addition to meetings, BOD Members also regularly exchange and discuss issues that arise outside of formal meetings to jointly resolve them.

***b. Resolution/ Decision of the Board of Directors***

In 2025, the Board of Directors issued 18 resolutions and 31 decisions within its authority to implement the company's management and operations. These resolutions and decisions were disclosed in the 2025 Corporate Governance Report and posted on the company website: [www.camranhport.vn](http://www.camranhport.vn)

Resolutions and decisions of the Board of Directors are unanimously approved by a majority of the BOD Members before issuance; written consultations are conducted in accordance with the Company's Charter and relevant legal regulations. The Board of Directors has decided on the policies, strategies, and solutions for directing and managing the Company's operations through the following resolutions and decisions:

- Convene and organize the Annual General Meeting of Shareholders in 2025.
- Approve the Company's 2025 Business Production, Investment and Development Plan and BSC-KPI expenditure plan; Assign the Business Production, Investment and Development Plan and BSC-KPI targets to the Cam Ranh Port Management Units at CMS Services Joint Stock Company.
- Through contracts and transactions with related parties in 2025, the Board of Directors has the authority to decide.
- Approve the Company's actual payroll fund for 2024; Approve the Company's



labor utilization plan for 2025 and its planned payroll fund for 2025.

- Approve the Internal Audit, Inspection, and Monitoring Plan for 2025 of the Internal Audit Department.

- Approval of the Green Port Development Plan for the period 2025-2030; and the Digital Transformation Plan for the period 2025-2030 of Cam Ranh Port.

- Resolutions and decisions on organizational and personnel matters: Resolution on the appointment of the Chairman of the Board of Directors for the 2025-2030 term; Decisions on adjusting the Company's organizational structure, establishing departments/divisions/centers; appointing the Representative of Cam Ranh Port in enterprises with contributed capital; policy on appointing unit heads; Decision approving the leadership and management personnel plan for the periods 2021-2026 and 2026-2031 of the Company.

- Internal governance: issued 7 regulations related to the management of operations in the areas of administration, finance, investment, human resources, and emulation and reward, specifically: regulations on organization, management, and operation; regulations on human resource management; regulations on emulation and reward; regulations on internal expenditure; regulations on investment and procurement management; regulations on contractor selection; regulations on the development and issuance of internal norms, and the issuance and management of regulations in accordance with the prescribed authority.

#### ***c. Report on related parties***

The list of individuals involved in transactions between the Company and its related parties; between the Company and major shareholders, insiders, and related parties of insiders: This information has been disclosed by the Company in its 2025 Corporate Governance Report and is available at: [www.camranhport.vn](http://www.camranhport.vn) (the Company's website).

#### ***d. Board of Directors' oversight activities***

The Board of Directors exercises comprehensive oversight of the Company's operations, focusing on the following areas:

- Direction and Management: The Board of Directors' support staff (General Affairs Department) participates in monthly briefings with the Board of Management to keep abreast of the Company's operational situation, thereby reporting and advising the Board of Directors on directions and guidance for various aspects of work that are relevant to reality ; issuing Resolutions and Decisions related to business operations (market, customers, exploitation, development of non-exploitation services, logistics, etc.), investment, personnel, organization, human resource development, and other important issues within the authority of the Board of Directors, in accordance with the Company's current regulations and laws.

- Monitoring and evaluation of implementation: Tracking and evaluating the implementation of planned targets assigned by the General Shareholders' Meeting, as well as Resolutions and Decisions of the Board of Directors; reviewing the progress and results of implementation, thereby making timely adjustments or providing guidance to the General Director.

- Monitoring compliance with laws and internal regulations: Monitoring the adherence to and compliance with the Enterprise Law, the Company Charter, and



current State regulations, as well as the Company's internal governance, in the operational activities of the Board of Directors.

- Information and reports are regularly and fully provided to non-executive management members via written documents, telephone, and email to ensure unified guidance and timely decision-making, thereby supporting the Board of Directors' supervision of the General Director.

***e. Board of Directors' assessment of the management team.***

The Board of Directors highly appreciates the efforts of the General Management Board in implementing the 2025 business plan. Through its oversight activities, the Board of Directors notes:

- The Board of Directors has implemented the Company's production and business activities in 2025 in accordance with the objectives, directions, and guidance in the resolutions of the General Meeting of Shareholders and the Board of Directors, and in compliance with internal regulations, the Company Charter, and legal regulations; effectively fulfilling its role in risk control in business operations, the Company successfully completed all production and business plan targets in 2025. The Board of Directors has:

- + Provide full information and facilitate access for the Supervisory Board to inspect the Company's financial situation and operations.

- + Maintain effective regular meetings to discuss, implement, and evaluate work, and promptly adjust management and business solutions. Understand and respond flexibly to favorable and challenging factors in business operations.

- + Issue internal documents to effectively control all company activities and perform the role of risk control well.

- + Implement effective wage policies, improve working conditions for employees, and comply with legal regulations and the Company's charter.

- + Ensure that information is disclosed fully, accurately, transparently, and on time.

- + Collaborate closely with the Board of Directors and strictly adhere to corporate governance regulations.

- The management team has performed its assigned functions and duties well, advising the General Director on the efficient use of resources, organizing the implementation of plans, and ensuring benefits for all stakeholders.

- The representatives of Cam Ranh Port's capital stake in its subsidiaries and affiliated companies have essentially completed their tasks and complied with regulations.

- The workforce has united and strived to successfully complete their tasks, contributing to the overall success of the company.

**2. Reviewing the implementation of the AGM Resolution 2025**

Based on the projected business plan for 2025, the Board of Directors issued Resolution No. 166/2025/NQ.HĐQT dated April 6, 2025, assigning BSC-KPI and KRI targets to the General Director of the Company.

In accordance with Resolution No. 01/2025/NQ-CCR.ĐHĐCĐ dated June 12, 2025, of the Annual General Meeting of Shareholders 2025, the Board of Directors issued Resolution No. 364/2025/NQ-CCR.HĐQT dated June 30, 2025, to implement the Resolution of the General Meeting of Shareholders. The Board of Directors is directed to vigorously implement the contents of the resolution in accordance with the

Company's Charter, the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and current legal regulations. It assigns BSC-KPI targets to each member of the Board of Directors according to their respective areas of responsibility, and specifically assigns members to direct, support, and supervise the Board of Management to ensure the achievement of the Resolution's objectives.

The Board of Directors promptly addressed emerging issues within its authority, facilitating the General Director's operational activities in market and customer relations, expanding business operations beyond port operations, investment, and organizational restructuring... The results of implementing the 2025 General Meeting of Shareholders' Resolution are as follows:

**a. Business results for 2025**

- Achieve production and business targets.

No.	Target	Unit	Plan 2025	Act.2025 (Financial Statements)	% Compare	
					Act.2024	Plan2025
<b>I</b>	<b>Consolidation</b>					
1	HTQ output	Ton	2,650,000	4,220,097	174.67%	159.25%
2	Revenue	Million VND	198,000	261,188	145.76%	131.91%
3	Profit before tax	Million VND	23,500	36,390	171.42%	154.85%
<b>II</b>	<b>Parent company</b>					
4	Revenue	Million VND	189,000	254,008	147.73%	134.40%
5	Profit before tax	Million VND	22,500	35,506	173.42%	157.80%

- Investment completion results by 2025

N o.	Project/Constru ction Name	Scale	Investm ent plan for 2025 (million VND)	Disburse ment status (million VND)	Volume comple ted	Plan comple tion rate
<b>1</b>	<b>Investment in Construction Capital</b>		<b>24,000</b>	<b>6,253</b>		
1. 1	Project to enhance the operational capacity of the Ba Ngòi port (Investment preparation phase) -	Upgrading berth 2 to 70,000 DWT reduces cargo load.	0	0	0	0%



N o.	Project/Construction Name	Scale	Investment plan for 2025 (million VND)	Disbursement status (million VND)	Volume completed	Plan completion rate
	(Continued from 2023)					
1.3	Land reclamation project to create a storage area for the Ba Ngòi upstream petroleum and aviation fuel depot (Continued from 2024)	Leveling 2 hectares	15,000	0	0	0%
1.4	Cam Ranh Port West Shore Land Development Project (Phase 2)	Leveling 0.8 hectares	5,000	4,390	100%	88%
1.5	Main road T1 drainage system	800m	2,000	1,863	100%	93%
1.6	Investment in the construction of Berth No. 2 at Ba Ngòi Port (Phase 2)	10.3 hectares	2,000	0	0%	0%
2	<b>Equipment shopping</b>		<b>20,673</b>	<b>11,868</b>		
2.1	Digital Transformation Equipment and Tools Project (Continued from 2024)	System/Software/Equipment	1,568	0,869	33%	55%

N o.	Project/Construction Name	Scale	Investment plan for 2025 (million VND)	Disbursement status (million VND)	Volume completed	Plan completion rate
2.2	Project on tools, equipment, and handling vehicles (Continued from 2024)	Based on production and business needs for purchasing and manufacturing.	1,605	1,033	100%	64%
2.3	Mobile cranes – lifting capacity over 180 tons. (According to Resolution of the Board of Directors: 397/2025/NQ-CCR.HĐQT: added to the 2025 investment plan)	1 piece	10,000	9,966	100%	100%
2.4	40T fixed crane	40T electric crane	7,500	0	0	0%
3	<b>Project outside of the plan</b>			<b>1,478</b>		
3.1	100T weighing station (off-plan)	100T Electronic Scale	0	1,478	100%	
	<b>Total</b>		<b>44,673</b>	<b>19,599</b>		

- Achieve financial targets.

Target	Unit	Consolidated Financial Statements 2025	CCR Financial Statements 2025
1. Total Assets	Bil. VND	353.26	346.45



Target	Unit	Consolidated Financial Statements 2025	CCR Financial Statements 2025
2. Liabilities	Bil. VND	60.72	59.74
3. Equity	Bil. VND	292.54	286.71
4. Net profit after tax / Total assets (ROA)	%	8.1%	8.1%
5. Net profit after tax/Equity (ROE)	%	9.8%	9.8%
6. Total liabilities/Equity	Time	20.8%	20.8%
7. Solvency ratio (Current assets/ Current liabilities)	Time	1.57	2

### **Evaluate:**

The year 2025 marked a remarkable breakthrough for the Vietnamese economy, with GDP growth reaching 8.02%, creating a stable macroeconomic foundation and strong confidence for investors. In particular, the government's decisive directives to accelerate the completion of key national projects and the disbursement of public investment strongly boosted the demand for construction materials nationwide. Benefiting directly from this infrastructure boom, Cam Ranh Port also achieved impressive results in key performance indicators.

+ Regarding throughput: The volume of goods handled has recorded a dramatic increase, reaching 4.22 million tons/year. The strongest growth was in the domestic goods group, with construction stone playing a "backbone" role, reaching over 2.35 million tons (an increase of 214.8%); cement, concrete components, and steel also recorded impressive growth rates of over 100%. For the import and export group, wood chips continued to maintain stability at over 861,326 tons, while exports and imports of stone decreased slightly as customers prioritized resources for the domestic market. This structural change not only optimizes berth utilization capacity but also demonstrates Cam Ranh Port's flexible adaptability to market and customer fluctuations.

+ Regarding revenue: Total consolidated revenue reached VND 261.19 billion, reaching 145.76%. Holding company revenue amounted to VND 254.01 billion, reaching 134.4%, of this, loading and unloading revenue was VND 131.92 billion, reaching 164.6% of the plan and accounting for the highest proportion (51.94%); petroleum business revenue: VND 48.862 billion, reaching 108.2% of the plan; inland waterway terminal revenue: VND 1.566 billion, reaching 92.2% of the plan; and non-loading revenue reached VND 71.638 billion, reaching 115.62 % of the plan. In 2025, revenue management achieved positive results, reflecting the shift in service structure in line with the orientation of focusing on core business segments. This result, along with the stable growth of supporting service segments, has contributed to strengthening financial capacity and creating a stable cash flow for the Company's operations.

+ Regarding costs: In the context of a surge in cargo volume, maintaining the cost-to-revenue ratio at 86% (a 2% decrease compared to the plan) reflects efforts to control quotas and optimize operational efficiency. This result demonstrates the effectiveness



in managing variable operating costs, ensuring that revenue growth exceeds cost growth. This is an important basis for the Company to maintain stable profit margins and enhance its competitiveness in port operations.

+ Regarding pre-tax profit: it reached VND 36.309 billion, recording an impressive growth of 71.42% compared to 2024 and exceeding the plan by 54.85%.

The impressive results in key business performance indicators in 2025 demonstrate the Board of Directors' astute strategic direction, the Board of Management's decisive and flexible management and operation, and the collective spirit and efforts of the staff to overcome difficulties. Proactively seizing opportunities from the wave of infrastructure investment and shifting the focus of its product portfolio has helped the company establish new growth milestones. This is proof of the company's internal strength and unity in optimizing resources, affirming its position and creating a solid foundation for the sustainable development strategy of Cam Ranh Port in the coming years of the 2025-2030 term.

**b. Allocation of funds and dividend distribution for 2024**

- The company has fully allocated funds for the following : the Bonus Fund , the Welfare Fund , and the Management Board Bonus Fund for 2024, in accordance with the regulations approved by the 2025 Annual General Meeting of Shareholders .

- Regarding the payment of dividends for 2024 : Based on the Resolution of the Annual General Meeting of Shareholders in 2025 , the Board of Directors has paid dividends for 2024 at the rate approved by the General Meeting of Shareholders, which is 5 % per share; Dividend payment method: in cash , the record date for payment is August 18, 2025. The payment date is August 29 , 2025 (Resolution No. 428/2025/NQ-CCR.HDQT dated July 24, 2025). The total amount of dividends paid to shareholders of Cam Ranh Port for the year 2024 is 12,226,809,000 VND.

**c. Paying salaries and remuneration to the Board of Directors and the Supervisory Board.**

In 2025, the Company paid salaries and remuneration to the Board of Directors and the Supervisory Board in accordance with regulations.

- The salary fund for the full-time Chairman of the Board of Directors in 2025 is VND 513,216,000 (*Five hundred thirteen million two hundred sixteen thousand dong*).

- The remuneration fund paid to the Chairman of the Board of Directors, BOD Members, and Non-Executive Supervisory Board in 2025 was VND 561,888,000 (*Five hundred sixty-one million eight hundred eighty-eight thousand dong*).

In there:

The total remuneration paid to the Board of Directors members was VND 366,048,000 (*Three hundred sixty-six million forty-eight thousand dong*).

The total remuneration paid to the members of the Supervisory Board is VND 195,840,000 (*One hundred ninety-five million eight hundred forty thousand dong*).

**d. Regarding the selection of the auditing firm for the 2025 financial statements.**

Acting on the authorization of the General Meeting of Shareholders, the Board of Directors has selected UHY Auditing and Consulting Company Limited as the auditing firm to review the separate and consolidated financial statements for the first six months



of the year and the 2025 financial statements of Cam Ranh Port Joint Stock Company.

**d. Directing the development of a strategy for Cam Ranh Port in accordance with the direction of the 2025 Annual General Meeting.**

With a proactive and responsible approach to meeting the expectations of our esteemed shareholders, in 2025, the Board of Directors closely supervised the planning and officially approved the Cam Ranh Port Development Strategy for the period 2026-2030, with a vision to 2035. This is a proactive preparatory step to concretize the Company's development roadmap with the following key contents:

- Re-evaluating sustainable growth targets: The Board of Directors directed the Executive Board to seriously assess the results of 2025 to serve as a basis for recalculating output, revenue, and profit targets for the entire period. Based on an objective analysis of the global and Vietnamese economic landscape and the trend of cargo flow shifts in the Central and Central Highlands regions, the Board of Directors established an average growth target of 10% or more for the period 2025-2030. This is a realistic figure, reflecting the company's determination to maintain stable and long-term growth.

- Focusing resources and realizing goals: The Board of Directors has decided not to invest in a scattered manner but to prioritize capital in core infrastructure items such as upgrading the capacity of the Ba Ngòi port and modernizing loading and unloading equipment. This is a practical action to enhance competitiveness, create a solid foundation to achieve the set average growth rate, and be ready to respond to market fluctuations.

The Board of Directors reports to the General Meeting of Shareholders on the above strategic adjustments. All changes ensure adherence to the approved general direction and are based on practical assessments, with the ultimate goal of ensuring the sustainable development of Cam Ranh Port and increasing long-term benefits for shareholders.

**4. Independent BOD Members' activities and the results of independent BOD Members' evaluations of the BOD's performance.**

**a. Activities of Independent BOD Members**

In 2025, independent BOD Members Ms. Nguyen Thi Minh Ngoc (active until before June 12, 2025) and Mr. Luu Van Dung (active from June 12, 2025) participated in 100% of Board meetings and consultations, contributing to the Company's important policies and decisions regarding organizational structure, digital transformation, personnel, business, investment, market, and customers.

The independent BOD Members have performed their duties in accordance with the law and the Company's Charter with care, dedication, and a high sense of responsibility. Their opinions on issues put to a vote in the Board are objective, constructive, independent, and aimed at the stability and development of the Company.

**b. Evaluation by the Independent BOD Member**

In 2025, the company proactively seized favorable market conditions to boost production and revenue growth. Exceeding the targets set in the General Shareholders' Meeting Resolution, with breakthrough growth in all key indicators such as production volume (4.2 million tons), revenue, and especially profit (73.4% growth), demonstrated



the clear effectiveness of cost management and the flexible adaptability of the management team. This positive business result not only strengthened internal financial capacity but also ensured good shareholder benefits, creating a stable foundation for future development plans.

The Board of Directors has worked with a sense of responsibility and transparency, strictly adhering to the provisions of the Law and the Company's Charter. The Board of Directors has fully performed its function as the owner's representative in supervising operational activities, providing appropriate direction, and promptly directing the efficient use of resources to successfully complete assigned tasks.

In addition to its management functions, the Board of Directors has closely collaborated with the Board of Management to seek solutions to boost business, implementing many decisive policies in supervision to ensure maximum benefits for the Company and its shareholders. The close alignment between the Board of Directors' strategic direction and the Board of Management's execution capabilities in 2025 is the solid foundation for the Company to confidently embrace a new phase of breakthrough growth from 2026 to 2030.

## **II. BOARD OF DIRECTORS' OPERATION PLAN FOR 2026**

In 2026, while the global economy is projected to slow down (around 2.6-3.1%) due to the impact of the Middle East war, prolonged geopolitical conflicts, and trade risks, Vietnam's economy faces a strong breakthrough opportunity with a GDP target of 7.5% thanks to a wave of FDI and decisive institutional reforms. This context presents Cam Ranh Port with challenges in managing operating costs due to the prolonged instability of fuel prices, but at the same time opens up many opportunities from the recovery of the real estate market and stable domestic demand. For Cam Ranh Port, this context is both a pressure to manage costs and a golden opportunity to affirm its role as a gateway port connecting logistics, meeting the increasing demand for goods circulation from the market, and transforming external challenges into real growth drivers.

Building on the momentum of breakthroughs in 2025, the Board of Directors, the General Management Board, and all employees of the Company are determined to work together, innovate management, improve production and business efficiency, and strongly promote investment and innovation. With the highest level of proactiveness and responsibility to shareholders, the Company aims to excellently fulfill the targets set by the General Meeting of Shareholders, focusing on the following key plans and directions:

### **1. Business performance indicators**

The Board of Directors unanimously agreed on several key targets in the 2026 business plan, which will be reported and submitted to the 2026 Annual General Meeting of Shareholders for consideration and approval, including the following targets:

<b>Target</b>	<b>Unit</b>	<b>Plan 2026</b>
<b>I. Consolidation</b>		
1. Output	Ton	4,748,000
2. Revenue	Mil.VND	295,800



3. Profit before tax	Mil.VND	37,200
<b>II. Parent company</b>		
1. Revenue	Mil.VND	285,800
2. Profit before tax	Mil.VND	36,000
3. Dividends paid	%	7.5%

## 2. Investment plan

The Board of Directors approved the 2026 investment plan (Resolution No. 07/2026/NQ-CCR.HĐQT dated January 5, 2026) in accordance with the authority stipulated in the Company's Charter, to direct the General Director to promptly implement key projects on infrastructure investment, vehicles, equipment, and digital transformation, specifically:

(Unit: Million VND)

No.	Project name	Total amount invest	Plan invest
	<b>Total</b>	<b>132,337</b>	<b>76,800</b>
A	Basic construction Project	99,237	43,700
B	Equipment procurement project	29,500	29,500
C	IT Project	3,600	3,600
<b>1</b>	<b>This project is a carryover from the previous year.</b>	<b>77,037</b>	<b>21,500</b>
<b>1.1</b>	<b>Basic Construction Investment Project</b>	<b>77,037</b>	<b>21,500</b>
-	Ba Nguoi Port Capacity Enhancement Project	53,000	-
-	Investment Project for the Construction of Berth No. 2 at Ba Nguoi Port (Phase 2)		
-	Land reclamation project to create a site for the Ba Nguoi upstream petroleum and aviation fuel depot.	17,537	15,000
-	Western area project ( remaining unlevelled area )	6,500	6,500
<b>2</b>	<b>The project commenced in the planned year.</b>		<b>55,300</b>
<b>2.1</b>	<b>Construction Investment Project</b>	<b>22,200</b>	<b>22,200</b>
-	Port Power System Upgrade Project	8,500	8,500
-	N2 Internal Branch Road Upgrade Project	6,100	6,100
-	T2, T3 main road project	7,600	7,600
<b>2.2</b>	<b>Equipment procurement project</b>	<b>29,500</b>	<b>29,500</b>
-	Mobile crane 180 - 250T	20,000	20,000
-	60T Mobile Crane	5,500	5,500
-	4.5m3 wheel loader	2,000	2,000
-	Project on tools, equipment, and handling vehicles	2,000	2,000
<b>2.3</b>	<b>IT Project</b>	<b>3,600</b>	<b>3,600</b>
-	IT project, digital transformation equipment	3,600	3,600

## 3. Solutions for completing the plan



**a. Directing growth targets and flexible sourcing:** The Board of Directors focuses all resources on ensuring the successful completion of key production and business targets (output, revenue, profit). The main focus is maintaining the growth momentum of domestic goods serving national infrastructure development, while proactively developing scenarios to respond to the downward trend of import and export goods and sharing the volume of traditional goods from the intense competition among ports in the region. The Board directs research into breakthrough incentive policies to attract new high-value-added goods. In particular, it focuses on effectively implementing and developing a "model" for connecting supply chain and logistics services within the VIMC ecosystem, aiming to maximize synergistic advantages and sustainably diversify revenue sources.

**b. Decisive direction of investment to meet development goals:** The Board of Directors identifies investment and development as a strategic leverage to enhance competitiveness and ensure sustainable growth. The Board of Directors has focused on decisive direction from the beginning of the year through Resolution No. 07/NQ-CCR.HĐQT approving the investment plan of Cam Ranh Port for 2026, directing the General Director to implement key projects with the utmost urgency:

- Focus on completing and promptly putting into operation transitional projects such as the Ba Ngoi upstream petroleum and aviation fuel depot site leveling project and the western site leveling project (the remaining unlevelled area). These are crucial items for expanding logistics space and increasing the value of warehousing services for customers.

- Addressing the bottleneck in port capacity, with particular priority given to expediting investment procedures to soon commence the Ba Ngoi Port Capacity Enhancement Project, is crucial. This is identified as the most important link in resolving the bottleneck in ship receiving capacity, creating a direct impetus for a breakthrough in cargo throughput at the port in the coming years.

- Directing the acceleration of investment in high-capacity handling equipment (mobile bridges, wheel loaders) to improve ship turnaround efficiency. Simultaneously, focusing on upgrading the port's electrical system and internal transportation routes. Promoting investment in information technology systems and digital transformation equipment to realize the goal of smart and modern port management in accordance with the Cam Ranh Port Digital Transformation Plan for the period 2025-2030 approved by the Board of Directors.

**c. Risk management and cost-saving practices in the face of global fluctuations:** Given the prolonged conflict in the Middle East and geopolitical instability directly increasing costs, the Board of Directors has directed the proactive implementation of decisive cost management and defensive measures:

- Develop market forecasting and essential supply contingency plans to minimize the impact of global supply chain disruptions; flexibly manage service pricing policies to share cost burdens with customers, while ensuring the protection of target profit margins and sustainable shareholder interests.

- Provide decisive direction for reviewing, developing, and strictly managing the system of economic and technical norms in all stages of exploitation. Focus on optimizing operating processes to reduce fuel and energy consumption norms per unit of output.



- Eliminate non-value-adding processes by thoroughly reviewing production and management procedures to identify and remove redundant steps and intermediate procedures that increase costs without adding value. This is a key solution for streamlining the organization and optimizing operating costs.

***d. Enhancing internal governance capacity with guiding directives:***

- Improve the internal management system: Focus on comprehensively reviewing and updating the internal regulations system in a way that strengthens decentralization and delegation of authority, creating maximum autonomy for the management apparatus, linking authority with transparent accountability, and ensuring that all management decisions are geared towards overall efficiency and comply with legal regulations.

- Enhancing the quality of key personnel: The Board of Directors will resolutely strengthen the leadership team at the Company and its member units (CMS). The Board prioritizes selecting and training capable personnel with practical skills, innovative thinking, and a willingness to take responsibility to fill key positions, ensuring continuity, stability, and dynamism in production and business operations.

- Flexible compensation policies to attract and retain talent: Implement a modern human resource management system with flexible salary, bonus, and benefits policies that are close to market standards; build innovative compensation mechanisms to create strong motivation for the team that directly generates revenue, retain talent, and attract high-quality resources to serve the sustainable development strategy.

***e. Strengthening risk control capabilities:*** Directing the effective operation of the "Three-tiered defense system" model to effectively control risks and protect shareholders' capital and assets. The Board of Directors requires the complete implementation of solutions to address the recommendations of specialized inspection teams, ensuring that all business activities comply with legal regulations and are transparent and open.

Building on the breakthrough achievements of 2025, with the spirit of unity, creative thinking, and high determination of the Board of Directors, the Board of Management, and all employees, the Board of Directors is confident that 2026 will be a year of continued strong growth for Cam Ranh Port. We are committed to focusing all resources to excellently achieve the strategic goals entrusted by the General Meeting of Shareholders, ensuring the sustainable, long-term development of the Company and continuously increasing the value and benefits for our esteemed shareholders.

The above is the report of the Board of Directors, respectfully submitted to the General Meeting of Shareholders for consideration and approval./

**O/B OF BOARD OF DIRECTORS  
CHAIRMAN**

  
**Do Hung Duong**



**REPORT OF THE GENERAL DIRECTOR**  
**Regarding the business results for 2025 and the business plan for 2026**  
**of Cam Ranh Port Joint Stock Company.**

**Respectfully to: Annual General Meeting of Shareholders 2026**  
**Cam Ranh Port Joint Stock Company**

**I. RESULTS OF ACTIVITIES IN 2025**

**1. General overview of the business environment**

In 2025, the global political and economic situation continued to face many complex fluctuations, putting pressure on global growth and trade. Against this backdrop, the Government resolutely stabilized the macroeconomic situation and accelerated the disbursement of public investment. The implementation of a series of key transportation infrastructure projects provided a strong impetus to the construction and supporting services sectors.

In this region, the economy is still limited compared to the national average, with the main goods passing through the port being agricultural, forestry, and mineral products... but the policy of boosting public investment has strongly stimulated the demand for construction materials through the port.

Against this backdrop of both favorable and challenging circumstances, the Board of Directors and the Board of Management of Cam Ranh Port Joint Stock Company proactively monitored the situation, devised and implemented a comprehensive set of flexible management and operational solutions, effectively utilizing opportunities from public investment and market demand, thereby achieving outstanding and breakthrough results in production and business activities.

**2. Results of achieving production and business targets**

No.	Target	Unit	Plan 2025	Act. 2025	Compare	
					Act. 2024	Plan 2025
1	Output	Ton	2,650,000	4,220,097	174.7%	159.2%
2	Revenue	Mil.đ	189,000	254,008	147.7%	134.4%
3	Profit before tax	Mil.đ	22,500	35,506	173.4%	157.8%
4	Pay taxes in full and on time as required by law.					

**2.1 Port Exploitation Sector**



Total cargo throughput at the Port in 2025 will reach 4,220,097 tons. This is the highest figure since the company was established, confirming its breakthrough growth in production scale, management efficiency, exploitation, and ability to meet market demand.

Specifically, construction stone products rose to become the main product, reaching a production volume of 2,371,416 tons, an increase of 189%. Cement reached 101,606 tons, an increase of 110.2%; concrete components reached 218,236 tons, an increase of 110.8% compared to the same period. Other items such as sand, iron and steel, and stone also performed well. Supply, machinery, and equipment maintain stable production levels, meeting the needs of investment and economic development of the country.

For export goods, the main product remains wood chips, with a production volume of approximately 861,326 tons, equivalent to that of 2024.

For imported goods, volume decreased slightly; the total volume of goods handled through the Port reached nearly 30,000 tons, approximately 90% compared to 2024, mainly consisting of frozen fish and bulk sugar.

To meet the situation of a sudden surge in production, far exceeding the designed capacity of the wharf, and to maximize the utilization of the wharf's capacity.

### *2.2 Trading Activities – Logistics services:*

Trading activities were boosted through connections, negotiations, and the supply of gasoline, diesel, lubricants, and grease of all kinds to ship owners and customers. Total commercial revenue reached nearly 49 billion VND, an increase of 11.5% compared to 2024.

The company proactively seeks and collaborates with units within the VIMC ecosystem (specifically Qui Nhon Port) to implement a comprehensive chain of services for customers, from loading, warehousing, and forwarding; to road transport from mine to port... At the same time, it organizes efficient vessel operations; improves loading and unloading processes, reducing waiting times; Revenue from non-stevedoring activities reached VND 68.8 billion, exceeding the 2025 plan by 11.3%.

### **3. Financial situation (Audited financial statements for 2025)**

<b>Target</b>	<b>Unit</b>	<b>Consolidated financial statements</b>	<b>Parent company's financial statements</b>
<b>ASSET</b>	billion VND	<b>353.26</b>	<b>346.45</b>
Current assets	billion VND	86.07	83.12

Long-term assets	billion VND	267.19	263.33
<b>FUNDING</b>	billion VND	<b>353.26</b>	<b>346.45</b>
Liabilities	billion VND	60.72	59.74
Short-term debt	billion VND	54.97	53.99
Long-term debt	billion VND	5.75	5.75
Equity	billion VND	292.54	286.71
<b>FINANCIAL INDICATORS</b>			
Net profit after tax / Total assets (ROA)	%	8.2%	8.1%
Net profit after tax/Equity (ROE)	%	9.9%	9.8%
Total liabilities/Equity	Time	20.8%	20.8%
Current ratio (Current assets / Current liabilities)	Time	1.57	1.54

*\* Financial analysis and assessment*

- In 2025, the company's financial indicators were all within safe limits. The return on capital improved significantly and positively. The company effectively managed capital and exploited assets efficiently, preserving equity capital.

- The company's cash flow situation in 2025 is quite good and stable. Net cash flow during the period and cash generated by the company are sufficient to meet the needs of business operations, investment activities, and financing activities, and ensure timely payment of debts due.

**4. Investment Implementation Results**

To meet production and business needs, in 2025 the company invested in an additional mobile crane with a lifting capacity of 250 tons; expanded the storage yard; installed a synchronized drainage system; invested in an additional 100-ton electronic weighing station, along with production tools, equipment, and IT application software. The total investment amounted to nearly 19.6 billion VND.

Investment items always comply In accordance with regulations, rules, and resolutions and plans approved by the company's General Shareholders' Meeting, all



projects, once operational, have achieved their intended effectiveness and investment objectives.

Details of investment projects in 2025:

No	Project Name	Scale	Investment plan for 2025 (billion VND)	Disbursement status (billion VND)	Volume completed	% completed
<b>1</b>	<b>Investment in Construction Capital</b>		<b>24</b>	<b>7.731</b>		
1.1	Project to enhance the operational capacity of the Ba Ngòi port (Investment preparation phase) - (Continued from 2023)	Upgrading berth 2 to 70,000 DWT reduces cargo load.	0	0	0	0%
1.2	Land reclamation project to create a storage area for the Ba Ngòi upstream petroleum and aviation fuel depot (Continued from 2024)	Leveling 2 hectares	15	0	0	0%
1.3	Cam Ranh Port West Shore Land Development	Leveling 0.8 hectares	5	4.390	100%	88%

No	Project Name	Scale	Investment plan for 2025 (billion VND)	Disbursement status (billion VND)	Volume completed	% completed
	t Project (Phase 2)					
1.4	Main road T1 drainage system	800m	2	1.863	100%	93%
1.5	Investment in the construction of Berth No. 2 at Ba Ngoi Port (Phase 2)	10.3 hectares	2	0	0%	0%
1.6	100T weighing station (off-plan, under the General Director's authority)	100T Electronic Scale		1.478	100%	
<b>2</b>	<b>Mua sắm thiết bị</b>		<b>20.673</b>	<b>11.868</b>		
2.1	Digital Transformation Equipment and Tools Project (Continued from 2024)	Software	1.568	0.869	33%	55%
2.2	Project on tools, equipment, and handling vehicles	Based on production and business needs for purchasing	1.605	1.033	100%	64%



No	Project Name	Scale	Investment plan for 2025 (billion VND)	Disbursement status (billion VND)	Volume completed	% completed
	(Continued from 2024)	and manufacturing.				
2.3	Mobile cranes – lifting capacity over 180 tons.	1 piece	10,000	9,966	100%	100%
2.4	40T fixed crane	40T electric crane	7,5	0	0	0%
<b>Total</b>			<b>44.673</b>	<b>19.599</b>		

## **5. Maintenance, repair, and upkeep of vehicles and equipment.**

During the year, the company carried out numerous repairs to technical infrastructure, vehicles, equipment, and handling tools, including: inspection, maintenance, and repair of berths No. 1, No. 2, and the access bridge; repair of mooring buoys and signal buoys; repair of warehouses, yards, internal roads, weighing stations, offices, work buildings, and foundations; tugboats, cranes, forklifts, excavators, and multi-purpose dump trucks; and dredging of canals and ditches, etc. All are in good technical condition and meet the company's production and business needs.

## **6. Regarding management work, the situation**

### **6.1 Improvements in policy and management**

The company's internal administrative document system continues to be reviewed, adjusted, amended, supplemented, and reissued to ensure compliance with legal regulations and practical management requirements. Many regulations and rules have been revised and newly issued to better meet the requirements of managing and operating production and business activities. In addition, work processes are regularly reviewed and improved to simplify procedures and minimize unnecessary operations; while simultaneously promoting decentralization and delegation of authority, creating a flexible and favorable mechanism for the organization to operate effectively.

Department and several other units; the Technical-Technology Department and the Investment Planning Department were merged into the Technical - Investment Department ; and the Internal Audit Department and the Company's Corporate Governance were merged into the General Affairs Department. The current organizational structure of the company consists of 4 functional departments and 2 centers: the Administrative and Human Resources Department; the Finance and Accounting Department; the Business Department; and the Technical - Investment Department. Trade - Logistics Service Center and Operations Center.

To compensate for retirements and resignations, and to meet the needs of expanding production and business development, the company recruited 17 new employees during the year to replace 7 employees who retired or resigned. By December 31, 2025, the total number of employees at the company will be 178.

### **6.3 Improvements to the management tools system**

The company continues to promote the application of information technology in the management and operation of its production and business activities, in line with the Digital Transformation Strategy for the period 2025-2030 approved by the Board of Directors. The hardware and software systems are being gradually invested in and upgraded synchronously to enhance management capacity, information transparency, and optimize operational efficiency and exploitation .

The deployed software and applications include: Port Operations Software (STOS), Accounting Software (FAST), Intelligent Management and Reporting System (MIS- BI), Cashless Payment via QR Code, IT applications in customer care, and an automated vehicle toll collection and control system (Sparking)... The synchronized application of these information technology solutions contributes to standardizing processes, increasing the accuracy and timeliness of data, supporting quick decision-making, improving customer service quality, and reducing operating costs.

### **6.4 Regarding the implementation of wage policies and insurance schemes for employees**

The company has fully implemented all policies and regulations for its employees, including social insurance, health insurance, unemployment insurance, and salary, bonus, and welfare benefits in accordance with current regulations.

In 2025, with favorable business results and high growth. Compared to 2024, employment and income for workers continued to improve. The jobs and labor of those directly involved in production were secured; the average wage of workers reached VND 25.1 million/person/month, an increase of 59.92 % compared to 2024 (VND 15.71 million/person/month).

### **7. Regarding the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors .**



In 2025, the Company's management and operational activities were implemented according to plan and were monitored and executed in compliance with the resolutions of the General Meeting of Shareholders and the Board of Directors.

The company's management board has successfully fulfilled its assigned duties, managing and operating the company appropriately and in compliance with the company's charter and legal regulations.

## **II. BUSINESS PLAN FOR 2026**

### **1. Market assessment and evaluation**

Entering 2026, the global economic and political landscape is projected to remain fraught with unpredictable factors. Strategic competition among major economies, armed conflicts in some regions, and protectionist trade trends could continue to impact global trade, leading to fluctuations in transportation, fuel, and logistics costs.

For Vietnam, the economy is expected to continue its positive growth momentum with a target of double-digit growth; the government continues to accelerate the disbursement of public investment capital and implement many infrastructure projects, including transportation, construction, and marine economic development. This is a favorable factor that boosts the demand for goods serving basic construction, building materials, concrete components, equipment, etc., through the seaport system.

### **2. Production and business plan for 2026:**

No.	Target	Unit	Plan 2026
1	Output	Ton	4.748.000
2	Revenue		
2.1	Parent company revenue	Billion VND	285.8
2.2	Consolidated revenue	Billion VND	295.8
3	Profit		
3.1	Parent company profit	Billion VND	36
3.2	Consolidated profit	Billion VND	37.2
4	Dividends paid	%	5.5

*(Attached – Appendix I : Business and Investment Plan 2026 )*

### **2.1 Market and sourcing analysis:**

Based on market research and competitive analysis, the forecast for 2026 indicates that the structure of goods passing through the port will continue to show a clear differentiation between import/export goods and domestic import/export goods.

- The import and export of certain goods is projected to decline compared to 2025. Specifically: Wood chips will continue to face competition from Nam Van Phong Port in the North and Ca Na Port in the South due to their proximity to raw material sources. Production is expected to remain stable at around 1 million tons per year. Exports of



construction stone are expected to be zero as customers prioritize domestic construction investment needs. Imports of frozen fish are expected to decrease due to reduced demand for canned fish in the European and American markets.

- Domestic import and export goods are projected to continue their strong growth momentum and remain the main pillar of cargo throughput at the Port in 2026, thanks to the accelerated implementation of public investment projects. In addition, concrete components, construction materials, sand, and cement are also expected to increase. Other items such as coal and scrap metal will maintain stability.

## **2.2 Analysis of the 2026 Investment Plan**

In 2026, the company plans to implement an investment plan with a total investment of VND 76.8 billion, focusing on three main groups: capital construction investment, equipment procurement, and information technology and digital transformation investment.

For projects carried over from 2025, the Company continues to prioritize capital allocation to complete important items, especially the land leveling project to create a 20,000 m<sup>2</sup> upstream petroleum storage yard combined with aviation fuel at Ba Ngòi and the 4,700 m<sup>2</sup> western yard foundation project, thereby promptly handing over the yard foundation to customers for goods storage and partners for petroleum storage construction.

For newly commenced projects, the focus is on investing in additional crane equipment to increase operational capacity; upgrading the port's electrical system to meet the increasing load demand and developing a green port in the coming period; investing in internal roads (N2, T2, T3) to complete the operational infrastructure, enhance connectivity, and improve production efficiency; investing in information technology and digital transformation, gradually improving the management system, enhancing operational efficiency, controlling production and business activities, and moving towards a modern, transparent, and cost-effective management model.

*(Appendix II attached:) Investment plan 2026).*

## **3. Solutions for implementing the 2026 plan**

### **3.1 Solutions regarding markets and services, trade, and logistics**

Continue to proactively and flexibly promote market development ; strengthen contact and collaboration with shippers, logistics companies, shipping lines, and partners in the supply chain to expand sources of goods. Maintain and strengthen relationships with traditional customers while focusing on attracting new customers.

Boosting commercial activities by expanding the business of petroleum products, lubricants, and greases to serve ships, equipment, and businesses in the port area; and cooperating with Quy Nhon Port to develop mechanical processing, manufacturing, and repair services to meet the maintenance and repair needs of customers.



Strengthening linkages with units within and outside the VIMC ecosystem to provide comprehensive chain services (water transport, road transport, loading and unloading, warehousing, weighing, delivery, etc.), thereby enhancing service value, increasing competitiveness, and attracting cargo sources.

### **3.2 Solutions regarding customer policy**

Improving service quality, shortening vessel turnaround time, optimizing operational organization to increase loading and unloading productivity ; strengthening customer care, promptly understanding needs and resolving difficulties during the cargo handling process.

- Implementing flexible pricing policies tailored to different product groups and customer segments creates a competitive advantage over neighboring ports.

- We design comprehensive service packages with unique offers, reducing logistics costs for customers (waiving/reducing warehousing fees, transportation fees, and delivery consignment fees).

- Utilize a specialized customer relationship management (CRM) system to record feedback, track transaction history, and promptly address requests – enhancing customer satisfaction and long-term retention; research integration with existing software to improve management efficiency.

### **3.3 Technical and Technological Solutions**

- Review and improve cargo handling technology processes; invest in additional large crane equipment to meet handling needs, expedite ship turnaround, and shorten cargo handling time.

- Continue to improve port management and operation software such as STOS and Eport; apply electronic signatures and digitize the entire process from ship reception, loading and unloading, cargo handling to payment – helping to improve operational efficiency, information transparency and reduce paperwork.

- Enhance regular maintenance of vehicles, equipment, and infrastructure to ensure safety throughout the operation process.

- Strictly control compliance with production safety and fire prevention regulations.

### **3.4 Solutions regarding corporate governance**

- Review, reorganize, and restructure the organizational structure towards a streamlined, efficient system with clear functions and responsibilities among units.

- Improve the performance evaluation system using KPIs, linking it to salaries and bonuses, to increase transparency and motivate employees.

- Strengthen internal controls, improve work processes, practice cost savings, minimize intermediate procedures and risks of errors in operations.

### **3.5 Financial and Investment Solutions**



### **3.4 Solutions regarding corporate governance**

- Review, reorganize, and restructure the organizational structure towards a streamlined, efficient system with clear functions and responsibilities among units.
- Improve the performance evaluation system using KPIs, linking it to salaries and bonuses, to increase transparency and motivate employees.
- Strengthen internal controls, improve work processes, practice cost savings, minimize intermediate procedures and risks of errors in operations.

### **3.5 Financial and Investment Solutions**

- Develop a proactive and flexible financial plan; tightly control costs, especially operating, maintenance, and investment costs; and optimize cash flow to improve capital efficiency.
- Prioritize the allocation of capital to urgent and highly effective projects; accelerate implementation progress and bring them into operation as soon as possible to maximize investment efficiency.
- Strengthen the mobilization of external resources, consider joint ventures and partnerships with partners and customers to reduce capital pressure, share risks, and secure supply chains.
- Proactively restructure capital and debts, ensuring financial safety, enhancing resilience, and promoting sustainable development.
- Strengthen coordination with state management agencies to promptly resolve obstacles, expedite investment procedures, and ensure the progress of project implementation.

### **3.6 Solutions for Human Resource Development**

- Organize professional training and vocational skills development for workers, improving the quality of the workforce.
- Implement fair and transparent compensation and benefits policies, create a positive work environment, and retain talented individuals.
- Continue to review and streamline the organizational structure; improve the organizational framework. Focus on training successor personnel and regularly screen and evaluate management staff at all levels.
- Recruit high-quality personnel to replace retiring, resigning, or unqualified employees; strive to ensure that by the end of 2027, 100% of management staff meet the competency standards for their job positions.
- Promote the rotation of personnel to enhance practical capabilities; establish "soft task forces" to optimize resources; build a flexible and effective coordination mechanism between units in performing tasks.

### **3.7 Alternative solutions**



- Strengthening environmental protection efforts and ensuring hygiene in the port area will contribute to building a green, clean, and beautiful port image, enhancing its reputation and brand.

- Building a corporate culture that is linked to social responsibility, fostering internal solidarity, and creating a friendly and professional corporate image.

- Strengthen risk management in a systemic manner, integrating risk management into all company operations to improve operational efficiency.

Effectively operate the three-tiered defense system to ensure asset security and achieve objectives.

The above is the Report on Business Results for 2025 and the Business Plan for 2026 submitted by the General Director to the Shareholders' General Meeting of the Company.

**Recipient :**

- As above;
- BOD, BOS;
- Archived: Documents, KTĐT.

**GENERAL DIRECTOR**   
  
**Nguyen Van Thang**

### **APPENDIX I : BUSINESS RESULTS FOR 2025 AND BUSINESS PLAN FOR 2026**

Indicator	Unit	To be implemented by 2025		Plan 2026	Comparing the 2026 plan with actual 2025	
					Parent company	
		CCR parent company	Consolidation	Parent company	Increase/Decrease	%
<b>I. Cargo throughput</b>		4,220,097	4,220,097	4,748,000	39,903	100.95%
1. Container cargo volume	Teu					
2. Non-containerized cargo volume	Ton	4,220,097	4,220,097	4,748,000	39,903	100.9%
<b>II. Total Revenue</b>	Mil.d	254,008	261,188	285,800	27,992	111.02%
1. Revenue from sales and services	Mil.d	251,122	258,568	279,900	28,778	111.46%
2. Financial operating revenue	Mil.d	2,848	2,582	1,900	-948	66.71%
- Interest on bank deposits	Mil.d	1410	1500	500	-910	35.46%
- Dividends, distributed profits	Mil.d	1,384	1028	1,400	16	101.16%
- Other revenue	Mil.d	54	54	0	-54	0.00%
3. Other operating income	Mil.d	38	38	200	162	526.32%
<b>III. Total cost</b>	Mil.d	218,501	224,798	249,800	27,499	112.59%
<b>1. Business operating expenses</b>	Mil.d	214,057	220,353	244,889	30,832	114.40%
1.1 - Cost of Goods Sold	Mil.d	174,539	178,557	216,451	38,262	121.92%
1.2 - Business Management Costs	Mil.d	39,518	41,796	31,919	-7,430	81.20%
<b>2. Financial operating expenses</b>	Mil.d	648	648	798	150	123.15%
2.1 - Interest expense	Mil.d	648	648	798	150	123.15%
2.2 - Other financial costs	Mil.d				0	
<b>3. Other operating expenses</b>	Mil.d	3796	3797	313	-3,483	8.25%
<b>IV. EBITDA</b>	Mil.d	57,244	59,050	60,418	3,174	105.54%
<b>V. PROFIT BEFORE TAX (II-III)</b>	Mil.d	35,507	36,390	36,000	493	101.39%



## APPENDIX II : INVESTMENT PLAN FOR 2026

*Unit: Million VND*

No.	Project name	Total investment	Investment plan
	<b>Total</b>	<b>132,337</b>	<b>76,800</b>
A	XDCB Project	99,237	43,700
B	Equipment procurement project	29,500	29,500
C	IT Project	3,600	3,600
<b>1</b>	<b>This project is a carryover from the previous year.</b>	<b>77,037</b>	<b>21,500</b>
<b>1.1</b>	<b>Construction Investment Project</b>	<b>77,037</b>	<b>21,500</b>
-	Ba Ngòi Port Capacity Enhancement Project	53,000	But
-	Investment Project for Construction of Berth No. 2 at Ba Ngòi Port (GD92)		
-	Land reclamation project to create a site for the Ba Ngòi upstream petroleum and aviation fuel depot.	17,537	15,000
-	Western area candle project (Remaining unlevelled area)	6,500	6,500
<b>2</b>	<b>The project commenced in the planned year.</b>		<b>55,300</b>
<b>2.1</b>	<b>Construction Investment Project</b>	<b>22,200</b>	<b>22,200</b>
-	Port Power System Upgrade Project	8,500	8,500
-	N2 Internal Branch Road Upgrade Project	6,100	6,100
-	T2, T3 main road project	7,600	7,600
<b>2.2</b>	<b>Equipment procurement project</b>	<b>29,500</b>	<b>29,500</b>
-	Mobile crane 180 - 250T	20,000	20,000
-	60T Mobile Crane	5,500	5,500
-	4.5m3 wheel loader	2,000	2,000
-	Project on tools, equipment, and handling vehicles	2,000	2,000
<b>2.3</b>	<b>IT Project</b>	<b>3,600</b>	<b>3,600</b>
-	IT project, digital transformation equipment	3,600	3,600

**REPORT OF THE SUPERVISORY BOARD  
REGARDING THE MONITORING OF BUSINESS OPERATIONS AND THE  
SUPERVISION OF THE BOARD OF DIRECTORS AND THE GENERAL  
DIRECTOR OF CAM RANH PORT JOINT STOCK COMPANY IN 2025**

To: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

On behalf of the Supervisory Board, I would like to report to the Annual General Meeting of Shareholders 2026 on the results of the Supervisory Board's monitoring of the Company's business operations, the Board of Directors, and the General Director in 2025 of Cam Ranh Port Joint Stock Company. as follows:

**I. EVALUATION OF MONITORING RESULTS ON THE  
IMPLEMENTATION OF PRODUCTION AND BUSINESS  
PERFORMANCE, IMPLEMENTATION OF AGM RESOLUTIONS, AND  
PREPARATION OF THE COMPANY'S 2025 FINANCIAL  
STATEMENTS:**

**1. Assessing the business performance:**

The Supervisory Board has overseen the organization of business operations and the company's performance in 2025, and has unanimously reached the following assessment:

**1.1 Implement the business plan.**

No.	Target	Unit	Plan 2025	2025 (Financial Statements)	% Compare	
					2024	Plan 2025
<b>I</b>	<b>Consolidation</b>					
1	Cargo Throughput	Ton	2,650,000	4,220,097	174.67%	159.25%
2	Revenue	Million VND	198,000	261,188	145.76%	131.91%
3	Profit before tax	Million VND	23,500	36,390	171.42%	154.85%
<b>II</b>	<b>Parent company</b>					
4	Revenue	Million VND	189,000	254,008	147.73%	134.40%
5	Profit before tax	Million VND	22,500	35,506	173.42%	157.80%

- Regarding volume: The volume of goods handled has recorded a dramatic increase, reaching 4.22 million tons/year. The strongest growth was in the domestic goods group, with construction stone reaching over 2.35 million tons (a



214.8% increase); cement, concrete components, and steel also recorded impressive growth rates of over 100%. For the import-export group, wood chips continued to maintain stability at over 861,326 tons, while stone exports and imports decreased slightly as customers prioritized resources for the domestic market.

- Regarding revenue:

+ Consolidated revenue in 2025 was VND 261.2 billion, an increase of 45.8% compared to the same period last year and reaching 131.9% of the planned target. Net revenue from sales and services was VND 258.57 billion, reaching 145.7% compared to the same period last year.

+ The parent company's revenue in 2025 is VND 254.01 billion, an increase of 47.7% compared to the previous year and reaching 134.4% of the planned target. Net revenue from sales and services is VND 251.12 billion, reaching 147.3% compared to the same period last year. Of this, revenue from loading, unloading, and warehousing is VND 150.95 billion, accounting for 70.2% of revenue from sales and services, an increase of 99.8% compared to the same period in 2024. Reason: In 2025, the structure of goods passing through the port has clearly shifted towards increasing the proportion of domestic goods and decreasing the proportion of export goods, with higher loading and unloading unit prices and maximum utilization of warehouse space, resulting in higher revenue from loading, unloading, and warehousing. Financial income reached VND 2.85 billion, achieving 193.9% compared to the same period last year, mainly due to a 36.9% increase in dividends and distributed profits, and a 240.3% increase in bank interest compared to the same period.

- Regarding profits:

+ Consolidated pre-tax profit reached VND 36.39 billion, an increase of 71.42% compared to 2024 and exceeding the 2025 plan by 54.85%.

+ The parent company's pre-tax profit reached VND 35,506 billion, an increase of 73.4% compared to 2024 and exceeding the 2025 plan by 57.81%.

1.2 Implementing the investment plan:

\* Investment and asset procurement activities

<b>No</b>	<b>Project/ Construction</b>	<b>Scale</b>	<b>Investment plan for 2025 (billion VND)</b>	<b>Disbursement status (billion VND)</b>	<b>Volume completed</b>	<b>Plan completion rate</b>
<b>1</b>	<b>Investment in Construction Capital</b>		<b>24,000</b>	<b>7,731</b>		

N o	Project/ Construction	Scale	Investme nt plan for 2025 (billion VND)	Disburseme nt status (billion VND)	Volume complet ed	Plan completi on rate
1. 1	Project to enhance the operational capacity of the Ba Ngòi port (Investment preparation phase) - (Continued from 2023)	Upgrading berth 2 to 70,000 DWT reduces cargo load.	0	0	0	0%
1. 3	Land reclamation project to create a storage area for the Ba Ngòi upstream petroleum and aviation fuel depot (Continued from 2024)	Leveling 2 hectares	15,000	0	0	0%
1. 4	Cam Ranh Port West Shore Land Development Project (Phase 2)	Leveling 0.8 hectares	5,000	4,390	100%	88%
1. 5	Main road T1 drainage system	800m	2,000	1,863	100%	93%
1. 6	Investment in the construction of Berth No. 2 at Ba Ngòi Port (Phase 2)	10.3 hectares	2,000	0	0%	0%
2	<b>Equipment shopping</b>		<b>20,673</b>	<b>11,868</b>		
2. 1	Digital Transformation Equipment and Tools	System/Software/ Device	1,568	0.869	33%	55%



<b>N o</b>	<b>Project/ Construction</b>	<b>Scale</b>	<b>Investme nt plan for 2025 (billion VND)</b>	<b>Disburseme nt status (billion VND)</b>	<b>Volume comple ted</b>	<b>Plan completi on rate</b>
	Project (Continued from 2024)					
2. 2	Project on tools, equipment, and handling vehicles (Continued from 2024)	Based on production and business needs for purchasing and manufacturing.	1,605	1,033	100%	64%
2. 3	Mobile cranes – lifting capacity over 180 tons. (According to Resolution of the Board of Directors: 397/2025/NQ- CCR.HĐQT: added to the 2025 investment plan)	1 piece	10,000	9,966	100%	100%
2. 4	40T fixed crane	40T electric crane	7,500	0	0	0%
<b>3</b>	<b>Project side of the plan</b>					
3. 1	100T weighing ion (off-plan)	Electronic scales 100T	0	1,478	100%	
	<b>Total</b>		<b>44,673</b>	<b>19,599</b>		

The basic investment projects have complied . In accordance with regulations and rules, all projects, once operational, have achieved their intended effectiveness and investment objectives.

\* Investing in subsidiaries and affiliated companies

As of December 31, 2025, Cam Ranh Port has invested capital in two companies (one subsidiary and one associate company). Specifically: Cam Ranh Port Marine Services Joint Stock Company holds 51% (VND 3,569.79 million) and Cam Ranh Urban Joint Stock Company holds 6.5% (VND 2,340 million).

Based on the reports from the Supervisory Board and the Supervisory Board appointed at Cam Ranh Port Marine Services Joint Stock Company and Cam Ranh Urban Joint Stock Company, the business results for 2025 of the two companies mentioned above show profits of VND 979 million and VND 25,067 million respectively. The expected dividend distribution to be recorded in 2026 is: CMS VND 357 million (equivalent to 10%), and Urban Development VND 1,156 million (equivalent to 34.25%).

Comment: In 2025, investments in Cam Ranh Port Marine Services Joint Stock Company and Cam Ranh Urban Joint Stock Company will continue to be preserved and effective, and the invested entities will continue to thrive. Both companies reported profitable business results and are expected to pay dividends. However, the 2025 financial statements of Cam Ranh Port Marine Services Joint Stock Company still contain some recommendations from the independent auditor that have not been fully implemented. The Supervisory Board requests the Board of Directors to instruct the representative of the capital stake in the company to continue coordinating the review and rectification of the remaining issues in order to mitigate risks related to documentation and ensure the rigor of financial and accounting work.

- Contributing capital to a business in the form of a business cooperation contract.

In 2018, Cam Ranh Port signed a business cooperation contract with Quang Hung Maritime Joint Stock Company for the operation of Gottwald cranes and invested 7,000 million VND in cranes. The results achieved for the investment and operation of Gottwald cranes in 2025 show total revenue of 18,214 million VND, with the Port receiving 9,776 million VND in revenue. After deducting expenses, the net profit is 7,708 million VND.

Comment: As of December 31, 2025, the investment cooperation between Gottwald Crane and Quang Hung Maritime Joint Stock Company continues to yield results. The cumulative amount the company has received from this cooperation has exceeded the initial capital contribution, thus demonstrating that the investment capital has been fundamentally preserved and developed.

In 2023, Cam Ranh Port signed a business cooperation contract for investment in the Ba Ngòi upstream fuel storage and aviation fuel project with PetroVietnam Oil Corporation (PVOIL) for the amount of VND 17,000 million. In 2024, the project was completed. The investment plan was approved by the Provincial People's Committee. However, the Provincial People's Committee is requesting the Company and PVOIL to cooperate in adjusting the investment certificate. The project was divided into two parts (land reclamation and construction of an oil and gas storage facility). After completing the necessary documents and procedures, on March 18, 2026, the People's Committee of Khanh



Hoa province issued Decision No. 886/QĐ - UBND on leasing land and assigning the sea area to Cam Ranh Port for land reclamation to build an oil and gas storage facility. Currently, the company is implementing the investment procedures for the land reclamation project.

## **2. Implementation of the Resolution of the 2025 Annual General Meeting of Shareholders:**

In accordance with Resolution No. 01/2025/NQ-CCR.DHĐCĐ dated June 12, 2025, of the Annual General Meeting of Shareholders 2025, the Company has implemented the following specific actions:

- The company has distributed profits for 2024 in accordance with the Resolution passed at the General Shareholders' Meeting. Specifically, the company has fully allocated funds for the following: the Bonus Fund, the Welfare Fund, and the Management Board Bonus Fund for 2024, as stipulated in the regulations approved by the 2025 General Shareholders' Meeting. The Board of Directors has paid dividends for 2024 at the rate approved by the General Meeting of Shareholders, which is 5 % per share; Dividend payment method: cash , the record date for payment is August 18, 2025. The payment date is August 29 , 2025 (Resolution No. 428/2025/NQ-CCR.HĐQT dated July 24, 2025). The total amount of dividends to be paid to shareholders of Cam Ranh Port in 2024 is 12,226,809,000 VND. copper .

- The company has exceeded its 2025 production and business plan, which was approved by the 2025 Annual General Meeting of Shareholders (as specifically assessed in the business performance evaluation section above).

- In 2025, the Company paid salaries and remuneration to the Board of Directors and the Supervisory Board in accordance with regulations.

- The salary fund for the full-time Chairman of the Board of Directors in 2025 is VND 513,216,000 (*Five hundred thirteen million two hundred sixteen thousand VND*).

- The remuneration fund paid to the Chairman of the Board of Directors, Board Members, and Non-Executive Supervisory Board in 2025 was VND 561,888,000 (*Five hundred sixty-one million eight hundred eighty-eight thousand VND*).

In there:

The total remuneration paid to the Board of Directors members was VND 366,048,000 (*Three hundred sixty-six million forty-eight thousand VND*).

The total remuneration paid to the members of the Supervisory Board is VND 195,840,000 (*One hundred ninety-five million eight hundred forty thousand VND*).

- Acting on the authorization of the General Meeting of Shareholders, the Board of Directors has selected UHY Auditing and Consulting Co., Ltd. as the auditing firm to review the separate and consolidated financial statements for the first six months and the 2025 financial statements of Cam Ranh Port Joint Stock



Company, from the list of auditing firms approved by the General Meeting of Shareholders.

### **3. Results of the audit of the consolidated financial statements and separate financial statements:**

Based on the 2025 Financial Statements (Consolidated Financial Statements and Separate Financial Statements) of Cam Ranh Port, which have been audited by UHY Audit and Consulting Company Limited (Auditing Company).

The auditing firm has the following opinion on the consolidated financial statements: *"In our opinion, the consolidated financial statements fairly and reasonably reflect, in all material respects, the consolidated financial position of Cam Ranh Port Joint Stock Company as of December 31, 2025, as well as the consolidated operating results and consolidated cash flow for the fiscal year ended on the same date, in accordance with Vietnamese accounting standards, the Vietnamese corporate accounting system, and relevant legal regulations concerning the preparation and presentation of consolidated financial statements."*

The auditing firm has the following opinion on the separate financial statements: *"In our opinion, the separate financial statements fairly and reasonably reflect, in all material respects, the separate financial position of Cam Ranh Port Joint Stock Company as of December 31, 2025, as well as the separate operating results and separate cash flow for the financial year ended on the same date, in accordance with Vietnamese accounting standards, the Vietnamese corporate accounting system, and relevant legal regulations concerning the preparation and presentation of financial statements."*

The Supervisory Board has conducted an audit of the Company's separate and consolidated financial statements for 2025. Based on the audit report and the results of the review, the Supervisory Board finds that the 2025 financial statements are, in essence, complete. Prepared in accordance with applicable regulations and fairly and fairly reflecting, in all material respects, the financial position, business performance, and cash flow of the Company.

In addition, the Supervisory Board recommends that the Board of Directors and the Board of Management continue to review and refine certain issues where there are differing opinions regarding the basis for implementation, accounting basis, or the degree of compliance with internal regulations, in order to further improve the quality of financial information and governance of the Company.

Financial indicators for 2025 (*Audited financial statements for 2025*)

**According to the consolidated financial statements:**



Unit: billion VND

Items	31/12/24		31/12/25	
	Value	Percentage (%)	Value	Percentage (%)
<b>Total assets</b>	<b>314.73</b>		<b>353.26</b>	
+ Current assets	50.65	16.09%	86.07	24.36%
+ Long-term assets	264.08	83.91%	267.19	75.64%
<b>Total capital</b>	<b>314.73</b>		<b>353.26</b>	
+ Liabilities	34.22	10.87%	60.72	17.19%
- <i>Short-term debt</i>	25.49		54.97	
- <i>Long-term debt</i>	8.73		5.75	
+ Equity capital	280.51	89.13%	292.54	82.81%
- <i>Owner's equity contribution</i>	245.02		245.02	
- <i>Undistributed after-tax profit</i>	16.76		28.74	

No.	Items	Unit	31/12/25	01/01/25
I	Liquidation:			
	- Overall solvency	Time	5.82	9.20
	- Current ratio	Time	1.57	2.0
	- Quick ratio	Time	1.54	1.9
II	Debt ratio:			
	- Liabilities/Total Assets	%	17.2%	10.9%
	- Liabilities/Equity	%	20.8%	12.2%
III	Profitability			
	- Net profit after tax / Net revenue	%	11.2%	9.5%
	- Net profit after tax / Total assets (ROA)	%	8.2%	5.3%
	- Net profit after tax / Equity (ROE)	%	9.9%	6.0%

According to the separate financial statements:

Unit: billionVND

ITEMS	31/12/24		31/12/25	
	Value	Percentage (%)	Value	Percentage (%)
<b>Total assets</b>	<b>308.36</b>		<b>346.45</b>	
+ Current assets	46.35	15.0%	83.12	24.0%
+ Long-term assets	262.01	85.0%	263.33	76.0%
<b>Total capital</b>	<b>308.36</b>		<b>346.45</b>	
+ Liabilities	33.58	10.89%	59.74	17.2%
- <i>Short-term debt</i>	24.85		53.99	
- <i>Long-term debt</i>	8.73		5.75	
+ Equity capital	274.78	89.1%	286.71	82.8%
- <i>Owner's equity contribution</i>	245.02		245.02	
- <i>Undistributed after-tax profit</i>	16.311		28.24	

No	Items	Unit	31/12/25	01/01/25
I	Liquidation:			
	- Overall solvency	Time	9.2	5.80
	- Current ratio	Time	1.87	1.54
	- Quick ratio	Time	1.81	1.51
II	Debt ratio:			
	- Liabilities/Total Assets	%	10.9%	17.2%
	- Liabilities/Equity	%	12.2%	20.8%
III	Profitability			
	- Net profit after tax / Net revenue	%	9.5%	11.2%
	- Net profit after tax / Total assets (ROA)	%	5.3%	8.1%
	- Net profit after tax / Equity (ROE)	%	5.9%	9.8%



- In 2025, the Company's financial indicators were all within safe limits. The return on capital improved significantly and positively; the Company effectively managed capital and exploited assets efficiently, preserving equity capital.

- The company's cash flow situation in 2025 is quite good and stable. Net cash flow during the period and cash generated by the company are sufficient to meet the needs of business operations, investment activities, and financing activities, and ensure timely payment of debts due.

## **II. RESULTS OF MONITORING THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR IN THE MANAGEMENT AND OPERATION OF THE COMPANY:**

### **1. Activities of the Board of Directors:**

In 2025, the Board of Directors held 5 regular meetings and conducted 18 written consultations with Board members. This included one in-person meeting on June 12, 2025 (following the Shareholders' General Meeting) to elect the Chairman of the Board of Directors for the 2025-2030 term.

No.	BOD Member	Number of Board of Directors meetings attended in person and online	Meeting attendance rate	Reasons for not participating attend the meeting
01	Mr. Do Hung Duong	04/05	80%	Not yet a member of the Board of Directors before June 12, 2025
02	Mr. Pham Huu Tan	01/05	20%	Dismissal of the BOD Member on June 12, 2025
03	Mr. Nguyen Van Thang	05/05	100%	
04	Ms. Nguyen Thi Yen	05/05	100%	
05	Mr. Nguyen Van Tai	05/05	100%	
06	Mr. Luu Van Dung	04/05	80%	Not yet a member of the Board of Directors before June 12, 2025

No.	BOD Member	Number of Board of Directors meetings attended in person and online	Meeting attendance rate	Reasons for not participating attend the meeting
07	Ms. Nguyen Thi Minh Ngoc	01/05	20%	Dismissal of the BOD Member on June 12, 2025

The meetings of the Board of Directors are generally held in accordance with regulations; resolutions and decisions within their authority have been passed. These regulations were issued to serve the management and operation of the Company. The Board of Directors has also issued many internal regulations and rules related to governance, operation, finance, investment, human resources, and other management areas, contributing to the completion of the Company's governance framework in 2025.

Furthermore, in 2025, there were still shortcomings in sending meeting notices, meeting documents, and some written consultation materials to all members of the Supervisory Board. After the Supervisory Board provided feedback, the Board of Directors supplemented the documents and rectified the issues in early 2026. The Supervisory Board requests the Board of Directors to continue reviewing and standardizing the process of providing information and documents to ensure that information is provided fully, promptly, and consistently in accordance with the law, the Charter, and the internal regulations of the Company.

## **2. Activities of the General Director:**

- The General Director has implemented the Company's production and business activities in 2025 in accordance with the objectives, directions, and guidance in the resolutions of the General Meeting of Shareholders and the Board of Directors, and has basically complied with internal regulations, company charter, and legal regulations; in 2025, the Company will excellently achieve its production and business plan targets.

- The General Director has made efforts in carrying out daily operations and management work in 2025 in accordance with legal regulations and the company's internal regulations.

- The General Director has implemented the directives of the Board of Directors as outlined in the Board's resolutions, and has incorporated and



implemented necessary solutions in corporate management in accordance with the Board of Directors' directives and the opinions of the Supervisory Board.

- In 2025, the Board of Directors reissued 13 SOPs (Standard Operating Procedures) in business, operations, finance, meetings, etc., to improve and enhance the efficiency of business operations; implemented investment projects on schedule, meeting production and business requirements. The company has publicly disclosed information in accordance with the law.

### **3. Evaluate the coordination of activities between the Board of Directors, the General Director, and the Supervisory Board.**

The Supervisory Board noted that in 2025, the Board of Directors and the General Director had fundamentally coordinated with the Supervisory Board in carrying out their assigned functions and tasks, creating conditions for the Supervisory Board to access information and documents and participate in providing opinions on many issues related to corporate governance, financial management, and internal control. This coordination contributed to mitigating some risks and errors during the implementation process.

However, the provision of information and documents at certain times has not been truly complete or timely; some content needs further review to ensure greater accuracy in terms of legal basis, internal basis, and accounting basis. The Supervisory Board requests the Board of Directors and the Board of Management to continue addressing these issues in a substantive manner, with designated responsible parties and reports on the results of implementation for the Supervisory Board to monitor and supervise.

### **4. Regarding transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital, and members of the Board of Directors, the General Director, and related parties of those members; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager in the three years immediately preceding the transaction:**

1. Transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and their related parties: no transactions have occurred.

2. Transactions between the Company and a company in which a member of the Board of Directors is a founding member or a business manager within the last 3 years prior to the transaction: no transactions have occurred.

3. In 2025, Cam Ranh Port Joint Stock Company may enter into contracts and transactions with several enterprises identified as related parties under Article



167 of the Enterprise Law and the Securities Law. The company will submit these to the competent authority for approval and disclose information as required. (Details can be found in the company's 2025 corporate governance report)

### **III. RECOMMENDATIONS OF THE SUPERVISORY BOARD:**

The Supervisory Board has several recommendations for the Board of Directors and the Board of Management as follows:

#### **1. Regarding management, operation, and coordination of information provision.**

The company needs to continue reviewing and improving its internal regulations system to ensure consistent issuance throughout the year, avoiding concentration in the final months, thereby enhancing practical application. Simultaneously, it should strengthen monitoring, supervision, and timely updating of the results of implementing resolutions and operational directives, ensuring that information reflects fully and clearly the level of completion of each item; for tasks that are still pending or incomplete, the causes and responsibilities of relevant departments and individuals should be clearly identified to improve the effectiveness of implementation.

- We propose that the Board of Directors continue to ensure that meeting notices, meeting materials, opinion polls, and related documents are sent to all members of the Supervisory Board; and that the contact points, procedures, and methods of sending and receiving information are standardized to ensure that the Supervisory Board's right to access information and its supervisory rights are fully, promptly, and consistently exercised.

#### **2. Regarding monitoring the sustainability of business performance and risk management.**

- We request that the company continue to monitor and evaluate the sustainability of its growth results, especially in controlling costs in accordance with established internal regulations, balancing resources, and maintaining operational efficiency in the coming years. At the same time, it is necessary to strengthen market forecasting, diversify the customer base and product lines, and improve risk management capabilities to proactively respond to adverse fluctuations and ensure stable development in the medium and long term.

**payroll management, salary payments have specific characteristics, and overtime pay is also a matter of concern.**

is requested to continue improving its salary management practices by more closely linking them to productivity, work efficiency, and compliance with established internal regulations. Regarding certain salary expenditures of a specific nature, including payments under Labor Contract No. T06-2025 /HDLD



- CCR and overtime payments in 2025, the Board of Directors and the Board of Management are requested to direct a thorough review and clarification of the basis for job positions, salary payment mechanisms, payment methods, basis for determining payment levels, basis for using the salary fund, and corresponding accounting basis. If the review determines that any content lacks sufficient basis or requires further refinement, appropriate action should be taken in accordance with regulations, and the results should be reported to the Supervisory Board for monitoring and supervision.

Based on that, the Supervisory Board recommends that the Company continue to review salary payments to ensure full compliance with the Salary Regulations and to mitigate potential legal and tax risks.

#### **4. Regarding the recommendations of the independent auditor at Cam Ranh Port Marine Services Joint Stock Company (CMS)**

2025 financial statements of Cam Ranh Port Marine Services Joint Stock Company, some recommendations from the independent auditor have not been fully implemented. Although these issues do not materially affect the audit opinion, they still need to be reviewed and addressed to mitigate risks related to documentation and the likelihood of acceptance by competent authorities during inspections, audits, or tax settlements.

We propose that the Company's Board of Directors instruct the representative of the capital stake in CMS to coordinate the development of a specific plan for reviewing and addressing each issue recommended by the audit; clearly defining the implementation measures, the responsible party, the completion deadline, and the mechanism for monitoring results. If, after the review, any issues arise requiring further documentation or adjustments to the recording and processing of data, the unit is requested to propose appropriate solutions in accordance with regulations.

#### **5. Regarding expenses related to supporting VIMC's event organization in 2025**

Company is requested to continue reviewing and fully separating the records , documents , work content, beneficiaries , direct effectiveness, and accounting basis for expenses related to trade promotion , customer connection, market development, and brand promotion ; ensuring that the implementation and recording of these expenses are consistent with the economic nature of the transaction, within the correct authority, and in compliance with relevant laws, including Article 196 of the Enterprise Law . If the review reveals the need for further refinement of records, adjustment of recording methods, or appropriate



accounting treatment, the unit is requested to propose a suitable solution in accordance with regulations.

**6. Regarding the implementation of the SOP procedure:** The Port is requested to continue reviewing and standardizing the organization of documentation according to the structure of SOP 437, ensuring that each step has supporting documentation. Simultaneously, establish a mechanism for monitoring KPIs at each stage of the project, linked to specific timelines and control indicators. The Port needs to finalize the assignment of responsibilities according to the RACI matrix in a systematic and unified manner for the entire process. In addition, supplement the mechanism for controlling and completing documentation at each stage, ensuring that documentation is completed before moving to the next step. Strengthen internal guidance and inspection on SOP compliance to gradually standardize implementation and improve the effectiveness of control in practice.

**7. Regarding the implementation of BSC-KPI in 2025 :** The Supervisory Board recommends that the Company improve the quality of KPI design by strengthening indicators reflecting the efficiency of resource utilization, productivity, and growth quality; clearly quantifying qualitative indicators and defining control thresholds and specific evaluation criteria; linking the KPI system with internal control and risk management; and adding indicators related to cost control, asset utilization efficiency, and early warning mechanisms, thereby ensuring that KPIs truly serve as tools for management and control.

**8. Regarding Implement the recommendations in the conclusions/documents of inspection, audit, and review teams, as well as those of the Supervisory Board and the Internal Audit Department:**

The company needs to continue focusing on resolving outstanding issues, especially in the investment and legal sector. It needs to proactively coordinate with state management agencies, develop a roadmap and specific solutions to address these issues, avoiding delays that could affect investment progress and capital utilization efficiency. For the information technology and internal control sector, it is necessary to accelerate the deployment of systems, limit the parallel operation of manual and system-based processes, and ensure data synchronization and the reliability of management information. Simultaneously, it needs to strengthen measures to recover and handle difficult-to-collect accounts receivable, clarify the responsibilities of relevant departments to improve debt management efficiency and ensure financial security.

**9. Regarding the continued monitoring of issues raised by the Supervisory Board during the 2025 supervision process.**



Regarding the issues that the Supervisory Board has commented on during the 2025 monitoring process, it is requested that the Board of Directors and the Board of Management continue to review and finalize the documentation, process the issues, and report the results so that the Supervisory Board can continue to monitor and supervise in 2026. If, after review, it is determined that any content requires further documentation, adjustment of recording methods, or reprocessing to reflect the true nature of the business, the unit is requested to propose appropriate solutions in accordance with regulations.

The above is the Supervisory Board's Report on the results of monitoring the production and business activities, the Board of Directors, and the General Director of Cam Ranh Port Joint Stock Company in 2025. The Supervisory Board respectfully submits this report to the Annual General Meeting of Shareholders in 2026 for consideration and approval.

During the monitoring process, in addition to the positive results, In addition to achieving the above, the Supervisory Board also provided feedback on several issues that need further review, improvement, and correction to enhance the quality of governance, management, internal control, and ensure transparency and rigor in the Company's financial management in the future.

Thank you and best regards.

***Recipient:***

- As above;
- Board of Directors;
- General Director;
- Company website;
- Archived: Document, BOS

**O/B OF SUPERVISORY BOARD**  
**Head of the Board**



**Hoang Viet**

**SELF-ASSESSMENT REPORT ON TASK PERFORMANCE  
BY THE MEMBERS OF THE SUPERVISORY BOARD  
AND THE SUPERVISORY BOARD IN 2025, OPERATIONAL  
DIRECTIONS FOR 2026**

To: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

Based on the Charter of Organization and Operation, the Regulations on the Operation of the Supervisory Board, the internal management regulations of Cam Ranh Port Joint Stock Company, and the provisions of the law, the Supervisory Board hereby reports on the activities of the members of the Supervisory Board and the Supervisory Board in 2025 and the direction of activities for 2026 with the following contents:

**1. Regarding the number of members and activities of the Supervisory Board in 2025:**

***1.1. Regarding the number of members of the Supervisory Board***

- Members of the Supervisory Board for the 2020-2025 term (before June 12, 2025)

No.	Supervisory Board Member	Position	Date of first membership in the Supervisory Board	Date of dismissal of Supervisory Board member
01	Nguyen Thi Hien	Head	April 21, 2023	June 12, 2025
02	Tran Thi Thanh Thuy	Member	April 23, 2021	June 12, 2025
03	Bui Thi Ngoc Luong	Member	April 15, 2024	June 12, 2025

- Members of the Supervisory Board for the term 2025-2030 (effective from June 12, 2025)



No.	Supervisory Board Member	Position	Date of first membership in the Supervisory Board	Date of dismissal of Supervisory Board member
01	Hoang Viet	Head	June 12, 2025	
02	Tran Thi Thanh Thuy	Member	June 12, 2025	
03	Bui Thi Ngoc Luong	Member	June 12, 2025	

On June 12, 2025, the General Shareholders' Meeting elected the Supervisory Board for the 2025-2030 term of Cam Ranh Port Joint Stock Company. Immediately after the meeting, the Supervisory Board convened to elect the Head of the Supervisory Board for the 2025-2030 term.

### ***1.2. Meeting of the Supervisory Board***

No.	Supervisory Board Member	Number of meetings attended	Meeting attendance rate	Reasons for not attending the meeting
1	Hoang Viet	03/05	60%	Appointed as a member of the Supervisory Board from June 12, 2025
2	Nguyen Thi Hien	02/05	40%	Dismissal of the Supervisory Board on June 12, 2025
3	Tran Thi Thanh Thuy	05/05	100%	
4	Bui Thi Ngoc Luong	05/05	100%	

In 2025, the Supervisory Board held meetings to review and finalize the content of periodic monitoring reports, financial statement audit reports, evaluate the performance of the Board of Directors and the Board of Management, and discuss matters within the Supervisory Board's functions and responsibilities as stipulated. These meetings were conducted in accordance with the proper authority, composition, and content requirements, providing a basis for the Supervisory Board to carry out its monitoring and inspection work throughout the year.

### ***1.3 Results of the Supervisory Board's performance in 2025***

The Supervisory Board has performed its functions and duties as stipulated in the Company Charter, the Regulations on the Operation of the Supervisory Board, and the work plan set out for 2025, specifically as follows:

- Review and monitor the business performance results for 2024, assess the completion of tasks by the Board of Directors and the General Director based on the resolutions of the 2024 General Meeting of Shareholders, appraise separate and consolidated financial statements, and review the implementation of the allocation and use of the salary fund and the reward and welfare fund for 2024.

- Monitor the company's business operations and financial performance during the reporting periods of Q1, Q2, and Q3 2025.

- Oversee the preparations and organization of the Company's 2025 Annual General Meeting of Shareholders, to be held on June 12, 2025.

- Supervising the issuance of resolutions by the General Meeting of Shareholders and the Board of Directors. All resolutions are issued within the proper authority, in compliance with the Charter, resolutions of the General Meeting of Shareholders, and relevant legal regulations.

- Regularly access and study documents and resolutions of the Board of Directors; documents, reports, and materials of the Board of Management through the electronic office system, email, reports at regular meetings, and other information channels to stay informed about the Company's operations.

- Coordinate with the Board of Directors and the Board of Management in the process of inspecting and monitoring the implementation of resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, and internal regulations in the management and operation of the enterprise.

- In 2025, in addition to the planned regular monitoring activities, the Supervisory Board reviewed and provided feedback on several issues requiring further clarification and improvement in governance, administration, finance, the use of the salary fund, certain specific expenditures, the implementation of independent audit recommendations, and the provision of information for monitoring activities. The Supervisory Board's feedback serves as a basis for the Board of Directors, the Board of Management, and relevant units to continue reviewing, addressing, and improving these aspects in the future.

- Timely participation in providing feedback and suggestions on necessary amendments and additions to contribute to improving the effectiveness of governance, management, and risk control in the Company's operations.

- Participate in providing feedback on the development, amendment, and improvement of internal regulations and rules to suit the actual operational situation and current regulations.

- Perform other duties as prescribed by law, the Company Charter, and the Regulations on the Operation of the Supervisory Board.

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In 2025, the Supervisory Board did not receive any letters, requests, suggestions, or complaints from shareholders or groups of shareholders that fell under the Supervisory Board's jurisdiction.

#### ***1.4. Evaluating the performance of the Supervisory Board members***

- The members of the Supervisory Board have acted in compliance with the provisions of the law, the Charter, the internal regulations on corporate governance, and the operating regulations of the Supervisory Board.

- Each member of the Supervisory Board performed their assigned duties with a sense of responsibility, seriousness, and objectivity; coordinating, exchanging information, and supporting each other in the process of carrying out their tasks.

- The Supervisory Board members closely followed the work program, monitoring plan, and actual arising tasks; they provided input on matters related to the company's governance, management, finance, and production and business activities.

- The members of the Supervisory Board proactively studied files and documents, and provided input on issues that still needed further review and clarification in governance, management, finance, and internal control; thereby contributing to improving the quality of supervision and risk warning for the Company.

- The members of the Supervisory Board have maintained the principles of working independently and objectively, in the best interests of shareholders and the Company; they have essentially completed their assigned tasks in 2025.

- Besides the achievements, the Supervisory Board's activities in 2025 will still depend on the provision of information and documents from relevant units; some in-depth monitoring content needs to be further strengthened in 2026 to further improve the quality and effectiveness of the Supervisory Board's operations.

**Overall assessment:** In 2025, the Supervisory Board and its members essentially fulfilled their functions and duties as stipulated by law, the Company Charter, and the Supervisory Board's operating regulations; they conducted supervision, inspection, and provided input on important matters related to the Company's governance, management, finance, and business operations. The Supervisory Board's activities ensured independence and objectivity, contributing to supporting the Board of Directors and the Board of Management in governance and risk control.

### ***1.5. Salaries, remuneration, bonuses, and operating expenses of the Supervisory Board in 2025.***

The remuneration of the members of the Supervisory Board is paid in accordance with the Resolution of the General Meeting of Shareholders of the Joint Stock Company and relevant legal regulations, as well as the internal regulations of the Company. The total remuneration paid to the members of the Supervisory Board is VND 195,840,000 (*One hundred ninety-five million eight hundred forty thousand VND*).

Performance bonuses are awarded in accordance with the resolutions of the Company's General Shareholders' Meeting and distributed according to the Company's regulations on the management and use of funds.

The operating expenses of the Supervisory Board are incurred in accordance with the spending limits stipulated in the Company's internal regulations.

### **2. Operational Directions for 2026**

Based on the Supervisory Board's activities in 2025 and the Company's production, business, and investment plan for 2026, the Supervisory Board sets forth the following operational directions for 2026:

- Monitoring compliance with the Company's Charter and state laws. Monitoring the implementation of resolutions, decisions, and regulations of the Board of Directors and the Company's internal management regulations.

- Oversee the production, business, and investment activities of Cam Ranh Port as approved by the General Shareholders' Meeting. Supervise the management and operation of the Board of Directors and the Board of Management in accordance with their functions and responsibilities.

- Conduct an assessment of business performance reports, review and evaluate the 2025 financial statements and the first quarter, semi-annual, and third quarter 2026 financial statements of Cam Ranh Port.

- Fully participate in all Board of Directors meetings and related meetings to understand the Company's business operations and provide timely warnings to ensure the interests of shareholders are protected.

- Strengthen coordination with the Board of Directors and the Company's Board of Management to fully and effectively implement the Shareholders' General Meeting Resolution of 2026.

- Inspect compliance with state regulations, policies, and laws. Inspect the progress of developing internal management rules, regulations, and procedures within the company.

- Stay updated on newly issued policies and regulations, and participate in training courses to improve professional skills.





- Continue to monitor and supervise the review, rectification, and completion of documents, grounds, and handling plans for the issues that the Supervisory Board has commented on in 2025; recommend that the Board of Directors, the Board of Management, and relevant units report on the implementation results to serve as a basis for continued supervision in 2026.

- Perform other duties of the Supervisory Board in accordance with its functions, responsibilities, and the provisions of the current Enterprise Law.

The above is a self-assessment report on the performance of the members of the Supervisory Board and the Supervisory Board itself in 2025, and the operational direction of the Supervisory Board in 2026, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted!

***Recipient:***

- As above;
- Board of Directors, General Director;
- The BOS Member;
- Company secretary;
- Archived: BOS.

**O/B OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD**



**Hoang Viet**

No.: 175/TTr - CCR.HĐQT

*Khanh Hoa, Dated 31/03/2026*

**PROPOSAL**

**Regarding the approval of salaries and remuneration for the Board of Directors and Supervisory Board in 2025 and propose the remuneration levels for the Board of Directors and the Supervisory Board in 2026 of Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

*Pursuant to:*

- *Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;*

- *Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;*

- *Based on Resolution No. 01/NQ-CCR.HĐQT dated June 12, 2025, of the General Meeting of Shareholders approving the planned salary and remuneration levels for 2025 of the Board of Directors and the Supervisory Board of Cam Ranh Port Joint Stock Company;*

- *Based on the business performance results for 2025 and the business plan for 2026 of Cam Ranh Port Joint Stock Company;*

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the salaries and remuneration for the Board of Directors and Supervisory Board for 2025; and the planned remuneration for the Board of Directors and Supervisory Board for 2026 of Cam Ranh Port Joint Stock Company, specifically as follows:

**I. Approve the salary and remuneration fund for the Board of Directors and the Supervisory Board for the year 2025.**

- The salary fund for the full-time Chairman of the Board of Directors in 2025 is VND **513,216,000** (*Five hundred thirteen million two hundred sixteen thousand Dong*).

- The remuneration fund paid to the Chairman of the Board of Directors, Board Members, and Supervisory Board in 2025 was VND **561,888,000** (*Five hundred sixty-one million eight hundred eighty-eight thousand Dong*).

In there:





The total remuneration paid to the Board of Directors members was VND **366,048,000** (*Three hundred sixty-six million forty-eight thousand Dong*).

The total remuneration paid to the members of the Supervisory Board is VND **195,840,000** (*One hundred ninety-five million eight hundred forty thousand Dong*).

## **2. Proposed remuneration for the Board of Directors and Supervisory Board in 2026**

Based on the 2026 business plan, the company's revenue and profit targets are expected to continue to grow at an average rate of 12-15%. In addition, the management, direction, and supervision of business operations are becoming increasingly challenging for the Board of Directors and the Supervisory Board.

To ensure that the remuneration is commensurate with the responsibilities and workload of the Board of Directors and the Supervisory Board of the Company, the Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders the remuneration levels for members of the Board of Directors and the Supervisory Board for the year 2026 as follows:

<b>No.</b>	<b>Title</b>	<b>Remuneration</b>
01	Chairman of the Board of Directors	20,000,000 VND/person/month
02	BOD member / Independent Member	10,000,000 VND/person/month
03	Head of the Supervisory Board	10,000,000 VND/person/month
04	Member of the Supervisory Board	7,000,000 VND/person/month

The total planned remuneration fund for the Board of Directors and Supervisory Board in 2026 is VND **1,008,000,000** (*One billion eight million Dong*).

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits this to the General Meeting of Shareholders for approval .

Best regards./.

### ***Recipients:***

- As above ;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B BY BOARD OF DIRECTORS  
CHAIRMAN**



**SALARY AND REMUNERATION PAYMENT TABLE FOR BOARD OF DIRECTORS AND SUPERVISORY BOARD MEMBERS IN 2025**

*(Attached to Proposal No. /TTr-CCR.HDQT, dated /3/2026)*

No	Full name	Title	Time	Average monthly fee for completed projects (million VND)	Number of months	Total payroll budget for 2025 (million VND)	Total remuneration for 2025 (million VND)
<b>I</b>	<b>Board of Directors</b>						<b>366,048</b>
1	Pham Huu Tan	Chairman of the BOD	From 01-06/2025		06	<b>513,216</b>	
2	Do Hung Duong	Chairman of the BOD	From 12/6-12/2025	11,088	6.6		66,528
3	Nguyen Van Thang	Member of BOD	From 01-12/2025	6.24	12		74.88
4	Nguyen Thi Yen	Member of BOD	From 01-12/2025	6.24	12		74.88
5	Nguyen Van Tai	Member of BOD	From 01-12/2025	6.24	12		74.88
6	Nguyen Thi Minh Ngoc	Independent Member of BOD	From 01-12/6/2025		5.4		33,696
7	Luu Van Dung	Independent Member of BOD	From 12/6-12/2025		6.6		41,184
<b>II</b>	<b>Supervisory Board</b>						<b>195.84</b>
1	Nguyen Thi Hien	Head of the Supervisory Board	From 01-12/6/2025	6.24	5.4		33,696
2	Hoang Viet	Head of the Supervisory Board	From 12/6-12/2025	6.24	6.6		41,184



3	Bui Thi Ngoc Luong	Supervisor y Board Member	From 01- 12/2025	5.04	12		60.48
4	Tran Thi Thanh Thuy	Supervisor y Board Member	From 01- 12/2025	5.04	12		60.48

No.: 176/2026/TT-CCR.BKS

*Khanh Hoa, March 31, 2026*



**PROPOSAL**

**Regarding the selection of an auditor for the 2026 financial statements.**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

***Pursuant to:***

- *The Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Cam Ranh Port Joint Stock Company was approved by the General Meeting of Shareholders on April 15, 2024.*

In exercising the powers and obligations stipulated in the Company Charter and the provisions of the Law, the Supervisory Board of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the list of auditing firms to audit the 2026 financial statements of Cam Ranh Port Joint Stock Company as follows:

**1. Criteria for selecting an auditing firm**

- As a reputable and trusted independent auditing firm, we are relied upon by many public companies and have a team of highly qualified and experienced auditors.
- As a legally operating entity in Vietnam, it is included in the list of qualified auditing firms published annually by the Ministry of Finance.
- The audit fee is reasonable and commensurate with the content, quality, and timeline of the Company's audit. A leading audit firm from the list of qualified audit firms published annually by the Ministry of Finance will be selected to conduct the audit and review of the Company's 2026 financial statements.

**2. List of recommended auditing firms**

The Supervisory Board of Cam Ranh Port Joint Stock Company proposes a list of 04 independent auditing firms that meet the selection criteria mentioned above:

- AASC Auditing Firm Co., Ltd.
- A&C Auditing and Consulting Company Limited;
- UHY Auditing and Consulting Company Limited;



- Deloitte Vietnam Audit Company Limited.

The Supervisory Board of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the proposed selection criteria and the list of auditing firms mentioned above, and authorizes the Board of Directors to decide on the selection of an auditing firm to review the semi-annual financial statements and audit the 2026 financial statements of Cam Ranh Port Joint Stock Company, ensuring quality, efficiency, and reasonable costs in accordance with the law.

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

***Recipients:***

- General Shareholders' Meeting;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B OF BOARD OF SUPERVISORS  
PREFECT**



**Hoang Viet**

No.: 225/2026/TTr-CCR.HĐQT

Khanh Hoa, Dated 17/04/2026

**PROPOSAL**

**Regarding the approval of the 2026 Business Plan  
of Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

***Pursuant to:***

- *Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;*
- *Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;*
- *Based on the Minutes of Opinion Collection No. 11/2026/BB-CCR.HĐQT dated April 17, 2026 of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents submitted to the 2026 Annual General Meeting of Shareholders,*

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the Business Plan for 2026 of Cam Ranh Port Joint Stock Company, specifically as follows:

Target	Unit	2026 Plan
<b>I. Consolidation</b>		
1. Output	Ton	4,748,000
2. Revenue	Mil. VND	295,800
3. Profit before tax	Mil. VND	37,200
<b>II. Parent company</b>		
1. Revenue	Mil. VND	285,800
2. Profit before tax	Mil. VND	36,000
3. Dividends paid	%	7.5%

*(Attached: Business Production Plan)*

Respectfully submitted./.

**Recipients:** 

- As above ;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B OF BOARD OF DIRECTORS**



**CHAIRMAN**

**Do Hung Duong**



## 1. PRODUCTION AND BUSINESS PLAN FOR 2026 (PARENT COMPANY)

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>I. GOODS TRANSPORTATION VOLUME</b>	Ton	2,650,000	4,220,098	4,748,000	159%	113%
<b>1. Production by item</b>						
1.1. Containerized cargo volume	Teu	300	510	500	170%	98%
1.2. Non-containerized cargo volume	Ton	2,650,000	4,220,098	4,748,000	159%	113%
Export	Ton	1,065,000	960.81	1,000,000	90%	104%
Import	Ton	40,000	29,468	25,000	74%	85%
Inland	Ton	1,545,000	3,229,818	3,723,000	209%	115%
<b>2. Passengers passing through</b>	Passenger					
<b>3. Number of ships entering the port</b>	Ship		1,062			
<b>II. TOTAL REVENUE (3+6+8)</b>	Mil.VND	189,000	254,008	285,000	134%	113%
1. Revenue from sales and services	Mil.VND	187,600	251,123	289,881	134%	115%
2. Deductions	Mil.VND	0	0	-6.181		
3. Net revenue from providing services (1-2)	Mil.VND	187,600	251,123	283,700	134%	113%
<b>III. TOTAL COST (4+7+9)</b>	Mil.VND	166,500	218,501	249,800	131%	114%

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>4. Operating costs of production and business (4.1 + 4.2 + 4.3)</b>	Mil.VND	164,800	214,057	248,689	130%	116%
4.1 Cost of Goods Sold	Mil.VND	140,155	174,539	216,450	125%	124%
4.2 Business Management Costs	Mil.VND	24,245	39,237	31,919	162%	81%
4.3 Selling expenses	Mil.VND	400	281	320	70%	114%
<b>5. Profit from mining (3-4)</b>	Mil.VND	22,800	37,066	35,011	163%	94%
<b>6. Financial operating revenue</b>	Mil.VND	1,200	2,847	1,900	237%	67%
<b>7. Financial operating expenses</b>	Mil.VND	1,050	648	798	62%	123%
<b>8. Other revenue</b>	Mil.VND	200	38	200	19%	526%
<b>9. Other expenses</b>	Mil.VND	650	3,796	313	584%	8%
<b>IV. EBITDA</b>	Mil.VND	<b>45,110</b>	<b>57,244</b>	<b>60,418</b>	127%	106%
<b>V. PROFIT BEFORE TAX (II-III)</b>	Mil.VND	<b>22,500</b>	<b>35,507</b>	<b>36,000</b>	158%	101%
<b>VI. PROFIT AFTER TAX</b>	Mil.VND	<b>16,300</b>	<b>28,216</b>	<b>25,454</b>	173%	90%
<b>VII. BUDGET PAYMENT</b>	Mil.VND	<b>15,000</b>	<b>29,001</b>	<b>30,900</b>	193%	107%
<b>10. LABOR AND PAYROLL INDICATORS</b>						
10.1 Average number of employees	Labor	173	170	176,82	98%	104%



Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
10.2 Total payroll and remuneration fund (including payroll fund, remuneration fund, and provisions)	Mil.VND	36.713	60.062	60.508	164%	101%
10.3 Average income per employee (including salary and other direct income received by employees)	Mil.VND/Labor/month	18,41	27,17	29,38	148%	108%
<b>VIII. OTHER INDICATORS</b>						
11. Average productivity of container handling/crane/hour	Moves/crane/h					
12. Average cargo handling productivity per container/ship/hour	Moves/ship/h					
13. Average handling productivity for bulk and general cargo.	Tons / day	7,361	11,722	11,833	159%	101%

## 2. PRODUCTION AND BUSINESS PLAN FOR 2026 (CONSOLIDATED)

Target	Unit	Plan for 2025	Actual in year 2025	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>I. GOODS TRANSPORTATION VOLUME</b>	Ton	2,650,000	4,220,098	4,748,000	159%	113%
<b>1. Production by item</b>						

Target	Unit	Plan for 2025	Actual in year 205	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.1. Containerized cargo volume	Teu	300	510	500	170%	98%
1.2. Non-containerized cargo volume	Ton	2,650,000	4,220,098	4,748,000	159%	113%
Export	Ton	1,065,000	960,812	1,000,000	90%	104%
Import	Ton	40,000	29,468	25,000	74%	85%
Inland	Ton	1,545,000	3,229,818	3,723,000	209%	115%
<b>2. Passengers passing through</b>	passenger					
<b>3. Number of ships entering the port</b>	Ship		1,062			
<b>II. TOTAL REVENUE (3+6+8)</b>	Mil.VND	<b>198,000</b>	<b>270,255</b>	<b>295,800</b>	136%	109%
1. Revenue from sales and services	Mil.VND	196,550	267,279	299,831	136%	112%
2. Deductions	Mil.VND	0	0	-6.181		
3. Net revenue from providing services (1-2)	Mil.VND	196,550	267,279	293,650	136%	110%
<b>III. TOTAL COST (4+7+9)</b>	Mil.VND	<b>174,500</b>	<b>233,511</b>	<b>258,600</b>	134%	111%
<b>4. Operating costs of production and business (4.1 + 4.2 + 4.3)</b>	Mil.VND	172,600	229,066	257,490	133%	112%
4.1 Cost of Goods Sold	Mil.VND	146,953	187,269	222,701	127%	119%
4.2 Business Management Costs	Mil.VND	25,247	41,516	34,469	164%	83%



Target	Unit	Plan for 2025	Actual in year 205	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
4.3 Selling expenses	Mil.VND	400	281	320	70%	114%
<b>5. Profit from mining (3-4)</b>	Mil.VND	23,950	38,213	36,160	160%	95%
<b>6. Financial operating revenue</b>	Mil.VND	1250	2,938	1,950	235%	66%
<b>7. Financial operating expenses</b>	Mil.VND	1250	648	798	52%	123%
<b>8. Other revenue</b>	Mil.VND	200	38	200	19%	526%
<b>9. Other expenses</b>	Mil.VND	650	3,797	313	584%	8%
<b>IV. EBITDA</b>	Mil.VND	<b>46,800</b>	<b>59,355</b>	<b>62,768</b>	127%	106%
<b>V. PROFIT BEFORE TAX (II-III)</b>	Mil.VND	<b>23,500</b>	<b>36,744</b>	<b>37,200</b>	156%	101%
<b>VI. PROFIT AFTER TAX</b>	Mil.VND	<b>18,300</b>	<b>29,195</b>	<b>26,454</b>	160%	91%
<b>VII. BUDGET PAYMENT</b>	Mil.VND					
<b>10. LABOR AND PAYROLL INDICATORS</b>						
10.1 Average number of employees	Labor	196	193	205,82	98%	107%
10.2 Total payroll and remuneration fund (including payroll fund, remuneration fund, and provisions)	Mil.VND	39.940	64.114	65.550	161%	102%
10.3 Average income per employee (including salary and other direct income received by employees)	Mil.VND/Labor/month	17,63	25,68	27,28	146%	106%

Target	Unit	Plan for 2025	Actual in year 205	Plan for 2026	Comparison (%) Actual 2025/Plan 2025	Comparison (%) Plan 2026/Actual 2025
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>VIII. OTHER INDICATORS</b>						
11. Average productivity of container handling/crane/hour	Moves/crane/h					
12. Average cargo handling productivity per container/ship/hour	Moves/ship/h					
13. Average handling productivity for bulk and general cargo.	Tons / day	7,361	11,722	11,833	136%	109%



No.: 226/2026/TTr-CCR.HĐQT

Khanh Hoa, April 17, 2026

**PROPOSAL**

**Regarding the approval of the Business Direction 2026-2030  
of Cam Ranh Port Joint Stock Company**

**Respectfully to:** Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

**Pursuant to:**

- The Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- The Charter of Cam Ranh Port Joint Stock Company was approved by the General Meeting of Shareholders on April 15, 2024;
- Based on the Minutes of the Opinion Survey Form No. 11/2026/BB-CCR.HĐQT dated April 17, 2026, of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents to be submitted to the Annual General Meeting of Shareholders in 2026,

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the Business Direction for the period 2026-2030 of Cam Ranh Port Joint Stock Company, specifically as follows:

**1. Targets by 2030**

The target is to develop Cam Ranh Port into a stable and sustainable hub, enhance its operational capacity, expand logistics services, and gradually affirm its role as an important trade hub in the region.

**2. Key production and business targets by 2030**

Target	ĐVT	Năm 2030	Average growth rate/year
1. Productivity	Tons	6,800,000	Target: 11%/year
2. Revenue	Billion VND	458	Target 12%/year
3. Profit	Billion VND	64	Target 12%/year

Gradually develop Cam Ranh Port into a logistics hub for the SouthCentral Coast region, providing integrated port operation, logistics, and maritime services, contributing to the socio-economic development of Khanh Hoa province and the surrounding area.

- Logistics targets: Complete investment in one specialized warehouse of 4,000 m2 to serve logistics; Logistics revenue accounts for 12% or more of total revenue.

#### 4. Infrastructure Investment and Development

##### 4.1. Key projects:

- Project No. 2: Striving to complete the transfer of the Investment Registration Certificate for Project No. 2 from Vietnam Maritime Corporation to Cam Ranh Port Joint Stock Company to proactively continue investment, completion, and effective operation of the project.

- Upgrading the berths: Complete Phase 2 of Berth No. 2 Project before 2030, ensuring the capacity to receive fully loaded 50,000 DWT vessels and partially loaded 70,000 DWT vessels; gradually study investment in Berth No. 3, striving for completion before 2035.

- Warehouses and waterways: Promote and work with relevant agencies to implement dredging of the Ba Ngòi waterway to meet the design standard of -12m; invest in expanding 10.3 hectares of the No. 2 Wharf Project; concrete approximately 150,000 m<sup>2</sup> of cargo yard, and develop a specialized warehouse system to serve logistics.

- Equipment: Invest in a comprehensive range of modern loading and unloading equipment, especially mobile cranes with a lifting capacity of 180–250 tons, to meet the demands of handling oversized and overweight cargo and improve ship turnaround efficiency.

4.2. Estimated total investment: 500 billion VND (*Five hundred billion Vietnamese Dong*)

Develop and implement a plan for raising capital through various channels: commercial loans, increasing charter capital, joint ventures and partnerships.

*(Attached: Appendix of Objectives and Tasks for the period 2026-2030)*

Respectfully submitted./.

Recipients:

- General Shareholders' Meeting;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Đo Hùng Duong**



**Appendix:**  
**OBJECTIVES AND TASKS FOR THE PERIOD 2026-2030**  
**OF CAM RANH PORT JOINT STOCK COMPANY**

*(Attached is the Submission No. /2026/TTr-CCR.HĐQT dated April 17, 2026 of the Board of Directors)*

No.	Target	Mission	Result	Completion deadline
1	Achieve production, business, and logistics targets by 2030.	Maintain and expand product sources; develop strategic customers.	Production reached 6.8 million tons; stable growth.	2026–2030
		Developing integrated logistics services	Logistics $\geq 12\%$ of revenue	
		Establishing supply chain linkages with businesses within and outside the VIMC ecosystem.	Establishing a stable service chain	
2	Enhance exploitation capacity	Investment in Berth No. 2, Phase 2	Increase ship receiving capacity	2026–2028
		Investing in a 4,000m <sup>2</sup> specialized warehouse.	Enhancing supply chain service capacity	2028 - 2030
		Invest in handling equipment.	Increase mining capacity	2026–2028
		Optimizing port and dock operations, improving processes.	Increase berth turnover rate, reduce ship waiting time.	Annual
3	Ensuring funding for development investment during the 2026–2030 period.	Develop and implement a plan to raise capital (~500 billion VND) through the following channels: commercial loans, increasing charter capital, joint ventures and partnerships.	Ensure sufficient funding for investment projects; maintain financial security.	2026 - 2030

4	Digital transformation	Deploy STOS, ePort, Sparking, FAST	Automation, reduction of manual labor	2026–2027
		Digitizing the mining process and customer relationships.	Faster processing, greater data transparency.	2026–2028
		BI, Dashboard, AI applications	Real-time reporting, decision support.	2027–2030
5	Human resource development	Develop a training and development plan for human resources.	Improving the quality of human resources.	Annual
		Attracting and retaining high-quality talent.	Stabilize the team, reduce turnover.	2026–2030
		Develop a mechanism for incentivizing and evaluating KPIs.	Improve labor productivity	2026–2027
6	Developing green ports	Environmental control, emission reduction.	Meets environmental standards	2026–2030
		Use energy efficiently and effectively.	Reduce energy costs	Annual
		A step-by-step transition to environmentally friendly equipment.	Enhancing the image of green ports.	2026–2030
7	Ensuring security and safety	Strengthen port security controls.	Ensuring absolute safety.	Annual
		Applications of cameras and surveillance technology.	Comprehensive control	2026–2027
		Workplace safety and fire prevention training	Reduce incidents and accidents.	Annual



No.: 227/2026/TTr - CCR.HĐQT

Khanh Hoa, Dated 17/04/2026

**PROPOSAL**

**Regarding the amendment and supplementation of the Charter of  
Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

*Pursuant to:*

*- Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;*

*- Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;*

*- Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;*

*- Based on the Minutes of Opinion Collection No. 11/2026/BB-CCR.HĐQT dated April 17, 2026 of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents submitted to the 2026 Annual General Meeting of Shareholders.*

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Charter of Cam Ranh Port Joint Stock Company (9th amendment and supplementation).

*Attached documents:*

*- Full draft: Charter of Cam Ranh Port Joint Stock Company (9th amendment and supplement) attached.*

Respectfully submitted./.

*Recipients:*

- As above;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B BY BOARD OF DIRECTORS  
CHAIRMAN**



**Do Hung Duong**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**CHARTER**

**CAM RANH PORT JOINT STOCK COMPANY**

*(Amended and supplemented for the 9th time and reissued according to the Resolution of General Meeting of Shareholders of Cam Ranh Port Joint Stock Company in 2026)*

**Khanh Hoa, month ... year 2026**



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## INTRODUCTION

The Charter of Cam Ranh Port Joint Stock Company (hereinafter referred to as the "Charter") was adopted by resolution of the General Meeting of Shareholders of Cam Ranh Port Joint Stock Company on ... day ... month ... year 2026.

Cam Ranh Port Joint Stock Company (hereinafter referred to as "the Company") is organized and operates in accordance with this Charter, the provisions of the Enterprise Law, and other relevant current legal regulations.

## CHAPTER I: GENERAL PROVISIONS

### SECTION 1: DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Explanation of terms

1. In these Charter, the following terms are understood as follows:

- a) **"The Enterprise Law"** refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 , and its amendments and supplements.
- b) **"Securities Law"** refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019 , and its amendments and supplements.
- c) **"Establishment date"** is the date on which the Company was first granted its Business Registration Certificate;
- d) **"Charter capital"** is the total par value of shares sold and as stipulated in Article 8 of these Charters;
- e) **"Voting capital"** refers to share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- f) **"Business managers"** are those who manage a company, including: Chairman of the Board of Directors, members of the Board of Directors, and General Director;
- g) **"Business executives"** include the General Director, Deputy General Director, and Chief Accountant;
- h) **"Related parties"** are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
- i) **"Shareholder"** is an individual or organization that owns at least one share of the Company;
- j) **"Major shareholder"** is a shareholder who directly or indirectly owns 5% or more of the voting shares of the Company;
- k) **"Sold shares"** refers to shares authorized for sale that have been fully paid for by shareholders to the Company ;
- l) **"Authorized shares for offering"** refers to the total number of shares of all classes that the General Meeting of Shareholders decides to offer for sale to raise capital ;

m) **"Unsold shares"** are shares that are authorized for sale but have not yet been paid for by the Company ;

n) **"Operating period"** refers to the period of operation of the Company as stipulated in these Charter;

o) **"General Meeting of Shareholders"** refers to the General Meeting of Shareholders of the Company;

p) **"Board of Directors"** refers to the Board of Directors of the Company;

q) **"The Supervisory Board"** refers to the Supervisory Board of the Company;

r) **"General Director"** refers to the General Director of the Company;

s) **"Chief Accountant"** refers to the Chief Accountant of the Company;

t) **"Law"** refers to all legal normative documents as stipulated in the Law on the Promulgation of Legal Normative Documents dated February 19, 2025.

u) **"Contact address"** is the registered address of the head office for an organization; the permanent address or workplace or other address of an individual that they register with the business as a contact address.

v) **"Trade secrets "** are information obtained from financial and intellectual investments that have not been disclosed and can be used in business.

2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereof.

3. The headings (Chapters, Sections, Articles of these Charter) are used for convenience in understanding the content without affecting the content of these Charter.

4. Other words or terms defined in the Civil Code and the Enterprise Law and other legal documents (if not in conflict with the subject matter or context) shall have similar meanings in these Charters.

## **SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

**Article 2. Name, form, registered office, branches, representative offices, business locations, and duration of operation of the Company.**

1. Company Name :

- Vietnamese name: **CÔNG TY CỔ PHẦN CẢNG CAM RANH**
- English name: **CAMRANH PORT JOINT STOCK**

**COMPANY**

- Vietnamese abbreviation: **CẢNG CAM RANH**
- English abbreviation: **CAMRANH PORT**
- Type of company: Joint-stock company

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Company's head office address:



- Head office address : 29 Nguyen Trong Ky Street, Cam Linh Ward, Khanh Hoa Province, Vietnam.
- Phone: (0258) 3854307
- Fax: (0258) 3854536
- Email: mail@camranhport.vn
- Website: http://www.camranhport.vn
- Company logo:



Member of VIMC

4. The company acquires legal personality under current law from the date of issuance of its Business Registration Certificate.

5. Unless terminated in accordance with Article 74 of these Charters, the Company's operating period is indefinite from the date of its establishment.

### **Article 3. The legal representative of the Company**

1. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law .

2. The company has two legal representatives . The Chairman of the Board of Directors and the General Director are the company's legal representatives. The division of rights and responsibilities between the two legal representatives is as follows:

a) The first legal representative – the General Director – has the rights and obligations of the Company's legal representative, except as provided in point b, clause 2 of this Article.

b) The second legal representative – the Chairman of the Board of Directors of the Company – has the rights and obligations of the Company's legal representative when the General Director is absent from Vietnam without authorizing another person to exercise the rights and obligations of the Company's legal representative, or when the General Director dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, has absconded from their place of residence, has limited or lost civil capacity, has difficulties in understanding or controlling their behavior, is prohibited by the Court from holding a position, practicing a profession or performing a certain job, or is dismissed or removed from office by the Company's Board of Directors.

c) The division of representative rights and responsibilities aims to clearly define the duties, powers, and obligations of legal representatives, promote



proactiveness, enhance responsibility in exercising rights and obligations arising from the Company's transactions, and limit overlapping authority in the Company's representation; it does not alter the authority of the Board of Directors or the General Director of the Company as stipulated by law and the Company's Charter.

d) Each legal representative shall be individually liable for damages caused to the Company in accordance with civil law and other relevant laws within the scope of the rights and obligations assigned to them in this Charter. A legal representative who enters into transactions with a third party outside of their authorized scope shall be held personally liable to the Company and the competent authorities for any damages caused by such transactions. The handling of the consequences of transactions established and executed by representatives without proper authority shall be carried out in accordance with the law.

e) During the performance of their duties, if any problems arise related to the scope of the position held by the legal representative as stipulated in the Company's Charter and internal regulations, the two legal representatives shall cooperate to resolve them; they must report regularly and be accountable to the Company's Board of Directors.

f) If, for any reason, one person is deemed unqualified to be the legal representative of the Company, the remaining person shall automatically assume the rights and obligations of the unqualified representative and be liable for all transactions in which they acted as the representative.

3. When the General Director leaves Vietnam, he/she must authorize another individual residing in Vietnam in writing to exercise the rights and obligations of the legal representative. In this case, the General Director remains responsible for the exercise of the delegated rights and obligations.

4. If the authorization period stipulated in Clause 3 of this Article expires and the General Director has not returned to Vietnam and no other authorization has been granted, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.

5. When the Company has only one legal representative residing in Vietnam, this person, upon leaving Vietnam, must authorize another individual residing in Vietnam in writing to exercise the rights and obligations of the legal representative.

6. If both legal representatives do not meet the qualifications and standards for legal representation as prescribed by law and these Charter, the Board of Directors shall appoint another person to act as the legal representative of the Company .

#### **Article 4. Responsibilities of the Company's Legal Representative**

1. The legal representative of the Company has the following responsibilities:

a) To exercise assigned rights and obligations honestly, carefully, and to the best of one's ability in order to safeguard the legitimate interests of the Company;

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



c) To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have a stake in, as stipulated by the Enterprise Law and these Charter.

2. The legal representative of the Company shall be personally liable for damages to the Company resulting from a breach of the responsibilities stipulated in Clause 1 of this Article.

### **SECTION 3: COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

#### **Article 5. Company's operational objectives**

1. The company's business lines and activities:

<b>No.</b>	<b>Department Name</b>	<b>Industry code</b>
1	Loading and unloading goods	5224
2	Other road passenger transport	4932
3	Road freight transport	4933
4	Coastal and ocean freight transport	5012
5	Inland waterway passenger transport	5021
6	Inland waterway freight transport	5022
7	Coastal and ocean passenger transport	5011
8	Travel agency	7911
9	Tour operator	7912
10	Short-term accommodation services. Details: Hotel services; Guesthouses and motels providing short-term accommodation.	5510
11	Restaurants and mobile food service establishments. Details: Restaurants, eateries, food stalls.	5610
12	Support services related to promoting and organizing tourist tours.	7920
13	Warehousing and goods storage	5210
14	Activities that directly support water transport services. Details: Port operations; Support services related to coastal and ocean transport; River and sea vessel towing services; River and sea vessel rescue and salvage services; Ship cleaning; Provision of maritime services.	5222

15	Other support services related to transportation. Details: Logistics services; cargo handling, counting, packing, and lifting services; ship chartering brokerage; ship agency services; sea freight forwarding agency services; customs clearance services.	5229
16	Real estate business, land use rights belonging to the owner, user or lessee. Details: Leasing of warehouses, yards, offices.	6810
17	Other remaining business support service activities not classified elsewhere. Details: Goods import and export services.	8299
18	Construction of other civil engineering works	4290
19	Repair and maintenance of transport vehicles Details: Ship repair; Maintenance of water transport vehicles.	3315
20	Repairing machinery and equipment	3312
21	Repair electrical equipment	3314
22	Repair other equipment	3319
23	Installation of industrial machinery and equipment	3320
24	Repairing prefabricated metal products Details : Container repair	3311
25	Mechanical processing; metal treatment and coating	2592
26	Cleaning houses and other buildings. Details: Container cleaning service	8129
27	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials. Details: Wood chip processing, buying and selling raw materials for wood chip processing.	1629
28	Retail sale of motor fuel in specialized stores. Details: Buying and selling gasoline, diesel, and related products.	4730
29	Wholesale of solid, liquid, and gaseous fuels and related products. Details: Wholesale of petroleum and related products.	4661
30	Labor supply and management	7830



31	Motor vehicle rental	7710
32	Rental of machinery, equipment and other tangible goods.	7730
33	Electricity production Details: Solar power production	3511
34	Wholesale of other building materials and installation equipment.	4673
35	Sale of parts and accessories for automobiles and other motor vehicles	2930
36	Collection of non-hazardous waste	3811

During its operation, the Company may add business lines in accordance with the law. If the addition of business lines occurs between two annual general meetings of shareholders, the Board of Directors must obtain shareholder approval in writing.

2. Company's operational objectives:

a) Maximizing profits for the Company and shareholders by building a streamlined, effective, and efficient management and operational system, applying information technology and advanced management tools, and best managing resources and production and business activities.

b) The company's brand building and development has always aimed to establish it as a leading enterprise in the logistics services sector; with a stable and sustainable development strategy based on its core business of port management and operation services; focusing on targeted investment in logistics infrastructure development, applying information technology, and improving the efficiency of resource utilization.

c) Diversify investment forms and develop new services linked to the Company's core business.

d) Developing and training high-quality professional human resources to meet the requirements of production and business development, combined with appropriate remuneration policies.

e) Fulfill all obligations to the State and corporate social responsibility.

**Article 6. The scope of business and operations of the Company**

The company is permitted to conduct business activities in the registered business lines specified in this Charter, and has notified changes to the registration details to the Business Registration Authority and published them on the National Business Registration Portal. In cases where the company engages in conditional investment and business activities, it must meet the business conditions stipulated in the Investment Law and relevant specialized laws.

## **CHAPTER II :**

### **CHARTER CAPITAL, SHARES, STOCKS, BONDS**

#### **Article 7. Charter capital**

1. The company's charter capital is VND **245,018,170,000** (in words: Two hundred forty-five billion eighteen million one hundred seventy thousand dong).
2. The charter capital is accounted for in Vietnamese Dong (VND).
3. The charter capital is used for purposes as prescribed by law.
4. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
5. A company may reduce its charter capital in the following cases:
  - a) According to the decision of the General Meeting of Shareholders , the Company shall return a portion of the capital contributions to shareholders in proportion to their ownership in the Company and ensure that all debts and other financial obligations are fully paid after the capital has been returned to the shareholders;
  - b) The company repurchases the shares sold in accordance with Articles 10 and 11 of these Charters.

The reduction of the company's charter capital must ensure that the charter capital after the reduction is not lower than the statutory capital as prescribed by law (if any).

#### **Article 8. Share**

1. Each share of the Company has a par value of VND **10,000** (Ten thousand Vietnamese Dong).
2. The Company's charter capital at the time these Charter were approved by the General Meeting of Shareholders was divided into **24,501,817** shares (In words: Twenty-four million, five hundred and one thousand, eight hundred and seventeen).
3. The Company's shares on the date of adoption of these Charter are common shares.
4. A company can issue preferred stock . Those who own preferred stock are called preferred shareholders.
5. The right to purchase preferred dividend shares and redeemable preferred shares is determined by the General Meeting of Shareholders.
6. Each share of the same class gives the holder equal rights, obligations, and benefits.
7. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares by resolution of the General Meeting of Shareholders.

#### **Article 9. Offering shares for sale.**

1. A share offering is when a company increases the number and types of shares it is authorized to offer in order to increase its charter capital.
2. The offering of shares can be carried out in the following forms:



- a) Offering shares to existing shareholders;
- b) Offering shares privately;
- c) Offering shares to the public.

3. The offering of shares by the Company is conducted in accordance with the provisions of securities law.

4. The company must register the change in charter capital within 10 days from the date of completion of the share sale.

#### **Article 10. Share buyback as decided by the Company**

The company has the right to repurchase no more than 30% of the total number of common shares sold, or a portion or all of the dividend-preferred shares sold, subject to the following regulations:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each class sold within each 12-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

2. The Board of Directors shall determine the share repurchase price. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Clause 3 of this Article;

3. The company may repurchase shares from each shareholder in proportion to their shareholding in the company, following the procedures below:

a) decision to repurchase shares must be notified in a manner that ensures all shareholders are reached within 30 days of the date the decision is made. The notification must include the Company's name and registered office address, the total number and types of shares to be repurchased, the repurchase value, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company.

b) Shareholders who agree to sell their shares must send a written consent to the Company by secure means within 30 days from the date of notification. The consent form must include the full name, contact address, and legal document number of the individual shareholder; the name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares owned and the number of shares agreed to sell; the method of payment; and the signature of the shareholder or their legal representative. The Company will only repurchase shares within the aforementioned period.

4. In addition to the regulations mentioned above, the company's repurchase of shares must also comply with the provisions of Article 36 of the Securities Law.

5. The terms of payment and handling of repurchased shares shall be in accordance with the provisions of Article 134 of the Enterprise Law.

#### **Article 11. Share buyback at the request of shareholders.**

1. Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in these 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 type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matter stipulated in this clause.

2. The company must repurchase the shares at market price as requested by the shareholder as stipulated in Clause 1 of this Article, 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. The company shall introduce at least three valuation organizations for the shareholder to choose from, and that choice shall be final.

The conditions for payment and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Enterprise Law and Article 36 of the Securities Law.

#### **Article 12. Share transfer**

1. Shares are freely transferable, except where transfer restrictions are explicitly stated in the share certificate.

2. The transfer of shares listed and registered for trading on the stock exchange is carried out in accordance with the laws on securities and the securities market.

3. The transfer of shares not listed or registered for trading on the stock exchange must be carried out by contract. The transfer documents must be signed by the transferor and the transferee or their authorized representatives.

4. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

#### **Article 13. Inheritance, gift of shares**

1. If a shareholder who is an individual dies, their heir, according to their will or by law, becomes a shareholder of the Company.

2. In the event that a shareholder who is an individual dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, the shareholder's shares will be handled according to the provisions of civil law.

3. Shareholders have the right to donate a portion or all of their shares in the Company to other individuals or organizations; or to use shares to repay debts. Individuals or organizations who receive shares as a donation or as debt repayment will become shareholders of the Company.

4. Individuals and organizations receiving shares in the cases stipulated in this Article and Article 12 of these Charters shall only become shareholders of the Company from the time their information, as stipulated in Clause 2 of Article 122 of the Enterprise Law, is fully recorded in the shareholder register.

#### **Article 14. Stock certificates and other securities certificates**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the company's share capital. Shares must contain all the information



stipulated in Clause 1, Article 121 of the Enterprise Law .

3. Within 10 days of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 5 days of making full payment for the shares as stipulated in the Company's share issuance plan (or other timeframe as specified in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company any printing costs for the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

a) Information regarding the stock has been lost, damaged, or otherwise destroyed;

b) We commit to taking responsibility for any disputes arising from the reissuance of new shares.

5. The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

#### **Article 15. Dividend payment**

1. Dividends paid on preferred shares are subject to specific conditions applicable to each type of preferred share.

2. Dividends paid on common shares are determined based on the net profit earned, and the dividend payment is deducted from the Company's retained earnings. The Company may only pay dividends on common shares when the following conditions are met:

a) The company has fulfilled its tax obligations and other financial obligations as required by law;

b) Company funds have been set aside and previous losses have been offset in accordance with legal regulations ;

c) Immediately after paying out the dividends, the Company will still ensure that it has sufficient funds to pay all debts and other financial obligations due.

3. Dividends may be paid in cash or in shares of the Company. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of shareholders entitled to receive dividends, determine the dividend amount to be paid per share, and specify the payment deadline and method at least 30 days before each dividend payment. Notices regarding dividend payments shall be sent by a secure method to shareholders at their registered addresses in the shareholder register at least 15 days before the dividend payment is made.



5. If a shareholder transfers their shares between the time the shareholder list is finalized and the time dividends are paid, the transferor is the one who receives the dividends from the Company.

6. In the case of dividend payment in shares, the Company is not required to follow the procedures for offering shares as stipulated in Article 9 of these Charters and Articles 124 and 125 of the Enterprise Law . The Company must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

#### **Article 16. Shareholder Register**

1. The shareholder register is compiled and maintained in both paper and electronic formats, recording information about the share ownership of the Company's shareholders.

2. The shareholder register includes the following main contents:

- a) Name and registered office address of the Company;
- b) The total number of shares authorized for sale, the types of shares authorized for sale, and the number of shares authorized for sale of each type;
- c) Total number of shares sold of each class and the value of equity contributed;
- d) For individual shareholders, the full name, contact address, nationality, and legal document number are required; for organizational shareholders, the name, business registration number, or legal document number is required, along with the registered office address is required.
- e) The number of shares of each type held by each shareholder, and the share registration date.

3. The shareholder register is kept at the Company's head office or other organizations authorized to maintain shareholder registers. Shareholders have the right to check, search, extract, and copy the names and contact addresses of Company shareholders in the shareholder register.

4. If a shareholder changes their contact address, they must promptly notify the company so that the information can be updated in the shareholder register. The company is not responsible for the inability to contact a shareholder due to failure to notify them of the change in their contact address. The company must promptly update the shareholder register upon the request of the relevant shareholder, as stipulated in the company's charter.

### **CHAPTER III : ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **SECTION 1: ORGANIZATIONAL STRUCTURE**

##### **Article 17. Organizational structure, governance , and control**

The Company's organizational structure for management, administration, and control includes:



1. General Meeting of Shareholders.
2. Board of Directors.
3. Supervisory Board.
4. General Director.

## **SECTION 2: SHAREHOLDERS AND THE SHAREHOLDER MEETING**

### **Article 18. Shareholder rights**

1. Common shareholders have the following rights:

a) Shareholders have the right to attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each common share has one voting right .

b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Priority will be given to purchasing new shares in proportion to each shareholder's existing shareholding in the Company;

d) They are free to transfer their shares to others, except in cases where there are restrictions on transfer as stipulated by law and these Charter;

e) Review, search, and extract information. Regarding the name and contact address in the list of shareholders with voting rights; requesting correction of inaccurate information about oneself , minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders. The provision of information follows the procedures detailed in the Internal Regulations on Corporate Governance ;

f) When the company is dissolved or goes bankrupt, the recipient is entitled to a portion of the remaining assets in proportion to their shareholding in the company.

g) The company is required to repurchase shares in the cases stipulated in Article 11 of the Charter and Article 132 of the Enterprise Law;

h) Equal treatment is guaranteed. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.

i) To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;

j) To protect their legitimate rights and interests; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

k) Other rights as prescribed by law and these Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:



a) The Board of Directors is requested to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 and Article 26 of these Charters.

b) Review, examine, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets. The process for providing information is detailed in the Internal Regulations on Corporate Governance.

c) The Supervisory Board is required to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d) Proposals for inclusion in the General Meeting of Shareholders' agenda must be in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

e) Other rights as prescribed by law and these Charter.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the Board of Directors to convene a General Meeting of Shareholders in the following cases:

a) The board of directors seriously violated the rights of shareholders, the duties of managers, or made decisions exceeding their delegated authority;

b) Other cases as prescribed by law and these Charter.

4. The request to convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total number of shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10 % or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:



a) Ordinary shareholders who meet in groups to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders ;

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

6. Shareholders, or groups of shareholders owning at least 1% of the total number of common shares, have the right to independently or on behalf of the Company initiate legal proceedings to sue members of the Board of Directors or the General Director for personal or joint liability, in order to demand the return of benefits or compensation for damages to the Company or others as stipulated in Article 166 of the Enterprise Law.

#### **Article 19. Shareholders' obligations**

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.

2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with the Company's Charter and internal regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely for the purpose of exercising and protecting one's legitimate rights and interests; and to strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

a) Attend and vote directly at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;

c) Attend and vote via online conference, electronic voting, or other electronic means;

d) Submit your ballot to the meeting via mail, fax, or email.



7. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:

- a) Violation of the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Pay off debts that are not yet due in order to mitigate financial risks for the Company.

8. Major shareholders are not allowed to abuse their advantage to influence the rights and interests of the Company or other shareholders as stipulated by law and these Charter; they have the obligation to disclose information as required by law;

9. Fulfill other obligations as required by applicable law.

**Article 20. Authorized representative of a shareholder that is an organization.**

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to act on behalf of that shareholder to exercise the rights and obligations as stipulated in the Enterprise Law and these Charter.

2. The appointment of an authorized representative by an organization that is a shareholder of the Company shall be carried out in accordance with the following regulations: Shareholders owning between 10% and 20% of the total common shares may authorize one representative to act on their behalf. Shareholders holding between 20% and 30% of the total common shares may authorize a maximum of two representatives ; shareholders holding between 30% and 50% of the total common shares may authorize a maximum of three representatives. Own For holdings of between 50% and 75% of the total common shares, a maximum of four authorized representatives may be appointed. Own over 75% of the total number of common shares can be represented by a maximum of 05 authorized representatives.

3. If a shareholder is an organization that appoints multiple authorized representatives, the number of shares allocated to each authorized representative must be specifically determined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among all authorized representatives.

4. The document appointing an authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing an authorized representative must include the main contents stipulated in Clause 4, Article 14 of the Enterprise Law.

5. The authorized representative must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) There is no family relationship between the company's manager or executive and the company.



**Article 21. The responsibility of the authorized representative of a shareholder that is an organization.**

1. The authorized representative, acting on behalf of the shareholder, exercises the shareholder's rights and obligations at the General Meeting of Shareholders as stipulated in these Charters. Any restrictions imposed by the shareholder on the authorized representative in exercising the respective shareholder rights and obligations at the General Meeting of Shareholders shall not be effective against third parties.

2. The authorized representative is responsible for attending all General Meetings of Shareholders; exercising the rights and obligations delegated to them honestly, carefully, and to the best of their ability, and protecting the legitimate interests of the shareholders who appointed the representative.

3. The authorized representative is liable to the appointing shareholder for any breach of the responsibilities stipulated in this Article. The appointing shareholder is liable to third parties for any liabilities arising from the rights and obligations exercised through the authorized representative.

**Article 22. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend the Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members required by law ;
- c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 18 of these Charters , the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason. and the purpose of the meeting, with sufficient signatures of the relevant shareholders or a written request



prepared in multiple copies and containing sufficient signatures of the relevant shareholders ;

- d) As requested by the Supervisory Board ;
- e) Other cases as prescribed by law and these Charter.

4. Convening an extraordinary general meeting of shareholders.

a) The board of directors must convene, hold a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is as prescribed in point b, clause 3 of this Article or receives the request prescribed in points c and d, clause 3 of this Article;

b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders as prescribed in clause 4, Article 140 of the Enterprise Law.

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;

5. The General Meeting of Shareholders may be held in the form of an online conference or a hybrid format of a face-to-face and online conference.

6. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 2, Article 26 of these Charters.

**Article 23. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Through the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;



- e) Decision to amend and supplement the Company's Charter;
- f) Through the annual financial report;
- g) The decision is to repurchase more than 10% of the total shares sold of each class;
- h) 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;
- i) Decision to reorganize or dissolve the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approve the internal regulations on corporate governance; the regulations on the operation of the Board of Directors and the Supervisory Board;
- l) Approve the list of independent auditing firms ; decide which independent auditing firm will conduct the audit of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) The annual financial statements have been audited;
- c) The Board of Directors' report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend rates for each type of share;
- g) Number of members of the Board of Directors and the Supervisory Board;
- h) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) independent auditing firms ; decide or authorize the Board of Directors to decide on the independent auditing firm to conduct audits of the company's operations;
- k) Supplementing and amending the company's charter;
- l) The types of shares and the number of new shares to be issued for each type of share;
- m) Dividing, separating, merging, consolidating, or transforming the Company;
- n) Reorganize and dissolve (liquidate) the company and appoint a liquidator;

o) 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;

p) The decision is to repurchase more than 10% of the total shares sold of each class;

q) The company enters into contracts and transactions with the entities specified in point b, clause 4, Article 57 of these Charters 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;

r) Approve the transactions stipulated in Clause 4, Article 57 of these Charters;

s) Approve 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;

t) Other matters as prescribed by law and these Charter.

3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 24. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall 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.

3. 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).

4. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the event that any of the following situations occur:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity .

b) The principal has revoked the designation of authorization;

c) 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.

**Article 25. Change permissions**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. A meeting of preferred shareholders to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting will be rescheduled within the next 30 days, and those holding that class of shares (regardless of the number of people or shares) present in person or through authorized representatives will be considered to have met the required number of representatives. At the meetings of preferred shareholders, those present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings are carried out in accordance with the provisions of Articles 27, 28 and 29 of these Regulations.

**Article 26. Meeting convening, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 22 of these Charters.

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

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

b) Prepare the program and content for the Meeting;

c) Prepare documents for the Meeting;

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 Meeting;
- f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks in preparation for the Meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, 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 slip;
- d) Form for designating a representative to attend a meeting by proxy;
- e) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 18 of these Charters have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition 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 18 of these Charters;
- 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.

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.

7. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent with the meeting invitation notice.

**Article 27. Conditions for holding a General Meeting of Shareholders**

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice inviting shareholders to a second meeting must be sent within 30 days of 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 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 28. Procedures for conducting meetings and voting at the General Meeting of Shareholders.**

1. 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) 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 immediately before the meeting adjourns.

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the General Meeting immediately after registration. The chairperson is not obligated to stop the General Meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

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 presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.

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 chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

- c) The chairperson appoints one or more people to act as meeting secretaries ;
- d) The General Meeting of Shareholders elects one or more members to the Vote Counting Committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees .

- a) Arrangement of seating at the Shareholders' General Meeting venue;
- b) Ensure the safety of everyone present at the meeting venues;
- c) Facilitate shareholders' attendance (or continued attendance) at the General Meeting.

The person convening the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. 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 immediately before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still registered and have the right to participate in voting immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures ;
- b) 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 ;

8. The Chairperson has the right to postpone the General Meeting of Shareholders when the maximum number of registered attendees has been reached, for no more than three (03) working days from the date the meeting is scheduled to commence, and may only postpone or change the meeting place in the following cases:

- a) The meeting venue did not have enough convenient seating for all attendees



b) The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate, discuss, and vote ;

c) Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

#### **Article 29. Conditions for a resolution of the General Meeting of Shareholders to be adopted**

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 and voting at the meeting, except as provided in Clauses 3, 5 and 6 of this Article:

- 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 of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the company.
- f) Amendments and additions to the Company's Charter.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 1, 3, 5 and 6 of this Article.

3. Voting for members of the Board of Directors and the Supervisory Board 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 to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board 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 Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to



the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days of the date of adoption; sending the resolution may be replaced by posting it on the Company's website.

5. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

6. 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 these Charter.

**Article 30. Authority and procedures for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 23 of these Charters.

2. The Board of Directors shall 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 methods for sending the ballot and accompanying documents shall comply with the provisions of Clause 3, Article 26 of these Charters;

3. The feedback form must include the following key information:

a) Name, registered office address, business registration number;

b) Purpose of soliciting feedback;

c) 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 rights of the shareholder.

d) The issue requires consultation before a decision can be made.



e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered.

f) The deadline for submitting the feedback form to the company has been set.

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b) 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;

c) Opinion ballots submitted to the Company after the deadline specified in the ballot itself, or that have been opened (in the case of mail submissions) or disclosed (in the case of fax or email submissions), are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. 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 information:

a) Name, registered office address, business registration number;

b) The purpose and issues requiring consultation before the resolution can be passed;

c) The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in favor, against, and abstentions for each issue;

e) The issue was approved, and the voting percentage was in favor.

f) 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.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms are kept at the Company's headquarters.



8. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at the General Meeting of Shareholders.

### **Article 31. Resolutions and Minutes of the Shareholders' General Meeting**

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 in Vietnamese, and may also be in English, and must include the following main contents:

- a) Name, registered office address, business registration number;
- b) Time and location of the Shareholders' General Meeting;
- c) Meeting agenda and content;
- d) The names of the chairperson and secretary;
- e) Summarize the proceedings and statements made at the General Meeting of Shareholders 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 shareholdings and voting rights;
- 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) The issues were approved and the corresponding percentage of votes were cast in favor;
- i) The minutes must include the full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required in this clause. The minutes shall clearly state the reasons why the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person who signs the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be published on the electronic



information portal in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

**Article 32. Request to annul the decisions of the General Meeting of Shareholders.**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 18 of this Charter 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:

1. 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 these Charters, except as provided in Clause 6, Article 29 of these Charters.

2. The resolution's content violates the law or the Company's Charter. If a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider rescheduling the meeting within 30 days in accordance with the procedures stipulated in the Enterprise Law and these Charters.

**SECTION 3: BOARD OF DIRECTORS**

**Article 33. Nomination and candidacy for Board of Directors members.**

1. In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information published 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. Information related to candidates for the Board of Directors that is 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 company's charter;

g) 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).



2. Shareholders or groups of shareholders owning 10% to 20% of the total common shares have the right to nominate 1 candidate; those owning over 20% to 30% of the total common shares have the right to nominate a maximum of 2 candidates; those owning over 30% to 50% of the total common shares have the right to nominate a maximum of 3 candidates; those owning over 50% to 75% of the total common shares have the right to nominate a maximum of 4 candidates; and those owning over 75% of the total common shares have the right to nominate a maximum of 5 candidates.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 1, Article 34 of these Charters, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. 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 in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Article 35 of these Charters.

**Article 34. Composition and term of office of the Board of Directors members**

1. The number of Board of Directors members is five (05) people.

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 Company's Board of Directors for no more than 2 consecutive terms.

3. If all members of the Board of Directors complete their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. The number of non-executive members on the Company's Board of Directors must ensure that there is a minimum of one non-executive member.

5. 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 the provisions of Article 36 of these Charters.

6. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

7. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

**Article 35. Standards and conditions for membership of the Board of Directors**

1. Members of the Board of Directors 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 have professional qualifications and experience in business management or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;
- c) A member of the Board of Directors may also be a member of the Board of Directors of another company ;
- d) Not a family member of the General Director or other managers of the Company; and not a business executive with the authority to appoint managers of the parent company.

2. Independent members of the Board of Directors must meet the following standards and conditions:

- a) Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least three consecutive years prior to the application.
- b) Not a person receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations;
- c) Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;
- d) Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
- e) Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the eligibility requirements stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders 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.

#### **Article 36. 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 qualifications and conditions stipulated in Article 35 of these Regulations are not met;
- b) A resignation letter was submitted and accepted;



c) Having limited or no civil capacity or having difficulties in understanding and controlling one's behavior.

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) No longer acting as an authorized representative of an institutional shareholder as decided by that organization;

c) Acting as an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

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 compared to the number stipulated in these Charters, 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 does not meet the requirements stipulated in Clause 4, Article 34 of these Charters;

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 37. Powers and responsibilities of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and responsibilities:

a) The company's strategic decisions, medium-term development plans, and annual business plans;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise capital through other forms;

d) Deciding on the selling price of the Company's shares and bonds;

e) The decision to repurchase shares is governed by Clauses 1 and 2 of Article 10 of these Charters;

f) Deciding on solutions for market development, marketing, and technology;



g) Decisions on investment options and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;

h) Decisions to purchase or sell assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;

i) Through purchase, sale, loan, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except in the following cases... Contracts and transactions fall under the decision-making authority of the General Meeting of Shareholders as stipulated in these Charters;

j) The Board of Directors may delegate or authorize the General Director to make decisions regarding investment plans and investment projects; plans for liquidation, sale of fixed assets, leasing, and renting of fixed assets in accordance with the company's internal regulations, specifically stipulated in the Board's regulations on delegation of authority from the Board of Directors to the General Director in the management and operation of the Company;

k) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director; deciding on the salary, remuneration, bonuses, and other benefits of the General Director;

l) Appointing authorized representatives to participate in the Board of Directors, Board of Members, or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

m) Decisions regarding the appointment and dismissal of the Deputy General Director and Chief Accountant are made upon the recommendation of the General Director.

n) Approve the General Director's appointment and dismissal of branch managers, department heads, and equivalent positions ;

o) Supervise and direct the General Director and other managers in the daily operation of the Company's business;

p) Decision to change the form and content of the Company's logo;

q) Reorganize and dissolve subsidiary units, functional departments/divisions of the Company, subcommittees, and support units under the Board of Directors;

r) The decision to guarantee loans from credit institutions for companies in which Cam Ranh Port holds more than 50% of the charter capital ensures that the total value of the guarantees does not exceed the actual capital contribution of the Company at the time of guarantee;

s) The decision to grant loans to companies in which Cam Ranh Port holds more than 50% of the charter capital must ensure that the total value of loans to each company does not exceed the actual capital contribution of Cam Ranh Port at the time of lending. If the amount exceeds the limit stipulated in this point, the Board of Directors shall report to the General Meeting of Shareholders for consideration and approval;



t) Through the valuation of assets contributed to the Company that are not in monetary terms ;

a) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

b) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

c) The audited annual financial statements are presented to the General Meeting of Shareholders;

d) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

e) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

f) The decision to issue the Regulations on the operation of the Board of Directors and the Internal Regulations on corporate governance will be made after being approved by the General Meeting of Shareholders;

g) The Board of Directors shall report to the General Meeting of Shareholders at the most recent annual meeting on matters approved in previous General Meeting resolutions that have not yet been implemented. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the next meeting before implementation;

h) Other rights and obligations as prescribed by law.

3. The Board of Directors must report the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:

a) The remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors are regulated in Clause 3, Article 38 of these Charters;

b) Summarize the meetings of the Board of Directors and the decisions made by the Board of Directors;

c) Report transactions between the Company, its subsidiaries, and companies in which the 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 companies in which a member of the Board of Directors is a founding member or business manager during the three years immediately preceding the transaction.

d) The activities of independent board members and the results of independent board members' evaluations of the board's performance;

e) Activities of other subcommittees of the Board of Directors (if any);

f) Results of the monitoring of the General Director;



- g) Monitoring results for other executives;
- h) Future plans.

**Article 38. 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 Charter.

**Article 39. 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 General Director.

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

- a) The rights and obligations of the legal representative are stipulated in point b, clause 2, Article 3 of the Company's Charter.

- b) Develop the program and activity plan for the Board of Directors ;

- c) Prepare presentations, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting ;

- d) Organize the process of adopting resolutions and decisions of the Board of Directors ;



e) Monitoring the implementation process of resolutions and decisions of the Board of Directors ;

f) Chairman of the Shareholders' General Meeting ;

g) On behalf of the Board of Directors, sign decisions and resolutions of the Board of Directors; sign other documents to handle matters within the authority and responsibility of the Board of Directors;

h) Ensure that board members receive complete, objective, and accurate information, and have sufficient time to discuss the issues that the board needs to consider;

i) Prepare a work plan and assign tasks to the members of the Board of Directors. The specific task assignments for each member must be documented in writing and signed by the Chairman of the Board of Directors;

j) Supervise the members of the Board of Directors in carrying out their assigned duties;

k) Perform other powers and duties as prescribed by law and this Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed from office.

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 behavior, 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.

#### **Article 40. Board of Directors meeting**

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. In the event that more than one member has the highest number of votes and they are tied, 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. For issues arising between meetings of the Board of Directors, the Chairman of the Board may organize a written consultation with the members of the Board of Directors .



3. 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;

4. The proposals referred to in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a notice of meeting to the members of the Board of Directors within 07 (seven) working days from the date the Company receives the request as stipulated in Clause 3 of this Article. If the Board of Directors fails to convene a meeting as requested, the Chairman of the Board of Directors 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 Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 5 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 paper invitation, telephone, fax, or electronic means, and must ensure that they reach the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the Board of Directors 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 meetings of the Board of Directors; they have the right to participate in discussions but do not have the right to vote.

A meeting of the Board of Directors 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 for the members of the Board of Directors within 03 (three) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

8. 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;

9. 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.

10. Members who do not cast a vote may attend the meeting by mail, or they may bring their ballot to the meeting by mail; the ballot must be enclosed in a document approved by the management.

11. 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.

12. Resolutions and decisions of the Board of Directors, made through written ballots, are adopted based on the unanimous agreement of a majority of the Board members entitled to vote. In the event of a tie vote, the final decision rests with the side supported by the Chairman of the Board of Directors. The results of the written ballot vote have the same validity as resolutions and decisions made at a Board meeting.

#### **Article 41. Minutes of the Board of Directors meeting**

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in English, and must include the following key information:

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 Clause 2 of this Article.

2. 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 at the meeting sign and the minutes contain all the information as stipulated



in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the meeting 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 meeting minutes in accordance with this Law, the company's charter, and relevant laws .

3. The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's headquarters.

5. Minutes prepared in both Vietnamese and English have equal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

6. 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 10 days of the date of sending. The minutes must be signed by the chairman and the person recording the minutes, except as provided in Clause 2 of this Article.

#### **Article 42. Board members' right to access information**

1. Board members have the right to request that business executives provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.

2. Business executives are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

#### **Article 43. Subcommittees of the Board of Directors**

1. The Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management . The number of members of the subcommittee shall be decided by the Board of Directors and shall be at least three (03) people, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at 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 Company's Charter and Internal Regulations on Corporate Governance.



#### **Article 44. The person in charge of corporate governance.**

1. The Company's Board of Directors shall appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

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

3. 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 Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board ;

c) Advice on meeting procedures ;

d) Attend meetings ;

e) Providing advice on 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) Serving as the primary point of contact with stakeholders ;

i) Information security will be maintained in accordance with legal regulations and the Company's Charter;

j) Other rights and obligations as stipulated by law and the company's charter.

### **SECTION 4: THE GENERAL DIRECTOR AND OTHER MANAGERS**

#### **Article 45. Organizational structure**

1. The company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the company's daily business operations.

2. The company has a General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

#### **Article 46. Company Executive**

1. The company's management team includes the General Director, Deputy General Director, and Chief Accountant.



2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

4. Executive salaries 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.

#### **Article 47. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the General Director.

2. 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.

3. The term of office for the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated in Article 48 of these Charters.

4. The General Director has the following rights and responsibilities:

a) To make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors ;

b) Organize and 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 from office the positions of Branch Directors, Department Heads, and equivalents after approval by the Board of Directors;

f) The General Director has the authority to make decisions regarding salaries and other benefits for employees within the Company and those appointed by him/her.

g) Recruitment of workers;

h) Proposing a plan for paying dividends or handling business losses;

i) We propose that the Board of Directors decide on the appointment of authorized representatives to participate in the Board of Members or the General



Meeting of Shareholders in companies in which the Company has a stake; and decide on the remuneration and other benefits of those representatives.

j) Submit the annual labor utilization plan to the Board of Directors for approval;

k) Deciding on and signing contracts for the purchase, sale, borrowing, lending, leasing of assets, and other contracts and transactions related to the Company's daily business operations, except when no longer acting as the legal representative of the Company ;

5. Other rights and obligations as prescribed by law, this Charter, and the Company's internal regulations, resolutions, and decisions of the Board of Directors.

6. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and responsibilities and must report to higher authorities when required.

7. The General Director must manage the Company's daily business operations in accordance with the law, this Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the management is contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held liable under the law and shall compensate the Company for the damages.

8. 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. During the process of appointing a new General Director, the Board of Directors decides to assign duties to another business manager or executive to exercise the rights and obligations of the General Director and act as the legal representative of the Company.

#### **Article 48. Standards and conditions for becoming a General Director**

1. 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) Not a family member of the Company's managers, Company's auditors, or parent company; or a representative of state capital, or a representative of enterprise capital in the Company or parent company;

c) Possesses professional qualifications and experience in business management within the company.

2. The General Director will automatically lose his/her qualifications and be replaced in the following cases:

a) Loss of legal capacity, death;  
b) Violating legal regulations regarding circumstances that prohibit individuals from holding office;

c) When a court decides to deport someone from the territory of Vietnam, or prohibits them from holding a certain position, practicing a certain profession, or engaging in a certain job;

d) The company's establishment and operating license has been revoked.



3. The General Director shall be dismissed or removed from office when one of the following cases occurs:

a) Having limited legal capacity; having difficulties in understanding and controlling one's behavior;

b) Does not meet the qualifications and conditions stipulated in Clause 1 of this Article;

c) A letter of resignation (clearly stating the reasons for resignation) must be submitted to the Board of Directors and the Supervisory Board of the Company at least 45 days before ceasing to perform one's duties and responsibilities;

d) According to the decision of the Board of Directors;

e) Other schools are subject to current legal regulations.

## **SECTION 5: SUPERVISORY BOARD**

### **Article 49. Nomination and candidacy for members of the Supervisory Board.**

1. In the event that candidates for the Supervisory Board have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information published and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervisory Board. The information related to candidates for the Supervisory Board published must include at least the following contents:

a) Full name, date of birth (day, month, year);

b) Professional qualifications;

c) Work experience;

d) Other managerial positions (including positions on the Board of Directors or Supervisory Board of other companies);

e) The benefits relate to the Company and its related parties;

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

2. Shareholders or groups of shareholders owning between 10% and 40% of the total common shares have the right to nominate one candidate; those owning between 40% and 65% of the total common shares have the right to nominate a maximum of two candidates; and those owning over 65% of the total common shares have the right to nominate a maximum of three candidates.

3. If the number of candidates for the Supervisory Board nominated through election and candidacy is insufficient, the incumbent Supervisory Board may



nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Supervisory Board. 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 50. Composition of the Supervisory Board**

1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member is no more than 5 years, and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the following standards and conditions:

- 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 Company's business operations;
- c) Not a family member of a member of the Board of Directors, the General Director, or other managers;
- d) Not necessarily a company manager; not necessarily a shareholder or employee of the company;
- e) Not a person with family ties to the business managers of the Company and its parent company; the representative of the enterprise's capital stake, the representative of the state's capital stake in the parent company and in the Company;
- f) Not working in the company's accounting or finance department;
- g) Not a member or employee of the independent auditing firm that audited the Company's financial statements for the three consecutive years prior to this.

3. Members of the Supervisory Board are dismissed in the following cases:

a) No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;

b) A resignation letter was submitted and accepted;

4. Members of the Supervisory Board may be dismissed 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 obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and these Charters;
- d) Other cases as decided by the General Meeting of Shareholders.
- e) Having limited or no civil capacity or having difficulties in understanding and controlling one's behavior.
- f) Currently under criminal investigation, detained, serving a prison sentence, undergoing administrative sanctions at a compulsory rehabilitation center or



compulsory education facility, or prohibited by a court from holding a position, practicing a profession, or engaging in certain work.

5. In cases where members of the Supervisory Board have their terms ending at the same time as a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

#### **Article 51. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are conducted by majority vote. More than half of the members of the Supervisory Board 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.

2. Rights and responsibilities of the Head of the Supervisory Board:

- a) Convene a meeting of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 52. Rights and obligations of the Supervisory Board**

1. The Supervisory Board oversees the Board of Directors and the General Director in the management and operation of the Company.

2. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.

3. Assess the completeness, legality, and accuracy of the Company's annual and semi-annual business performance reports, financial statements, and management evaluation reports of the Board of Directors, and present the assessment report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders, and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

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

5. Review the Company's accounting books, records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 18 of these Charters.



6. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 18 of these Charters, the Supervisory Board shall conduct an inspection within 7 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Supervisory Board as stipulated in this clause shall not hinder the normal operation of the Board of Directors or disrupt the Company's business operations.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities.

8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 55 of these Charters, the General Director must immediately notify the Board of Directors in writing, request the person committing the violation to cease the violation, and take measures to remedy the consequences.

9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors' Meeting, and other company meetings.

10. Utilizing independent consultants, the Company's internal audit department will perform its assigned tasks.

11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. 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.

13. Accountable to shareholders for their supervisory activities.

14. Monitoring the company's financial situation and ensuring compliance with the law in the operations of board members, the General Director, and other managers.

15. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

16. In the event of discovering any violation of the law or of these Charter by a member of the Board of Directors, the General Director, or other executives of the Company, 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.

17. Develop the operating regulations for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. They have the right to access the company's records and documents kept at the head office, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.



19. They have the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

20. The Supervisory Board's report at the Annual General Meeting of Shareholders on the Company's business results, the performance of the Board of Directors and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must ensure the following contents:

a) The remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board are regulated in Article 54 of these Charters.

b) Summary of the Supervisory Board's meetings and its conclusions and recommendations.

c) Results of monitoring the company's operational and financial performance.

d) The report assesses transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors, the General Director, other executives of the Company, and related parties of those entities; and transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives of the enterprise are founding members or managers of the enterprise during the three years immediately preceding the transaction.

e) Results of monitoring the Board of Directors, the General Director, and other executives of the Company.

f) The assessment results reflect the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and shareholders.

21. They have the right to be provided with information as stipulated by applicable law ;

22. Other rights and obligations as stipulated by the Enterprise Law, this Charter, and resolutions of the General Meeting of Shareholders.

### **Article 53. Supervisory Board Meeting**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the meeting minutes. Meeting minutes of the Supervisory Board must be retained to determine the responsibilities of each member.

2. 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.



**Article 54. Salaries, remuneration, bonuses, 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.

**SECTION 6: RESPONSIBILITIES OF BOARD OF DIRECTORS  
MEMBERS, SUPERVISORY BOARD MEMBERS, AND  
GENERAL DIRECTOR AND OTHER OPERATIONS**

**Article 55. Responsibilities of the Company Manager**

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a) To exercise the rights and fulfill the obligations assigned in accordance with the Law on Enterprises, other relevant laws, this Charter, and resolutions of the General Meeting of Shareholders;

b) To exercise assigned rights and obligations honestly, carefully, and to the best of my ability in order to ensure the maximum legitimate interests of the Company;

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

d) Provide timely, complete, and accurate notification to the Company regarding the provisions of Clause 2, Article 58 of these Charters;

2. Members of the Board of Directors are obligated under this 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, and 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 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.

3. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and fully indemnify the Company and third parties for all damages.

**Article 56. The responsibility to be honest and avoid 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 Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which Cam Ranh Port holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Board members are not permitted to vote on transactions that benefit that member or their related parties, as stipulated by the Enterprise Law and these Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

6. The General Director must not be a related person of the business manager, the Company's Supervisor and the parent company, or the representative of the parent company's capital in the Company as stipulated in point d, clause 46, Article 4 of the Securities Law.

7. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:

a) For transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions valued at 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction amounting to 35% or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.

**Article 57. Transactions with shareholders, business managers, and related parties of these entities.**

1. The company is prohibited from providing loans or guarantees to individual shareholders and their related parties who are individuals.

2. The company is prohibited from providing loans or guarantees to institutional shareholders and their related parties who are individuals.

3. The company is prohibited from providing loans or guarantees to related parties of institutional shareholders, except in the cases stipulated in points b and c of Clause 84, Article 1 of Decree No. 245/2025/ND-CP. .

4. The company may only conduct the following transactions after obtaining approval from the General Meeting of Shareholders:



a. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director who are not shareholders, and individuals or organizations related to these entities;

In cases where loans or guarantees are granted to related parties of members of the Board of Directors, members of the Supervisory Board, or the General Director, and the Company and that organization operate as a group of companies, including a parent company and its subsidiaries, the General Meeting of Shareholders or the Board of Directors shall approve the approval as stipulated in this Charter;

b. Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;

Businesses where members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are required to declare their assets as stipulated in Clause 2, Article 58 of these Charters;

c. Contracts, loan transactions, and asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders;

5. The Board of Directors approves contracts and transactions between the Company and any of the entities specified in point b, clause 4 of this Article, provided that the value is less than 35% of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions specified in point c, clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the relevant parties involved in that contract or transaction and must include a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest in the contracts or transactions do not have the right to vote.

6. Contracts and transactions shall be deemed invalid by court decision and processed according to the law if they were signed in violation of the provisions of this Article; the signatories of the contracts and transactions, shareholders, members of the Board of Directors, or the General Director concerned shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of such contracts and transactions.

7. The company must disclose contracts and related transactions in accordance with relevant laws.



## **Article 58. Disclose related interests**

The disclosure of the company's interests and related parties is carried out in accordance with the following regulations:

1. The company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and transactions with the company.

2. Members of the Board of Directors, Supervisors, General Directors, and other managers of the Company must declare to the Company their related interests, including:

a) The name, business registration number, head office address, business sector, and type of business of the enterprise in which they own or have a stake or shareholding; the percentage and time of ownership of that stake or shareholding;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.

3. The declarations stipulated in Clause 2 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the company within 7 working days from the date of the corresponding amendments or additions;

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The company must notify the General Meeting of Shareholders at its annual meeting of the list of related parties and related interests;

b) The list of related parties and related interests is kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director, and other managers have the right to review, extract, and copy part or all of the contents of the declaration ;

d) The company must facilitate the quickest and most convenient access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause; it must not obstruct or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the company's regulations.

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of others, to perform any work within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may only perform such work with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.



### **Article 59. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their misconduct.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such individuals have been or are members of the Board of Directors, Supervisory Board, General Director, other executives, employees, or authorized representatives of the Company who have performed or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that such individuals have violated their responsibilities.

3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company are entitled to compensation from the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Acted honestly, carefully, and diligently in the best interests of the Company and in no conflict with its interests ;

b) Complying with the law and without evidence confirming failure to fulfill its responsibilities.

4. Compensation costs include judgment fees, fines, and actual payments incurred (including legal fees when dealing with these cases within the legal framework). The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

## **SECTION 7: RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

### **Article 60. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements,



reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests a search of books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

4. The company must keep these Charter and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes 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 location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

## **SECTION 8: EMPLOYEES AND TRADE UNIONS**

### **Article 61. Workers and trade unions**

1. 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 business executives.

2. 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.

## **CHAPTER IV: MANAGING THE COMPANY'S INVESTMENT CAPITAL AT OTHER BUSINESSES**

### **Article 62. Managing the company's investments in other businesses.**

1. The Company's rights and obligations with respect to its subsidiaries and affiliated companies shall be governed by the Law on Enterprises, this Charter, and current State regulations.

2. The company authorizes its capital contribution representative to directly manage Cam Ranh Port's investments in its subsidiaries and affiliated companies on



its behalf. The rights and obligations of the company's capital contribution representative in subsidiaries and affiliated companies are stipulated in the internal management regulations issued by the Board of Directors.

3. The Company's rights and obligations regarding its business and its investments in other businesses are governed by the Law on Enterprises, the Company Charter, and other relevant current legal regulations. The Company appoints an authorized representative to directly manage its investments in other businesses on its behalf. The rights and obligations of the authorized representative are stipulated in the Company Charter or internal management regulations issued by the Board of Directors.

## **COMPANY FINANCE**

### **SECTION 1: PROFIT DISTRIBUTION**

#### **Article 63. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.

2. The company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the event that dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Each year, the company uses its after-tax profits as follows:

- a) Compensate for losses from previous years (if any);
- b) Establishing a development investment fund;
- c) Establishing a fund for rewards and welfare;
- d) Allocating funds for bonuses for the Board of Directors, Supervisory Board, Executive Board, and other funds as decided by the General Meeting of Shareholders;
- e) Pay dividends to shareholders as stipulated in these Charter.

7. The allocation ratios for these funds are decided by the General Meeting of Shareholders based on proposals from the Board of Directors, in accordance with legal regulations.

8. Other matters related to profit distribution are handled in accordance with the law.

## **SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

### **Article 64. Bank account**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with the law.

3. The company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company has opened accounts.

### **Article 65. Fiscal year**

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

### **Article 66. Accounting system**

1. The accounting system used by the Company is either the standard corporate accounting system or a specific accounting system issued and approved by the competent authority.

2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.



## **SECTION 3: FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE RESPONSIBILITIES**

### **Article 67. Annual, semi-annual, and quarterly financial reports**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

### **Article 68. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

### **Article 69. Information disclosure**

1. The company must submit annual financial statements, approved by the General Meeting of Shareholders, to the competent state authority in accordance with the law on accounting and other relevant legal regulations.

2. The company published the following information on its website:

a) Company charter;

b) Resumes, educational qualifications, and professional experience of the members of the Board of Directors, Supervisory Board, and General Director of the company;

c) The annual financial report has been approved by the General Meeting of Shareholders;

d) This report assesses the annual performance of the Board of Directors and the Supervisory Board.

3. The company discloses and makes information public in accordance with the laws on securities.

## **SECTION 4: COMPANY AUDIT**

### **Article 70. Auditing**

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 decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

## **SECTION 5: COMPANY SEAL**

### **Article 71. Company Seal**

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors, the General Director, the Supervisory Board, and individuals shall use and manage the seal in accordance with the provisions of the law.

## **SECTION 6: COMPANY DISSOLUTION**

### **Article 72. Dissolve the company.**

1. A company may be dissolved in the following circumstances:
  - a) According to resolutions and decisions of the General Meeting of Shareholders;
  - b) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

### **Article 73. Liquidation**

1. After the decision to dissolve the company is made, the Board of Directors must establish a Liquidation Committee consisting of... The liquidation committee consists of three members, including two appointed by the General Meeting of Shareholders and one appointed by the Board of Directors from an independent auditing firm. The liquidation committee prepares its operating regulations. Members of the liquidation committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation are prioritized by the Company before other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.



3. The proceeds from the liquidation will be paid out in the following order:
  - a) Liquidation costs;
  - b) Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - e) The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

## **SECTION 7: RESOLVING INTERNAL DISPUTES**

### **Article 74. Internal dispute resolution**

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders, along with the Board of Directors, Supervisory Board, General Director, or other executives.

The parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may submit the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **SECTION 8: SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 75. Company Charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in these Charters, or where new legal provisions differ from the provisions in these Charters, those provisions shall apply to govern the Company's operations.

## **SECTION 9: EFFECTIVE DATE**

### **Article 76. Effective date**

1. This Charter, comprising 5 Chapters and 76 Articles, was unanimously approved by the General Meeting of Shareholders of Cam Ranh Port Joint Stock Company on April 22, 2026, at the Company's headquarters, located at 29 Nguyen Trong Ky Street, Cam Linh Ward, Cam Ranh City, Khanh Hoa Province, and the full text of this Charter is hereby accepted and becomes effective.

2. The charter is made in five (05) copies, all of which are of equal value and must be kept at the Company's head office.

3. These Charter are the sole and official document of the Company.

4. Copies or extracts of the Company Charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

*Khanh Hoa, [date] [month] 2026.*

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Nguyen Van Thang**



No.: 228/2026/TTr - CCR.HĐQT

*Khanh Hoa, April 17, 2026*

**PROPOSAL**

**Regarding the amendment and supplementation of the Internal Corporate Governance Regulations of Cam Ranh Port Joint Stock Company Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

*Pursuant to:*

- *Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;*
- *Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;*
- *Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;*
- *Based on the Regulations on the operation of the Board of Directors of Cam Ranh Port Joint Stock Company, which were approved by the General Meeting of Shareholders on April 21, 2023;*
- *Based on the Minutes of the Opinion Survey Form No. 11/2026/BB-CCR.HĐQT dated April 17, 2026, of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents to be submitted to the Annual General Meeting of Shareholders in 2026,*

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Internal Corporate Governance Regulations of Cam Ranh Port Joint Stock Company.

*Attached documents:*

- *Full draft: Regulations on the Internal Corporate Governance of Cam Ranh Port Joint Stock Company. Attached.*

Respectfully submitted./.

*Recipients:*

- As above;
- BOD, BOS;
- Archived: Documents, C.G Officer.

**O/B OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Do Hung Duong**

Draff

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

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF CAM RANH PORT JOINT STOCK COMPANY**

*(Issued together with Decision No. .... /QD-CCR.HDQT dated ... month ...  
2026 resolution of the Board of Directors of Cam Ranh Port Joint Stock  
Company)*

Khanh Hoa, month ... year 2026



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## CHAPTER I

### 1 GENERAL REGULATIONS

#### **Article 1. Explanation of terms**

1. The terms defined in Article 1 of the Company's Charter (including but not limited to: *Shareholders, Company Managers, Related Parties, Insiders, Major Shareholders,...*) shall be applied uniformly in this Regulation.

2. In these Regulations, the following terms have the following meanings:

a) "Company Charter" refers to the Charter of Cam Ranh Port Joint Stock Company, which was approved and promulgated by the Company's General Meeting of Shareholders;

b) "Non-executive BOD member" refers to a BOD member who is not the General Director, Deputy General Director, or Chief Accountant as stipulated in the company's charter.

c) The "Shareholder/Delegate Eligibility Verification Committee" is the body responsible for determining the eligibility to hold a shareholders' meeting in accordance with the law and the Company's Company Charter.

d) "Nominating" means self-nominating.

e) "Representative" refers to a shareholder or representative (a person authorized by a shareholder).

f) "The person in charge of corporate governance" is the person whose responsibilities and authority are stipulated in Article 281 of Decree 155/2020/ND-CP.

g) "Online General Meeting" refers to a format for organizing a shareholders' general meeting that utilizes electronic means to transmit images and audio via the internet, allowing shareholders in various locations to follow the proceedings, discuss, and vote on meeting issues.

h) "Electronic voting" refers to shareholders casting their votes through the Electronic Voting System as stipulated in these Regulations.

i) "Username and password" includes the username and password information provided by the Company to each shareholder individually.

j) "SSC" refers to the State Securities Commission.

k) "VNX" refers to the Vietnam Stock Exchange and its subsidiaries;

l) "VSDC" stands for Securities Depository Center;

m) "VSDC" stands for Vietnam Securities Depository and Clearing Corporation;

n) b) "Securities Law" refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements;

3. Other terms used in these Regulations have the same meanings as in the Company's Company Charter and applicable law.

#### **Article 2. Scope of regulation and subjects of application**

1. Scope of application: This regulation governs the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the



General Director; and other activities as stipulated in the Company's Charter and other current legal regulations.

2. Scope of application: This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties.

## **CHAPTER II SHAREHOLDER MEETING**

### **Article 3. The role, rights, and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company .

2. The rights and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Enterprise Law No. 59/2020/QH14, the Securities Law No. 54/2019/QH14, and Articles 22 and 23 of the company's charter.

- a) Approve the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Decision to amend and supplement the Company's Charter;
- f) Approve the annual financial report;
- g) The decision is to repurchase more than 10% of the total shares sold of each class;
- h) 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;
- i) Decision to reorganize or dissolve the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approve the internal regulations on corporate governance; the regulations on the operation of the Board of Directors and the Supervisory Board;
- l) Approve 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;
- m) Deciding on increasing or decreasing charter capital; the timing and methods of capital raising;
- n) Other rights and obligations as prescribed by law.

3. The General Meeting of Shareholders discussed and approved the following matters:



- a) The company's annual business plan;
  - b) The annual financial statements have been audited;
  - c) The Board of Directors' report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
  - d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
  - e) Self-assessment report on the performance of the Supervisory Board and its members ;
  - f) Dividend rates for each type of share;
  - g) Number of members of the Board of Directors and the Supervisory Board;
  - h) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - j) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;
  - k) Supplementing and amending the Company's Company Charter;
  - l) The types of shares and the number of new shares to be issued for each type of share;
  - m) Dividing, separating, merging, consolidating, or transforming the Company;
  - n) Reorganize and dissolve (liquidate) the company and appoint a liquidator;
  - o) 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;
  - p) The decision is to repurchase more than 10% of the total shares sold of each class;
  - q) The company enters into contracts and transactions with the entities specified in point b, clause 4, Article 57 of the Company's Charter, 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;
  - r) Approve the transactions stipulated in Clause 4, Article 57 of the Company's Charter;
  - s) Approve 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;
  - t) Other matters as stipulated by law and the Company's Company Charter.
4. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.



**SECTION 1:**  
**THE GENERAL MEETING OF SHAREHOLDERS ADOPTED A  
RESOLUTION BY VOTING AT THE MEETING**

**Article 4. Authority to convene the General Meeting of Shareholders**

*1. Authority to convene the Annual General Meeting of Shareholders:* The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The annual General Meeting of Shareholders is held once a year and within 4 months from the end of the fiscal year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than 6 months from the end of the fiscal year.

*2. Authority to convene an extraordinary General meeting of shareholders:*

a) The Board of Directors must convene an extraordinary general meeting of shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board does not meet the minimum number as prescribed in Clause 1, Article 154 and Clause 1, Article 168 of the Enterprise Law, or upon receiving a request as prescribed in points c and d, Clause 3, Article 22 of the Company's Charter;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a of this clause, within the next 30 days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b of this Clause, the shareholder or group of shareholders specified in Clause 2, Article 18 of the Company's Charter has the right to convene a General Meeting of Shareholders on behalf of the Company as prescribed in Clause 4, Article 140 of the Enterprise Law.

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.

3. The procedure for organizing a General Meeting of Shareholders is stipulated in Clause 2, Article 26 of the Company's Charter .

**Article 5. Presiding over and conducting 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 presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.

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 chairman of the meeting, and the person with the highest number of votes shall be the chairman 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 Shareholders' Meeting 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.

- Other rights and obligations of the Chairperson are as stipulated by applicable law.

f) The Presidium consists of the Chairperson and members nominated by the Meeting Organizing Committee for the Meeting to vote on. The Presidium will appoint one member to serve as Chairperson.

g) The Presiding Committee's responsibilities:

- 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 Meeting to discuss the items on the agenda;
- Present drafts and conclusions on necessary issues for the Meeting to vote on;

- Responding to the issues raised by the Meeting;



- Addressing issues that arise throughout the Meeting.
- h) The working principles of the Presidium: The Presidium operates on the principles of collective decision-making, democratic centralism, and majority rule.
- 2. Meeting Secretary
  - a) The chairperson appoints one or more people to act as secretaries for the meeting;
  - b) The duties of the Meeting Secretary:
    - Record the minutes of the Shareholders' General Meeting accurately reflecting the content of the meeting;
    - Receive registration forms for shareholders/representatives to speak;
    - Prepare meeting minutes and draft resolutions for the General Shareholders' Meeting;
    - Assist the Chairperson in announcing information related to the General Shareholders' Meeting and notifying shareholders in accordance with legal regulations and the Company's Company 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 on how to vote;
    - Count and record the ballots, prepare a vote counting report, and announce the results; forward the report to the Chairperson for approval of the voting results;
    - Inform the secretary of the voting results.
    - Review and report to the Meeting 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 as members of the Shareholder/Delegate Credentials Verification Committee for the meeting. The Delegate Credentials Verification Committee of the General Meeting consists of one Chairman and several members.
  - b) The responsibilities of the Shareholder/Delegate Verification 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, the General Meeting of Shareholders can proceed.



- Participate in counting votes on other matters before the Vote Counting Committee is established.

#### **Article 6. Prepare a list of shareholders entitled to attend the meeting**

1. The list of shareholders entitled to attend and vote is compiled based on the consolidated shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the last registration date. This list must be completed no later than 10 days before the date of sending the meeting invitation notice.

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. Basic information about shareholders:**

- Full name;
- Contact address, nationality, number and date of issuance of citizen identification card, passport or other legally valid personal identification of individual shareholders; name, head office address, establishment decision number or business registration certificate number of organizational shareholders;
- Number of shares of each type;
- Shareholder registration number and date;
- Email address and phone number, if available.

#### **Article 7. Announcement regarding the record of the shareholder list eligible to attend the General Meeting of Shareholders**

1. The notice of the General Meeting of Shareholders is sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and is also 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.

2. A complete and valid notification of exercise of rights must be submitted to the Vietnam Securities Depository and Clearing Corporation (VSDC) no later than 8 working days immediately preceding the final registration date.

3. The company discloses the record date to the State Securities Commission, the Stock Exchange, and on the company's website in accordance with legal regulations and current information disclosure rules.

##### **4. Prepare the agenda and content for the Shareholders' General Meeting:**

The Company's Board of Directors needs to agree on the following matters before proceeding with the General Shareholders' Meeting:

- a) Meeting agenda and content;
- b) Establish a Support Team, a Presiding Board, a Secretariat, a Shareholder Eligibility Verification Committee, and a Vote Counting Committee (if there is an election involved).



## **Article 8. Notice of convening the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must 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. *(calculated from the date the notice is duly sent or transmitted)*. The meeting notice must include the name, registered office address, and business registration number; the full name and contact address of the shareholder; the time and place of the meeting; and instructions on how to confirm attendance, authorize proxy voting, and submit voting opinions .

2. The meeting notice is sent to shareholders via secure methods and information is disclosed on the Company's website, the Securities Commission's system, and the Stock Exchange. Meeting documents must be fully posted on the Company's website in accordance with regulations on information disclosure. If documents are not included with the paper notice, the meeting notice must clearly state a direct link for shareholders to access the entire General Meeting dossier, 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 ballot/election ticket;
- d) Draft resolutions for each item on the meeting agenda.

## **Article 9. Agenda and agenda for the Shareholders' General Meeting**

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting .

2. Prepare documents for the Shareholders ' General Meeting :

a) The Board of Directors established a Working Group to assist the Board of Directors in organizing the General Meeting of Shareholders, providing advice and support to the Board of Directors in the organization of the General Meeting of Shareholders .

b) Documents for the Shareholders' General Meeting This information is compiled based on documents provided by specialized departments under the direct supervision of the Head of Corporate Administration, and the Head of the Working Group for organizing the Shareholders' General Meeting;

c) Documents for the General Shareholders' Meeting must be documents whose content has been approved by the Board of Directors and whose issuance and publication have been authorized;

d) In cases where the General Meeting of Shareholders is not convened by the Board of Directors, the person convening the General Meeting of Shareholders is responsible for preparing the necessary documents for the meeting. The company is responsible for coordinating, providing information, and assisting the person convening the General Meeting of Shareholders in completing the meeting documents.



3. The notice inviting shareholders to the General Meeting is sent to all shareholders as stipulated in Clause 2, Article 8 of these Regulations.

4. Shareholders or groups of shareholders owning 5% or more of the total number of common shares, have the right to make a proposal. The issue will be included in the agenda of the Shareholders' General Meeting. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting begins. The proposal must clearly state the shareholder's name; the number of each type of share held by the shareholder; and the issue to be included in the meeting 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 petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the petition, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 4 of this Article;

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.

6. If the person convening the General Meeting of Shareholders refuses a proposal as stipulated in Clause 4 of this Article, they must respond in writing and state the reasons no later than two working days before the opening of the General Meeting of Shareholders.

7. 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.

8. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent with the meeting invitation notice.

#### **Article 10. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of institutional shareholders, may attend meetings in person, authorize one or more other individuals or organizations to attend on their behalf, or through one of the forms stipulated in the Company's Company Charter.

2. The authorization must be in writing in accordance with civil law regulations, clearly stating: the names of the authorizing party and the authorized party; the number of shares; the content, scope, and duration of the authorization. The document must be signed by all parties; for shareholders who are organizations, it must be signed by the authorized representative and stamped with the organization's seal (if any).

The authorized representative must submit the authorization document when



registering to attend the meeting. In case of sub-authorization, the attendee must also present the original authorization document (if not previously registered with the Company).

3. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the event that any of the following situations occur:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The principal has revoked the designation of authorization;
- c) 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.

#### **Article 11. How to register to attend the Shareholders' General Meeting**

1. How to register to attend the Shareholders' General Meeting before the meeting opens:

a) The method 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/contest in person at the meeting;
- Authorize another representative to attend and vote/cast ballots 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/cast ballots through online conferences, electronic voting, or other electronic means;
- Submit your ballot/election ticket 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.

c) The company prioritizes the application of modern information technologies to enable shareholders to participate and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meetings of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Enterprise Law and the Company's Charter.

2. Instructions on how to register to attend the General Shareholders' Meeting and verify delegate eligibility on the day of the General Shareholders' Meeting .



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) Upon registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting slip/election ballot, which includes the registration number, shareholder information, representative's information, and the corresponding number of votes.

The General Meeting discusses and votes on each issue using the following methods: approve, disapprove, and abstain. The voting process, ballot collection, and vote counting are conducted according to the Voting Regulations approved by the General Meeting of Shareholders, in accordance with the meeting format (in-person or online/electronic). The results of the vote count are publicly announced by the Chairman before the meeting adjourns. The General Meeting elects the Vote Counting Committee or a vote counting supervisor upon the Chairman's recommendation; the number of members of the Vote Counting Committee is decided by the General 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 have the right to participate and vote at the General Meeting immediately after registration. The chairperson is not obligated to stop the General Meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

#### **Article 12. The Conditions for holding a General Meeting of Shareholders**

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.

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 must be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be convened when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice inviting shareholders to 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 13. Method of adopting resolutions by the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting, obtaining opinions in writing, or by other forms as prescribed by current law.

2. Resolutions of the General Meeting of Shareholders on matters as stipulated in Clause 3, Article 3 of these Regulations must be adopted by voting at the General Meeting of Shareholders.



## **Article 14. Voting on issues at the Meeting**

### **1. General principles**

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

b) Voting cards, ballot papers, and election ballots will be distributed directly by the Company at the General Meeting or provided through the electronic voting system (included with the participation documents). For paper ballots, the Company's seal must be affixed for authentication. Each shareholder and authorized representative will be issued/granted the right to use a corresponding set of Voting Cards and Ballot Papers; clearly stating: Registration number, full name, number of shares owned, number of shares authorized, and total voting rights.

### **2. Regulations regarding the validity of voting ballots and election ballots.**

#### **a) Voting ballot**

➤ **Valid ballots:** These are ballots printed on the form provided by the Organizing Committee, or recorded electronically; no erasures, corrections, or additions beyond the regulations are allowed; For paper ballots: They must be signed, clearly state the full name, and be submitted to the Ballot Counting Committee before the ballot box is closed; The voting content must be clear (choose one of three options).

➤ **Invalid ballot:** The content does not comply with the regulations of a valid ballot.

#### **b) Ballot**

➤ **Valid ballots:** These are ballots printed according to the template issued by the Organizing Committee, without any erasures, alterations, or additions beyond what is required for the ballot; they 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 ballot:**

- The content does not comply with the regulations of a valid ballot.
- The number of candidates elected by the delegates was greater than the number of candidates needed to be elected.
- The ballots contain a total number of votes cast for the shareholder's or representative's candidates that exceeds the total number of votes allowed.
- Other regulations are governed by the Regulations on the Election of Shareholders' General Meeting and the Company's Company Charter.

## **Article 15. Voting method**

### **1. General principles**

The ballot collection and counting process is carried out in accordance with the voting regulations approved by the Meeting, adapted to the actual meeting format.

### **2. Forms of voting**



a) Voting by card: Attendees vote by raising the front side of their voting card toward the Presiding Committee.

If a participant does not raise their card in all three voting rounds (Agree, Disagree, Abstain) for an issue, they will be considered to have agreed to that issue.

If a vote is taken more than once for the same issue, the result will be considered invalid.

The vote counting committee/shareholder eligibility verification committee is responsible for recording the corresponding code and number of voting rights for each case.

b) Voting by ballot: Meeting participants vote (on paper ballots or electronically) by selecting only one of three options: "Agree," "Disagree," or "No opinion."

For paper ballots: They must be signed, clearly state the full name, and be submitted to the sealed ballot box as instructed by the Ballot Counting Committee.

For electronic voting: Confirm the chosen option on the Company's software system.

## **Article 16. Voting election methods**

### **1. General principles**

- Comply strictly with the law and the Company's Company Charter;
- Members of the vote counting committee are not allowed to be on the list of nominees; they must nominate themselves for the positions of Board of Directors and Supervisory Board members.

### **2. Forms of voting in elections**

#### **a) Cumulative voting**

- Voting principle: Shareholders and authorized representatives receive a total number of votes corresponding to the total number of shares they own/represent, multiplied by the number of members to be elected. Voters may allocate all their votes to one candidate or divide them among several candidates.

- Issuing and exchanging ballots: In case of new candidates or errors in filling out paper ballots, shareholders and authorized representatives should contact the Ballot Counting Committee to exchange for new ballots after the old ballots have been returned. For electronic elections, adjustments must be made directly on the system before confirming and sending the results.

- Instructions for filling out the ballot: Vote for a maximum number of candidates equal to the number of positions available.

+ If you want to cast all your votes for one or more candidates: Check the corresponding "Cluster vote" box.

+ If the votes are not divided equally: Specify the exact number in the "Number of votes" box. (If you mark and write a number, the result will be based on the specified number).

- Election principle: Candidates are selected based on the number of votes received, from highest to lowest, until the required number of positions is filled. In



case of a tie for the last position, a re-election will be held or the matter will be handled according to the Election Regulations.

b) Elections by voting: To be conducted in accordance with the provisions of point b, clause 2, Article 15 of these Regulations.

#### **Article 17. Counting votes and announcing the results.**

1. The General Meeting elects those responsible for counting or supervising the vote count upon the recommendation of the Chairperson. The number of members of the Vote Counting Committee is decided by the General Meeting of Shareholders based on the recommendation of the Chairperson of the meeting.

2. The vote counting committee compiles the voting/election results according to the corresponding method (directly in the hall or through an electronic system). The vote counting results must fully record the number and percentage of each option: Approve, Disapprove, No Opinion, and Invalid Ballot.

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

4. The results of the vote count were announced by the Chairperson just before the meeting adjourned.

#### **Article 18. Conditions for a resolution of the General Meeting of Shareholders to be adopted**

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 and voting at the meeting, except as provided in Clauses 3, 5 and 6 of this Article:

- 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 of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the company;
- f) Amendments and additions to the Company's Charter.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 1, 3, 5 and 6 of this Article.

3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting as stipulated in Article 16 of these Regulations.

4. In cases where a resolution is adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.



5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days of the date of adoption; sending the resolution may be replaced by posting it on the Company's website.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

7. 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 Company Charter.

#### **Article 19. Ways to object to a resolution of the General Meeting of Shareholders**

1. 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, a shareholder or group of shareholders owning 5% or more of the total number of common shares has the right to request the court or arbitration to review and annul the resolution or part 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 the Enterprise Law and the Company's Charter, except as stipulated in Clause 6, Article 29 of the Company's Charter;

b) The resolution's content violates the law or the Company's Company Charter.

2. In cases where a resolution of the General Meeting of Shareholders is requested to be annulled by a Court or Arbitration Tribunal as stipulated in Clause 1 of this Article, such resolutions shall remain in effect until the Court or Arbitration Tribunal makes a different decision, except in cases where interim measures are applied by a competent authority.

3. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider and reschedule the General Meeting of Shareholders within 30 days in accordance with the procedures stipulated in the Enterprise Law and the Company's Company Charter.

4. Shareholders who voted against a resolution to reorganize the Company or change the rights and obligations of shareholders as stipulated in the Company's Company Charter have the right to request the Company to repurchase their shares as stipulated in Article 11 of the Company's Company Charter.



## **Article 20. Minutes of the Shareholders' General Meeting**

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 prepared in Vietnamese, and may also be prepared in English, and must include the following main contents:

- a) Name, registered office address, business registration number;
- b) Time and location of the Shareholders' General Meeting;
- 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 shareholdings and voting rights;
- g) Total number of votes against For each voting issue, specify 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) The issues were approved and the corresponding percentage of votes were cast in favor;
- i) The minutes must include the full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required in this clause. The minutes shall clearly state the reasons why the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person who signs the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

## **Article 21. Announcement of resolutions and minutes of the General Shareholders' Meeting**

1. A representative from the Secretariat presented the draft minutes and resolutions of the Shareholders' General Meeting at the meeting.

2. The chairperson of the meeting presides over the General Meeting of Shareholders, reviewing and supplementing the draft minutes and resolutions of the meeting, but ensuring they do not contradict the voting results for each item already discussed;



3. The chairperson of the meeting presides over the General Meeting of Shareholders' proceedings and approves the minutes and resolutions of the General Meeting of Shareholders.

4. Resolutions, meeting minutes, and accompanying documents of the General Meeting must be stored at the Company's headquarters and disclosed in accordance with securities laws and the Company's regulations.

5. Conclusion of the Shareholders' General Meeting

The chairperson of the General Shareholders' Meeting declares the meeting closed when the following conditions are met simultaneously:

- a) All items on the meeting agenda were discussed and voted on;
- b) The voting results have been announced;
- c) The minutes and resolutions of the Shareholders' General Meeting were approved.

## **SECTION 2**

### **PROCEDURE FOR HOLDING A GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY WRITTEN BALLOT**

#### **Article 22. Cases where shareholder OPINIONS IN WRITING is and is not permitted**

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 23 of the Company's Charter.

2. Obtaining shareholder opinions in writing may decide on all matters within the authority of the General Meeting of Shareholders, except for matters that must be approved by voting at the General Meeting of Shareholders as stipulated by law and the Company's Company Charter .

3. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company as stipulated in the Company's Company Charter .

4. Notices regarding written shareholder consultations and implementation regulations must be disclosed in accordance with regulations on corporate governance for listed companies (in the case of listed companies) .

#### **Article 23. Procedure for obtaining shareholder opinions in writing**

1. Prepare a list of shareholders whose opinions need to be solicited in writing. The process for preparing this list is the same as for organizing a General Meeting of Shareholders.

2. The Board of Directors is responsible for preparing ballots, draft resolutions, and explanatory documents, ensuring they are sent to shareholders within the timeframe and in the manner stipulated in Clause 2, Article 30 of the Company's Charter.



3. The main contents of the Opinion Form, Vote Counting, Resolution Adoption, and Results Announcement include: mandatory information on the opinion form; vote counting procedure; supervisory composition; conditions for adopting a resolution; and the deadline for announcing the results, as stipulated in Clauses 3, 5, 6, and 8 of Article 30 of the Company's Charter.

4. Save the document.

The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's head office.

5. Request to annul the decision of the General Meeting of Shareholders made through written consultation.

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 18 of the Company's Charter 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 the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 2 of the company's charter.

b) The resolution's content violates the law or the company's charter.

6. The method of returning ballots, the method of counting votes, and the announcement of results comply with the provisions of Clauses 5, 6, 7, and 8 of Article 30 of the Company's Charter.

### **SECTION 3**

#### **PROCEDURES FOR HOLDING A GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS VIA ONLINE MEETING**

##### **Article 24. Notice of convening the online General Shareholders' Meeting**

1. The Board of Directors has the right to decide to hold the General Meeting of Shareholders online instead of in-person if it assesses that holding the General Meeting of Shareholders in person may not be feasible due to an epidemic, a decision of a competent state management agency, or other force majeure reasons.

The company will send invitations or meeting notices to all shareholders using a method that ensures delivery to the registered contact address of each shareholder. These notices will include instructions confirming shareholder eligibility, registration guidelines, voting procedures, electronic voting, and necessary identification information for shareholders to access the online meeting system. The deadline for sending the notices is as stipulated in the Company's Company Charter (ensuring at least 21 days before the opening of the General Meeting).



## **Article 25. How to register to attend the online General Shareholders' Meeting**

The procedures for registering to attend the General Shareholders' Meeting online before the meeting's opening date are clearly stipulated in the Notice of the General Shareholders' Meeting, including :

### **1. Eligibility requirements:**

- Those whose names are included in the list of shareholders entitled to attend the General Meeting of Shareholders, as prepared in accordance with the Company's notice of exercise of rights.

- Authorized representatives must meet the eligibility requirements as stipulated by law and the Company's Company Charter.

### **2. Technical requirements:**

Shareholders need an electronic device with internet access (e.g., computer, tablet, mobile phone, other electronic device with internet connection...).

### **3. Method for recording shareholder attendance at online general meeting:**

Shareholders are considered to have attended the online 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 item on the agenda of the online General Meeting of Shareholders.

## **Article 26. Provide login information and cast your 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). Shareholders 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 registered.

2. When shareholders request a re-issuance 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 notice of exercising voting rights.

3. Shareholders 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 online General Meeting of Shareholders.

4. Shareholders who register to attend the online meeting after it has commenced are still allowed to register and have the right to vote after completing their registration. The presiding board is not allowed to interrupt the meeting to allow



shareholders to register, and the validity of matters already voted on will not be affected.

**Article 27. Authorization for a representative to attend the General Shareholders' Meeting online.**

1. The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 10 of these Regulations and shall be sent to the Company by means ensuring that it reaches the Company's address before the opening of the General Meeting.

2. In cases where a shareholder authorizes another individual/organization to attend the online General Meeting and cast electronic votes on their behalf, both the shareholder and the authorized representative are responsible for the authorization and the results of the electronic voting according to the assigned access account.

3. Here are some regulations to keep in mind when authorizing someone online:

3.1. Shareholders are required to provide complete information for online authorization, especially the information of the authorized party: phone number, contact address, and email address. This information will be used to assign 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.

3.2. Revoke the authorization for shareholders who have authorized online.

a) Shareholders must submit a formal written request to the Company to revoke their online proxy before the official opening of the general meeting. Please note that the effective date of the proxy revocation is calculated from the time the Company receives the formal written request to revoke the online proxy.

b) The cancellation of the proxy will be invalid if the proxy has already cast a vote/election on any of the items in the agenda for the online General Meeting of Shareholders.

**Article 28. Conditions for conducting**

1. The conditions for holding a General Meeting of Shareholders are stipulated in Article 12 of these Regulations.

2. The system for organizing online congresses and electronic voting must meet the following conditions:

a) The system's internet connection at the meeting venue must be continuous and stable, ensuring uninterrupted participation of shareholders. In the event of an



interruption at the meeting venue, the presiding committee must summarize the events of the interrupted session.

b) The meeting venue must ensure adequate sound, lighting, internet connection, power supply, electronic equipment, and other facilities as required by the nature of the online meeting;

c) Ensure information security and maintain the confidentiality of access accounts to the System. All information received and provided on the System must adhere to information security principles and comply with the regulations of the Law on Cybersecurity;

d) Electronic data from the online conference program must be stored and retrieved from the System.

#### **Article 29. Discussion at the online General Shareholders' Meeting**

##### **1. Principle:**

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

##### **2. Responding to shareholder concerns:**

- Based on the content of the shareholders' discussions, the Chairman or a member designated by the Chairman will address the shareholders' opinions;
- In case of time constraints, questions that are not answered directly at the General Meeting will be answered later by the Company and posted on the company website.

#### **Article 30. The method of adopting resolutions at the General Shareholders' Meeting is online**

1. online general meeting of shareholders adopts resolutions within its authority by voting at the meeting using electronic ballots or by soliciting opinions in writing.

2. Resolutions of the General Meeting of Shareholders on matters as stipulated in Clause 3, Article 3 of these Regulations must be adopted by electronic voting at the General Meeting of Shareholders.

#### **Article 31. How to vote online**

1. Shareholders can exercise their voting rights through online voting.

##### **2. Voting method:**

➤ Online voting is conducted as follows:

a) Shareholders use their access account to log in to the website according to the instructions included in the Invitation Notice or posted on the Company's website to cast their votes;



b) Shareholders decide to vote by marking one of the three boxes corresponding to "Agree," "Disagree," or "No opinion" for each item on the System that is being considered for shareholder approval;

c) Shareholders with voting rights are those who have registered to attend the online General Meeting up to the time of voting, and the number of these shareholders is the basis for calculating the voting percentage of each shareholder. If a shareholder has registered to attend the online General Meeting but does not vote, it is understood that the shareholder has cast a "No Opinion" vote on the corresponding issues for shareholder consultation.

d) Then, shareholders proceed to confirm their votes so that the electronic voting system can record the results.

### 3. Other regulations when conducting electronic voting

a) If a shareholder does not complete all the voting and election procedures as outlined in the General Meeting agenda, the unvoted or unelected issues will be considered as if the shareholder did not cast a vote on those issues.

b) In the event that issues arise outside the agenda of the general meeting, shareholders may vote or elect additional candidates. If a shareholder does not vote or elect on the arising issues, it will be considered that the shareholder did not participate in the voting or election on those issues.

c) Shareholders may change the results of votes and elections (but cannot cancel the results); this includes supplementary votes and elections on issues arising outside the agenda of the General Meeting. The online system only records the vote count for the final voting results at the time of completion of electronic voting for each vote counting round as stipulated in the working regulations of the General Meeting.

d) In the event that a delegate casts a written ballot: An invalid ballot is one in which the total number of votes cast for other candidates is greater than (or less than) the total number of votes cast by the delegate representing them, as counted at the time of the vote count.

e) The time for electronic voting is specifically stipulated in the General Meeting's regulations. 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 voting results from shareholders.

f) When conducting the General Meeting, the Presiding Board must announce the closing time of voting on the System so that shareholders can exercise their rights. If shareholders encounter problems voting on the System, they can contact the hotline number announced by the General Meeting Organizing Committee for guidance and assistance in completing the voting process. From the moment the System closes the voting, shareholders are not allowed to change any of their votes. The voting results recorded on the System according to their access account are final and no complaints or lawsuits related to these results are permitted.

### 4. Voting time



a) Shareholders have the right to vote from the opening of the online General Meeting until before the closing time of voting. If a shareholder has voted but wishes to change their mind, they must do so before the closing time of voting. The last vote recorded by the System before the closing time of voting is considered valid and will be recorded in the vote count results;

b) To ensure continuous progress and focus time on the proceedings of the General Meeting, participating shareholders, upon logging into the System, can vote on the meeting agenda, the composition of the Vote Counting Committee, and amendments to the regulations governing the organization of the General Meeting (if any). The deadline for voting on these matters on the System will be announced by the Organizing Committee at the time of the opening of the online General Meeting;

c) Voting results are calculated at the time shareholders cast their electronic votes, so any sudden disconnection of the shareholder's connection (if any) will only affect the unvoted items; the items already voted on will not be affected.

d) Before the voting period ends, shareholders only know the results of their individual votes. After the voting period ends, shareholders will know the overall voting results for each item as announced by the Presiding Committee or the Vote Counting Committee.

#### **Article 32. How to count votes online**

1. The presiding officer introduces one or more individuals to serve as members of the Ballot Counting Committee for the General Assembly to vote on. The Ballot Counting Committee has the following rights and obligations:

- Instructions for shareholders on how to vote at the online General Meeting;
- The vote count is underway;
- Prepare and publish the minutes of the vote count for the General Meeting of Shareholders.

2. Voting is conducted using the "in favor", "out against," and "abstain" categories. The software system will automatically compile and summarize the number of votes in favor, against, and abstain.

#### **Article 33. Announcement of vote count results**

1. The vote counting committee, approved by the General Meeting of Shareholders, is responsible for verifying the results of the electronic voting to compile the final voting results.

2. The voting results are announced by the Presiding Committee or the Vote Counting Committee immediately at the online Meeting.

#### **Article 34. Prepare minutes of the Shareholders' General Meeting**

1. The content of the online General Meeting is recorded by the Secretariat and compiled into a Minutes of the Shareholders' General Meeting in accordance with Article 20 of these Regulations. The time and location of the online Shareholders' General Meeting are recorded as the location where the Presiding Board conducts the meeting.



2. The minutes of the meeting and the resolutions of the General Shareholders' Meeting were read and approved before the closing of the online meeting.

**Article 35. Announcement of the Shareholders' General Meeting Resolution**

1. Copies of meeting minutes and resolutions must be published on the Company's website within 24 hours.

2. The company must disclose information about the General Meeting of Shareholders in accordance with the Securities Law and the Company's Information Disclosure Regulations.

**SECTION 4**

**PROCEDURES FOR HOLDING A GENERAL MEETING OF  
SHAREHOLDERS FOR APPROVAL RESOLUTION AGREEMENT  
MADE THROUGH A COMBINED IN-PERSON CONFERENCE  
ONLINE**

**Article 36. Notice of convening the General Meeting of Shareholders**

1. The Company's Board of Directors met and decided to convene a General Shareholders' Meeting, combining in-person and online participation, and unanimously approved the agenda and program of the meeting.

2. The Board of Directors must prepare the work as prescribed in Article 6 of these Regulations.

3. The person convening the General Meeting of Shareholders must send the Notice of Meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than the deadline. 21 days before the opening date of the meeting (*calculated from the date the notice was duly sent or transmitted*).

➤ The meeting invitation must be accompanied by the following documents:

- The meeting agenda, the documents to be used in the meeting, and the draft resolutions for each item on the agenda;
- Voting slip (for shareholders attending in person).

\* For shareholders attending online: The company will send an invitation to attend the online General Meeting along with instructions on confirming shareholder eligibility to each shareholder. The meeting organizers must inform shareholders of the instructions/regulations for registering to attend the online General Meeting, electronic voting, and other necessary information before the date of the online General Meeting.

**Article 37. How to register to attend the Shareholders' General Meeting**

1. For shareholders attending in person

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 with voting rights a voting card, which includes the



registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting rights .

b) Shareholders , authorized representatives of institutional shareholders , or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote 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-on items remains unchanged.

2. For shareholders attending online

In accordance with the provisions of Clauses 1 and 2 of Article 31 of these Regulations.

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

1. For shareholders attending in person

a) Authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders 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, and the signatures of both the authorizing party and the authorized party.

b) 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).

2. For shareholders attending online

a) The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of point a, clause 1 of this Article and shall be sent to the Company by means ensuring that it reaches the Company's address before the opening of the meeting.

b) In cases where a shareholder authorizes another individual/organization to attend the online General Meeting and cast electronic votes on their behalf, both the shareholder and the authorized representative are responsible for the authorization and the results of the electronic voting according to the assigned access account.

**Article 39. Conditions for conducting**

1. A General Meeting of Shareholders, conducted in a hybrid format (in-person and online), is permitted when the conditions stipulated in Article 28 of these Regulations are met.

2. The system for organizing online congresses and electronic voting must meet the conditions stipulated in Article 31 of these Regulations.



#### **Article 40. Method of adopting resolutions by the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting using ballot papers, electronic ballots , or by soliciting opinions in writing.

2. Resolutions of the General Meeting of Shareholders on matters as stipulated in Clause 2, Article 3 of these Regulations must be adopted by voting at the General Meeting of Shareholders using ballots or electronic ballots.

#### **Article 41. Voting method**

1. Each share owned or represented corresponds to one voting unit.

2. For shareholders attending and voting in person at the meeting: Upon registering shareholders, the Company will issue each shareholder or authorized representative a voting card (or electronic voting card) bearing the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting rights.

3. For shareholders participating and voting online through the online system: Shareholders can exercise their voting rights through electronic voting. Electronic voting shall be conducted in accordance with the provisions of Article 31 of these Regulations.

4. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention.

#### **Article 42. Vote counting method**

1. The general meeting of shareholders elects one or more people to the vote counting committee upon the recommendation of the meeting chairman.

2. The number of members of the Vote Counting Committee is decided by the General Meeting of Shareholders based on the proposal of the presiding officer.

#### **Article 43. Announcement of Vote Counting Results**

The vote count results are The Chairman shall announce the results immediately before the closing of the meeting ; if the vote counting extends into the following day, the Chairman shall be responsible for informing the shareholders attending the meeting of the vote counting results through the Company's website, unless the General Meeting of Shareholders decides otherwise.

#### **Article 44. Prepare minutes of the Shareholders' General Meeting.**

1. The content of the General Meeting, which combines in-person and online participation, is recorded by the Secretariat and compiled into a Minutes of the Shareholders' General Meeting as stipulated in Article 20. This regulation.

2. The minutes of the meeting and the resolutions of the General Shareholders' Meeting were read and approved before the closing of the online meeting.

#### **Article 45. Announcement of the Shareholders' General Meeting Resolution**

1. Copies of meeting minutes and resolutions must be published on the



Company's website within 24 hours.

2. The company must disclose information about the General Meeting of Shareholders in accordance with the Securities Law and the Company's Information Disclosure Regulations.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 46. The roles, rights, duties, and responsibilities of the Board of Directors and the responsibilities of its members**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors must fully comply with the responsibilities and obligations stipulated in the Enterprise Law, the Company Charter, and the following rights, obligations, and responsibilities:

- a) Responsible to shareholders for the company's operations;
- b) Treat all shareholders equally and respect the interests of those with vested interests in the Company;
- c) Ensure that the Company's operations comply with all applicable laws, regulations, and internal rules of the Company;
- d) Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.
- e) 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;
- f) Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval;
- g) Appoint a person in charge of corporate governance;
- h) 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;
- i) The Board of Directors' activity report is presented at the General Meeting of Shareholders as stipulated in the Company's Company Charter;
- j) The company's governance situation will be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report in accordance with securities law regulations on information disclosure.
- k) Other rights and obligations as stipulated in the Company's Company Charter and this Regulation.



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

Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries. Members of the Board of Directors have the obligations stipulated in the Company's 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) The Board of Directors shall report at its most recent meeting on transactions between the Company, its subsidiaries in which the 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 companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction.
- e) The company must disclose information when conducting stock transactions in accordance with the law.

### **Article 47. The number, term of office, structure, qualifications, and conditions of the Board of Directors members**

#### 1. Number, term of office, and structure of Board of Directors members:

- a) The number of members of the Board of Directors complies with the provisions of Clause 1, Article 34 of the Company's Charter .
- b) 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. However, independent members of the Board of Directors may only be elected for a maximum of 2 consecutive terms.
- c) If all members of the Board of Directors complete their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
- d) The composition of the Board of Directors must ensure a minimum of one non-executive member. The number of independent members of the Board of Directors must comply with the provisions of the law on corporate governance applicable to public companies and the Company's Company Charter.

#### 2. Standards and conditions for becoming a member of the Board of Directors

Members of the Board of Directors 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 have professional qualifications and experience in business management or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;



c) A member of the Board of Directors may also be a member of the Board of Directors of another company;

d) Not a family member (spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling) of the General Director and other managers of the Company; or of the manager or person authorized to appoint managers of the parent company.

e) Specifically, independent members of the Board of Directors must meet the standards and conditions stipulated in Clause 2, Article 2 of the Company's Charter and the laws on securities.

#### **Article 48. Nomination and candidacy for Board of Directors members**

1. Candidates nominated by the Board of Directors must be present at the Shareholders' General Meeting ;

2. Candidates must report to the General Meeting of Shareholders the personal information stipulated in Clause 1, Article 33 of the Company's Charter; Reporting can be done directly or by publicly disclosing the candidate's profile in the shareholder meeting documents.

3. Shareholders or any current member of the Presidium, Board of Directors, or Supervisory Board have the right to ask questions about their background and expertise.

4. Common shareholders who form a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of their group formation before the opening of the General Meeting of Shareholders. The nomination and candidacy of BOD members shall be carried out in accordance with the following regulations:

a) Shareholders or groups of shareholders owning 10% to 20% of the total common shares have the right to nominate 1 candidate; those owning over 20% to 30% of the total common shares have the right to nominate a maximum of 2 candidates; those owning over 30% to 50% of the total common shares have the right to nominate a maximum of 3 candidates; those owning over 50% to 75% of the total common shares have the right to nominate a maximum of 4 candidates; and those owning over 75% of the total common shares have the right to nominate a maximum of 5 candidates.

b) If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 1, Article 34 of the Company's Charter , 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 in accordance with the law.

#### **Article 49. Method of electing members of the Board of Directors**

1. The election of Board of Directors members is governed by the Company's Company Charter. Accordingly, the election of BOD members is conducted using



cumulative voting. Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of BOD members to be elected, and shareholders have the right to allocate all or part of their total votes to one or more candidates.

2. The elected members are determined by the number of votes received, from highest to lowest, until the required number of members is reached. If two or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be conducted using the voting method (approve, disapprove, abstain) among the candidates with the equal number of votes. The voting results are determined by the method of voting as stipulated in Clause 2, Article 29 of the Company's Charter.

**Article 50. 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 35 of the Company Charter;
- b) A resignation letter was submitted and accepted;
- c) Having limited or no civil capacity or having difficulties in understanding and controlling one's behavior.

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) No longer acting as an authorized representative of an institutional shareholder as decided by that organization;
- c) Acting as an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

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 is reduced by more than one-third compared to the number approved by the General Meeting of Shareholders, 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) Except as provided in point a 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 51. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.**

Changes to the Company's Board of Directors must be announced on the Company's website and through the information disclosure channels of the State



Securities Commission and the Stock Exchange, in accordance with the legal regulations on information disclosure in the securities market.

**Article 52. How to nominate candidates for the Board of Directors**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates on its website at least 10 days before the opening of the General Meeting of Shareholders so that shareholders can learn about them 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. 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 Company's Company Charter.

2. 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 53. Election, recall, removal from office Chairman of the Board**

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 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 decided by the member with the highest number of votes or the highest percentage of votes. to convene and preside over the meeting. In the event that more than one member has the highest and equal number of votes or percentage of votes, the members shall vote by majority to select one of them to convene the Board of Directors meeting.

3. The Chairman of the Board of Directors cannot also hold the position of General Director.

4. The Chairman of the Board of Directors has the following rights and responsibilities:

- a) The rights and obligations of the legal representative are stipulated in point b, clause 2, Article 3 of the Company's Charter.
- b) Develop the program and activity plan for the Board of Directors;
- c) Prepare the program, content, and materials. Serving at meetings; convening, presiding over, and chairing meetings of the Board of Directors;



- d) Organize the adoption of resolutions and decisions by the Board of Directors;
- e) Monitoring the implementation process of resolutions and decisions of the Board of Directors;
- f) Chairman of the Shareholders' General Meeting;
- g) On behalf of the Board of Directors, sign decisions and resolutions of the Board of Directors; sign other documents to handle matters within the authority and responsibility of the Board of Directors;
- h) Ensure that BOD members receive complete, objective, and accurate information, and have sufficient time to discuss the issues that the board needs to consider;
- i) Prepare a work plan and assign tasks to the members of the Board of Directors. The specific task assignments for each member must be documented in writing and signed by the Chairman of the Board of Directors;
- j) Supervise the members of the Board of Directors in carrying out their assigned duties;
- k) Perform other duties and responsibilities as prescribed by law and the Company's Company Charter.

5. The Chairman of the Board of Directors shall be removed from office in the following circumstances:

- a) Does not meet the qualifications and conditions for membership on the Board of Directors as stipulated in Article 35 of the Company's Charter;
- b) A resignation letter was submitted and accepted;

6. The dismissal, as well as the election and removal of the Chairman of the Board of Directors, shall be carried out upon a decision of the Board of Directors. This decision shall be adopted by voting at a meeting of the Board of Directors.

7. In the event that the Chairman of the Board of Directors submits a resignation letter 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 letter or the dismissal or removal from office.

8. 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.



#### **Article 54. Remuneration and other benefits of BOD members**

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. BOD members are entitled to remuneration for their work and bonuses. Remuneration is calculated based on the number of working days required to complete the BOD member's tasks and the daily rate. The board determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the BOD members 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. BOD members holding executive positions, or BOD members working in subcommittees of the Board, or performing duties outside the normal scope of a BOD 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. BOD members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as BOD 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. BOD 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 BOD members related to violations of the law and the Company's Company Charter.

#### **Article 55. Sequence and procedures for organizing a Board of Directors meeting.**

1. Minimum number of meetings per month/quarter/year: The Board of Directors meets regularly at least once every quarter and may hold extraordinary meetings.

2. Cases requiring the convening of an extraordinary meeting of the Board of Directors.

a) The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

- The Supervisory Board has made a recommendation;
- There is a recommendation from the General Director or at least 05 other managers;
- There is a proposal from at least two members of the Board of Directors.

b) The proposal referred to in point (a) of this clause must be in writing, clearly stating the purpose, the issues to be discussed, and the decision falling within the authority of the Board of Directors.



c) 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 point a of this clause. If the Chairman fails to convene a meeting of the Board of Directors as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to convene the meeting of the Board of Directors on his/her behalf.

### 3. Notice of Board of Directors Meeting

a) The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 5 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.

b) Notices inviting members to the Board of Directors meeting may be sent by paper invitation, telephone, fax, or electronic means, and must ensure that they reach the contact address of each BOD member registered with the Company.

### 4. The right of Supervisory Board members to attend meetings.

a) 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.

b) 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.

### 5. Conditions for holding a Board of Directors meeting

A Board of Directors meeting shall be held when at least three-quarters 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 three days of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors are present.

## **Article 56. Voting procedures, resolution adoption methods, authorization of others to attend meetings, and minutes of Board of Directors meetings**

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 meetings and vote on their behalf, as stipulated in the Company's Company Charter;
- 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.

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, clause 3 of this Article, each member of the Board of Directors or their authorized representative as stipulated in clause 1 of this Article who is present in person at the Board of Directors meeting has one vote;

b) BOD 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. BOD 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) When an issue arises at a meeting concerning the interests or voting rights of a BOD member who does not voluntarily waive their voting rights, the chairman's decision shall be final, unless the nature or scope of the BOD member's interests in question has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract stipulated in the Company's Company Charter is deemed to have a substantial interest in that contract and is not entitled to vote on 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 BOD 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 BOD member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that BOD 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 of Directors' authority as stipulated in Clause 2, Article 37 of the Company's Charter.

6. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and validity as resolutions adopted at the meeting.

### 7. Online meeting:

Board meetings can be held via online conferencing when members are located in different places, ensuring that each participating member can hear and express their opinions simultaneously with the others.

Discussions among members can take place directly by telephone or other means of communication, or a combination of these methods. Members participating in this way are considered "present" at the meeting. The meeting place is where the largest number of members are located or where the Chairperson is present.



Decisions adopted take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all BOD members present at the meeting in the minutes.

8. How resolutions are approved by 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.

9. Authorization to attend meetings by members of the Board of Directors

a) BOD members may authorize another person to attend a Board meeting by submitting a written authorization to the Chairman of the Board at least one working day before the meeting.

b) In cases where authorization is given to a person who is not a member of the Board of Directors, it must be approved by a majority of the remaining members of the Board of Directors. Minutes of the Board of Directors meeting shall be prepared.

10. Prepare minutes of the Board of Directors meeting:

a) Board of Directors meetings must be recorded in minutes, which may be audio-recorded or stored in other electronic forms. Minutes must be written in Vietnamese (English may also be included) and must include all the essential contents as stipulated in Article 41 of the Company's Charter.

b) The minutes must be signed by the Chairperson and the person recording the minutes. If these individuals refuse to sign, the minutes remain valid if all other members present at the meeting are also signed. The responsibility of the signatories and the handling of damages resulting from their refusal to sign shall be governed by law and the Company's Company Charter.

c) Within 10 days of sending the minutes, unless there are written objections from the meeting participants, the minutes shall be considered authentic evidence of the proceedings of the meeting. The minutes and meeting documents must be kept at the Company's head office.

d) Minutes in both Vietnamese and English have equal legal validity. In case of any discrepancies, the content in the Vietnamese version shall prevail.

11. Announcement of resolutions and decisions of the Board of Directors

The Board of Directors ensures that all copies of resolutions and decisions of the Board of Directors will be provided to members of the Supervisory Board and the General Director simultaneously with their provision to members of the Board of Directors.

**Article 57. Subcommittees of the Board of Directors**

1. The Board of Directors may decide to establish, select, and appoint members of subordinate subcommittees to be responsible for areas such as: development policy, human resources, compensation, internal audit, and risk management. The number and composition of subcommittee members shall comply with the provisions of Article 43 of the Company's Charter.

2. Operating principles:



a) The subcommittee's activities shall comply with the regulations of the Board of Directors as stipulated in the Establishment Decision or its own organizational and operational regulations (if any).

b) A resolution of the subcommittee shall only be effective if a majority of the members present and voting on it approve it at the subcommittee meeting.

3. The implementation of decisions of the Board of Directors or its subordinate subcommittees must comply with applicable laws and regulations, the Company's Company Charter, and these Regulations.

**Article 58. The person in charge of corporate governance.**

1. Standards for Corporate Governance Officers

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

b) Other standards as prescribed by law and decided by the Board of Directors.

2. Appointments, Dismissals, and Announcements:

a) Appointment: The Board of Directors shall appoint at least one person to serve as the Head of Corporate Governance to support corporate governance. This person may also serve as the Company Secretary.

b) Dismissal: The Board of Directors decides to dismiss the person in charge of administration when they submit a resignation letter, no longer meet the standards, violate the law, or in other cases consistent with labor laws and company regulations.

c) Announcement: Appointments and dismissals must be announced and disclosed in accordance with securities laws and the Company's Information Disclosure Regulations.

3. 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) Advice on meeting procedures ;

d) Attend meetings ;

e) Providing advice on 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) Serving as the primary point of contact with stakeholders ;
- i) Information security will be maintained in accordance with legal regulations and the Company's Company Charter;
- j) Other rights and obligations as stipulated by law and the Company's Company Charter.

## **CHAPTER IV**

### **SUPERVISORY BOARD**

#### **Article 59. The role, rights, and obligations of the Supervisory Board, and the responsibilities of its members**

##### **1. The role, rights, duties, and responsibilities of the Supervisory Board.**

The Supervisory Board fully exercises the rights and obligations stipulated in Article 52 of the Company's Charter, focusing on the following key tasks:

a)Overseeing the reasonableness and legality of the Board of Directors and the General Director; reviewing financial statements, business performance reports, and evaluating the risk management and internal control systems.

b)Conduct inspections at the request of shareholders; have the right to access records, documents, books, and the workplaces of company managers and employees to perform their duties.

c)Upon discovering any violation of the law or the Charter, the Board of Directors must be notified in writing within 48 hours, requesting that the violation cease and proposing corrective measures.

d)Attend company meetings; coordinate with the Board of Directors and the General Director; develop the operating regulations of the Supervisory Board and report the results of supervision at the annual General Meeting of Shareholders.

##### **2. Rights and responsibilities of Supervisory Board members:**

a)Members of the Supervisory Board have independent access to information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and the executives are responsible for providing timely and complete information upon request.

b)Strictly adhere to all legal regulations, the Company's Company Charter, and professional ethics; be accountable to shareholders and the law for the exercise of assigned rights and obligations.

c)They are not allowed to hold management positions within the Company and must ensure the standards of independence as stipulated in the Company Charter and securities laws.

#### **Article 60. Composition, criteria, and election of members of the Supervisory Board**

##### **1. Number, term of office, composition, and structure of members of the Supervisory Board:**

- a) The Company's Supervisory Board has 3 members.



b) The term of office for a member of the Supervisory Board shall not exceed 5 years and they may be re-elected for an unlimited number of terms.

c) Members of the Supervisory Board do not necessarily have to be shareholders of the Company .

d) The Supervisory Board must have more than half of its members residing in Vietnam.

e) 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 Head of the Supervisory Board has the rights and obligations stipulated in Clause 2, Article 51 of the Company's Charter.

f) In cases where members of the Supervisory Board have their terms ending at the same time, and a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

## 2. Standards and conditions for membership in the Supervisory Board

Members of the Supervisory Board must fully meet the standards and conditions stipulated in Clause 2, Article 50 of the Company's Charter, including requirements regarding professional qualifications, independence (from managers, family members, representatives of the Company's capital stake, and the parent company), and individuals prohibited by the Enterprise Law.

## 3. Nominations and candidacies for Supervisory Board members :

a) The nomination of members of the Supervisory Board is based on the shareholding ratio stipulated in Clause 2, Article 49 of the Company's Charter.

b) If the number of candidates is insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with Clause 3, Article 49 of the Company Charter and applicable laws.

## 4. Method of electing members of the Supervisory Board:

a) The election of Supervisory Board members is conducted in accordance with the Company's Company Charter. Accordingly, the election of Supervisory Board members is carried out using cumulative voting. 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, and shareholders have the right to allocate all or part of their total votes to one or more candidates.

b) The elected members of the Supervisory Board 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 is reached. If two or more candidates receive the same number of votes for the last member of the Supervisory Board, a re-election will be conducted using the voting method (approve, disapprove, abstain) among the candidates with the equal number of votes. The voting percentage for this re-election will be determined according to Clause 2, Article 29 of the Company's Charter.

## 5. Dismissal and removal from office:



The dismissal and removal of members of the Supervisory Board shall be carried out by decision of the General Meeting of Shareholders based on the specific grounds stipulated in Clauses 3 and 4 of Article 50 of the Company's Charter.

6. Announcement regarding the election, dismissal, and removal of members of the Supervisory Board:

In the event that a candidate for the Supervisory Board has been identified, the Company must disclose information related to the candidate at least ten (10) days before the opening date of the General Meeting of Shareholders as prescribed in Clause 1, Article 49 of the Company's Charter. The notification of the results of election, dismissal, and removal shall be carried out in accordance with the provisions of the law on information disclosure in the securities market.

Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed; and commit to performing their duties honestly, diligently, and in the best interests of the Company if elected.

7. Salaries and other benefits of Supervisory Board members:

The payment of salaries, remuneration, bonuses, and accounting of operating expenses of the Supervisory Board shall be carried out in accordance with the provisions of Article 54 of the Company's Charter. All expenditures must be within the total budget approved by the General Meeting of Shareholders and shall be listed as a separate item in the annual financial statements.

## **CHAPTER V**

### **GENERAL DIRECTOR**

**Article 61. 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 rights and obligations of the General Director are exercised in accordance with the provisions of Clause 4, Article 47 of the Company's Charter.

3. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and responsibilities; to submit periodic business performance reports as required by the Company and ad hoc reports as requested.

4. The General Director must manage the Company's daily business operations in accordance with the law, the Company's charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the management is contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.



**Article 62. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

1. Term of office, qualifications, and conditions for the General Director:

a) The term of office for the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms.

b) The qualifications and conditions for the General Director shall comply with the provisions of Articles 47 and 48 of the Company's Charter.

2. Appointing and signing an employment contract with the General Director:

a) Authority: The Board of Directors appoints the General Director in accordance with Article 47 of the Company's Charter.

b) The application for the appointment of the General Director must be submitted to the members of the Board of Directors along with the meeting invitation, including: Curriculum vitae; Statement of assets and income; Action plan; Self-assessment of work performance; Relevant diplomas and certificates and inspection/audit conclusions (if any).

c) After the Board of Directors makes a decision on the appointment of the General Director, the Chairman of the Board of Directors signs an employment contract with the General Director. The contract clearly stipulates the rights, responsibilities, and principles for determining income (including salary, remuneration, bonuses, and other benefits) linked to business performance and the achievement of targets set by the Annual General Meeting of Shareholders. The employment contract must comply with the law and the Company's Company Charter.

3. Dismissal, removal from office, and termination of employment contract with the General Director:

a) The Board of Directors may dismiss or remove the General Director when a majority of the BOD members present at the meeting have the right to vote in favor, and appoint a new General Director to replace him.

b) The General Director shall be dismissed or removed from office when one of the following cases occurs:

- Having limited legal capacity;
- Does not meet the qualifications and conditions stipulated in Clause 2 of this Article;
- A letter of resignation (clearly stating the reasons for resignation) must be submitted to the Board of Directors and the Supervisory Board at least 45 days before ceasing to perform one's duties and responsibilities;
- According to the decision of the Board of Directors;
- Other schools are subject to current legal regulations.

4. Announcements and information disclosure:

After the Board of Directors issues a decision to appoint, dismiss, or terminate the employment contract of the General Director, the Company is responsible for:

a) Information Disclosure: Disclose information on the Company's website. The system of the State Securities Commission and the Stock Exchange complies



with the legally prescribed deadlines for disclosing information on the securities market.

b) Notification to regulatory authorities: Submit documents and notification letters to competent state management agencies and relevant parties in accordance with the law and the Company's Company Charter.

5. Salary and other benefits for the General Director:

a) The company pays the General Director's salary, bonuses, remuneration, and other benefits based on business results and performance, as determined by the Board of Directors.

b) Salaries, bonuses, remuneration, and other benefits of the General Director and other executives are included in business expenses in accordance with corporate income tax regulations and relevant laws, and must be presented as a separate item in the company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER VI OTHER ACTIVITIES**

### **Article 63. Principles of work coordination**

1. The coordination of work between the Board of Directors, its members, the General Director, and other executives of the Company must adhere to the following principles:

- a) Always be loyal to the interests of shareholders and the Company;
- b) Comply with the laws and regulations of the State, the Company Charter, and the internal regulations of the Company;
- c) Implement the principles of democratic centralism, openness, and transparency;
- d) Perform duties with a high sense of responsibility, honesty, cooperation, and proactively coordinate to resolve obstacles and difficulties when they arise.

2. In case of emergency, members of the Board of Directors, members of the Supervisory Board, and the General Director may immediately inform (by meeting, telephone, or email) the Chairman of the Board of Directors, the Head of the Supervisory Board, or the General Director, or all three, to coordinate and resolve the issue effectively.

### **Article 64. Coordination of activities between the Board of Directors, the Supervisory Board, and the General Director**

1. Coordination and communication of the results of related meetings.

1.1. The list of attendees is decided by the Chairman of the Board of Directors, but must include at least members of the Board of Directors and members of the Supervisory Board. The Board of Directors may invite the General Director or other individuals (Deputy General Director, Heads of relevant units) to attend to report on work and provide input. The procedures for conducting these meetings shall follow the provisions of the Company's Charter.

1.2. For important matters, the Head of the Supervisory Board may invite members of the Board of Directors, the General Director, and other executives to



attend. Meeting notices and accompanying documents must be sent to attendees at least 05 days before the meeting. The Head of the Supervisory Board must provide written notification of the meeting results to the Board of Directors and the General Director within 05 working days after the meeting concludes.

1.3. At important meetings, the General Director may invite members of the Board of Directors and the Supervisory Board to participate. Meeting notices, along with supporting documents, must be sent to attendees at least three working days in advance. The General Director must provide written notification of the meeting results to the Board of Directors and the Head of the Supervisory Board within five working days. The Chairman of the Board of Directors has the right to attend or delegate attendance at briefing meetings and meetings to prepare content for presentation to the Board of Directors, which are chaired by the General Director.

1.4. Notification of resolutions and decisions: The Board of Directors shall ensure that all copies of resolutions and decisions are provided to members of the Supervisory Board and the General Director simultaneously with their provision to members of the Board of Directors.

1.5. Convene a meeting as requested:

a) The Chairman of the Board of Directors must convene a meeting when the Supervisory Board or the General Director submits a written request clearly stating the purpose, issues to be discussed, and decisions falling within the authority of the Board of Directors.

b) Within 7 working days of receiving the proposal, the Chairman of the Board of Directors must convene a meeting. Failure to convene the meeting will result in liability for any damages incurred; the proposer has the right to replace the Board of Directors in convening the meeting as stipulated in the Charter.

c) Meeting notices must be sent at least 3 working days before the meeting date.

1.6. Reporting regime of the General Director: The General Director reports (in person or in writing) on the content of directives, progress, effectiveness, causes, and proposed solutions. Periodically, quarterly, every six months, and annually, the General Director reports on the production and business situation and seeks opinions on the financial statements before issuance.

1.7. Review of Resolution Implementation: The General Director shall seriously implement the resolutions of the Board of Directors. If any content is found to be detrimental to the Company, the General Director shall request a review. If the Board of Directors does not make adjustments, the General Director shall still implement the resolution but shall have the right to reserve his/her opinion.

2. Coordination in control, operation, and supervision.

2.1. Between the Board of Directors and the Supervisory Board: The Board of Directors respects the Supervisory Board's right to conduct audits; it facilitates the Supervisory Board's audit of accounting records and documents as prescribed. The Board of Directors is responsible for accepting and directing the General Director to correct any shortcomings as concluded in the audit. The Supervisory Board evaluates financial reports and periodically informs the Board of Directors of its audit plan.

2.2. Between the Board of Directors and the General Director: The Board of Directors shall create all conditions for the General Director to fulfill his/her duties. The General Director shall seriously implement the resolutions of the Board of



Directors; if there is any inappropriate content, he/she shall propose adjustments; if adjustments are not permitted, the General Director must still implement them but has the right to reserve his/her opinion. In emergency situations, the General Director may decide on measures exceeding his/her authority but must report immediately to the Board of Directors within 24 hours.

2.3. Between the Supervisory Board and the General Director: The inspection report must be sent to the General Director no later than 15 working days. Upon discovering violations, the Supervisory Board shall notify the General Director in writing, requesting corrective action within 48 hours. The General Director shall facilitate the Supervisory Board's access to records and documents at the head office; the Supervisory Board's written request must be sent at least 48 hours in advance.

3. List of reports and information provided by the General Director

The General Director is responsible for reporting to the Board of Directors and the Supervisory Board in the following cases:

- a) When requested to report on the performance of duties and responsibilities.
- b) Suggestions for improving operations (submitted at least 7 days in advance).
- c) Long-term, annual, and quarterly forecasts (including Balance Sheet, Income Statement, and Projected Cash Flows).
- d) Transactions between the Company, its subsidiaries, and related parties as defined by law, or founding members and managers, within the last 3 years.
- e) Matters requiring the Board of Directors' opinion (submitted 7 working days in advance; the Board of Directors will respond within 7 working days).

**ARTICLE 65. OTHER combinations**

1. The Board of Directors facilitates the participation of its members, the Supervisory Board, the Executive Board, and other executives of the Company in training courses, conferences, seminars, and surveys both domestically and internationally to enhance their professional skills and improve their management and operational knowledge. Participation in these training courses and seminars must not interfere with the Company's overall operations.

2. Members of the Board of Directors and the General Director traveling abroad must have a specific itinerary, submit a report, and obtain written approval from the Chairman of the Board of Directors. Depending on the nature and content of the work, the Chairman of the Board of Directors may request relevant company officers and employees to participate.

**CHAPTER VII**

**REGULATIONS ON ANNUAL PERFORMANCE EVALUATION  
REWARDS AND DISCIPLINARY ACTIONS AGAINST MEMBERS OF  
THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY  
BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES OF  
THE COMPANY**

**Article 66. company managers and executives.**

1. The performance of the Board of Directors, the Supervisory Board, and the company's executives is evaluated annually.

2. Authority to conduct the evaluation:



a) The Board of Directors conducts performance reviews and assessments of the qualifications and other standards for members of the Board of Directors and those appointed by the Board of Directors;

b) Board evaluates and assesses the performance and other criteria of its members.

c) The General Director presides over the evaluation and assessment of job performance and other criteria for positions appointed by the General Director;

3. The criteria, procedures, and processes for evaluating and reviewing managers are determined by the competent authority responsible for the evaluation.

4. The Human Resources and Administration Department, the person in charge of corporate governance, and the subcommittees under the Board of Directors assigned to carry out this evaluation activity are responsible for preparing guidance documents and assisting the Board of Directors and the General Director in the annual employee performance review process.

#### **Article 67. Principles for applying disciplinary measures**

1. The following behaviors are subject to disciplinary action:

a) Violation of job title standards or breach of obligations as stipulated by the Company and the Company's Company Charter.

b) Violating the law and being convicted by a court with a legally binding judgment.

2. Cases not yet under consideration for disciplinary action:

a) Currently on annual leave, leave under prescribed regulations, or personal leave authorized by a competent authority;

b) Currently undergoing treatment as confirmed by a competent health authority;

c) Currently being held in custody or detention pending the conclusion of the investigation, prosecution, or trial by the competent authority regarding the violation of the law.

3. Cases where disciplinary action is waived :

a) The state of incapacity to act when committing the wrongdoing must be confirmed by the competent authority;

b) The violation of regulations was confirmed by the competent authority as being due to force majeure while performing the duty.

#### **Article 68. Rewards and disciplinary actions for members of the Board of Directors and members of the Supervisory Board.**

1. The allocation of a reward fund for members of the Board of Directors and members of the Supervisory Board of the Company is regulated by the Company's Financial Management Regulations.

2. Members of the Board of Directors and members of the Supervisory Board are legally responsible and accountable to the General Meeting of Shareholders for the performance of their duties and responsibilities within the scope of their authority and responsibilities.

3. Members of the Board of Directors and members of the Supervisory Board may be subject to disciplinary action for violations of the provisions in the Company Charter and other Company regulations.



**Article 69. Rewards and disciplinary actions for the General Director, Deputy General Director, and Chief Accountant.**

**1. Rewards and disciplinary actions for the General Director:**

a) Rewards: The Board of Directors will decide on specific rewards for the General Director in accordance with established and pre-agreed policies; these costs will be accounted for as administrative expenses. Rewards will be given in accordance with current laws and the Company's Financial Management Regulations.

b) Discipline: The General Director is accountable to the General Shareholders' Meeting, the Board of Directors, and the law for the exercise of assigned rights and duties. The General Director may be subject to disciplinary action for violations of the provisions in the Company Charter and other Company regulations.

**2. Rewarding and disciplining other managers :**

a) Awards and Recognition: The Board of Directors will decide on specific awards and recognition for the Deputy General Directors and the Chief Accountant of the Company, based on the General Director's recommendation and in accordance with the Company's policy. These expenses will be accounted for as administrative expenses. Awards and recognition will be implemented in accordance with current laws and the Company's Financial Management Regulations.

b) Disciplinary action: Company executives may be subject to disciplinary action for violations of the provisions set forth in the Company Charter and other Company regulations.

**Article 70. Liability for damages**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant who fail to perform or perform incorrectly or incompletely their responsibilities and obligations as stipulated by law and the Company will be held liable for any damages caused by their violations.

2. Liability for damages is considered even in cases where an individual did not directly or indirectly cause the damage but did not consciously prevent the violation.

3. In cases where multiple individuals jointly commit violations that cause damage to the Company, they shall be jointly and severally liable for compensation in accordance with the law.

**CHAPTER VIII**

**IMPLEMENTATION, AMENDMENT AND SUPPLEMENTATION OF REGULATIONS**

**Article 71. Amendments and additions to the Regulations**

1. During implementation, if any content becomes inconsistent with current legal regulations and the Company's governance practices, the Board of Directors is responsible for reviewing and submitting the matter to the General Meeting of Shareholders for consideration and decision on amendments and additions to the Regulations.

2. Amendments and additions to these Regulations fall under the authority of the General Meeting of Shareholders and shall be approved by voting at the meeting.



3. In the event that there are provisions of current law relating to the Company's operations that are not addressed or differ from the provisions of these Regulations, the provisions of current law shall prevail.

**Article 72. Validity**

1. This regulation, comprising 8 chapters and 73 articles, was unanimously approved by the General Meeting of Shareholders of Cam Ranh Port Joint Stock Company, which accepted its full validity and assigned the Board of Directors of the Company to issue and implement it from ... /.../2026.

2. This Regulation is the sole and official policy of the Company.

3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairman of the Board of Directors.

**Article 73. Implementation**

1. The Board of Directors and the General Director are responsible for coordinating the implementation of this Regulation.

2. The Supervisory Board is responsible for inspecting and supervising the implementation of these Regulations within the Company.

**O/B OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Do Hung Duong**

No.: 229/2026/TTr - CCR.HĐQT

Khanh Hoa, April 17, 2026

**PROPOSAL**

**Regarding the amendment and supplementation of the Regulations on the operation  
of the Board of Directors  
Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
of Cam Ranh Port Joint Stock Company

*Pursuant to:*

- *Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;*
- *Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;*
- *Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;*
- *Based on the Regulations on the operation of the Board of Directors of Cam Ranh Port Joint Stock Company, which were approved by the General Meeting of Shareholders on April 21, 2023;*
- *Based on the Minutes of the Opinion Survey Form No. 11/2026/BB-CCR.HĐQT dated April 17, 2026, of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents to be submitted to the Annual General Meeting of Shareholders in 2026,*

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Company's Board of Directors' Operating Regulations of Cam Ranh Port Joint Stock Company.

*Attached documents:*

- *Full draft: Regulations on the operation of the Board of Directors of Cam Ranh Port Joint Stock Company. Attached.*

Respectfully submitted./.

*Recipients:*

- As above;
- BOD, BOS;
- Archived: Documents, C.G Officer.

**O/B OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Do Hung Duong**



Draft

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

**REGULATIONS**  
**OPERATIONS OF THE BOARD OF DIRECTORS**  
**CAM RANH PORT JOINT STOCK COMPANY**

**Khanh Hoa, April ..., 2026**

**REGULATIONS**  
**OPERATIONS OF THE BOARD OF DIRECTORS**  
**CAM RANH PORT JOINT STOCK COMPANY**

*(Issued together with Decision No.: .../QD-HDQT.CCR, dated .../04/2026 of Board of Directors of Cam Ranh Port Joint Stock Company)*

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*Based on the Securities Law dated November 26, 2019;*

*Based on the Enterprise Law dated June 17, 2020;*

*Based on the Law amending and supplementing No. 03/2022/QH15, dated January 11, 2022;*

*Based on Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law;*

*Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, providing guidelines on several articles of corporate governance applicable to public companies as stipulated in Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several articles of the Law on Securities;*

*Based on the Charter of Cam Ranh Port Joint Stock Company;*

*Based on Resolution No. 01/2026/NQ-CCR.DHĐCĐ of the General Meeting of Shareholders, dated April 22, 2026;*

*The Board of Directors issues the Regulations on the Operation of the Board of Directors of Cam Ranh Port Joint Stock Company;*

*The operating regulations of the Board of Directors of Cam Ranh Port Joint Stock Company include the following contents:*

**CHAPTER I**  
**GENERAL REGULATIONS**

**Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of regulation: The Board of Directors' operating regulations stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the company's charter, and other relevant legal provisions.

2. Applicable Subjects: This regulation applies to the Board of Directors and its members.

**Article 2. Principles of operation of the Board of Directors**



1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## **CHAPTER II**

### **MEMBER OF THE BOARD OF DIRECTORS**

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

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the company's charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its units within the Company.

2. Members of the Board of Directors have obligations as stipulated in the company's Articles of Association, the Internal Regulations on Corporate Governance, and the following obligations:

a) Perform 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) The Board of Directors shall report at its most recent meeting on 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, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction.

e) The company must disclose information when conducting stock transactions in accordance with the law.

3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the performance of the board of directors.

#### **Article 4. Right of Board of Directors members to access information**

1. Members of the Board of Directors have the right to request that the business executives within the Company provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.



2. Business executives are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the company's charter.

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

1. The number of Board of Directors members is five (05) people, including full-time and part-time members.

2. The term 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.

3. 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.

4. The composition of the Board of Directors must ensure a minimum of one non-executive member. The number of independent members of the Board of Directors must comply with the provisions of the law on corporate governance applicable to public companies and the Company's Articles of Association.

5. A member of the Board of Directors shall cease to be a member of the Board of Directors if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 36 of the Company's Charter.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

7. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

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

1. Members of the Board of Directors must meet the general standards and conditions stipulated in Article 34 of the Company's Charter and applicable laws.

2. In addition to general standards, independent members of the Board of Directors must ensure independence as stipulated in Clause 2, Article 34 of the Company's Charter and the standards for listed companies.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the



Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders 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 the notification from the relevant independent member of the Board of Directors.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members , following the procedures stipulated in Article 39 of the Company's Charter.

2. The Chairman of the Board of Directors of the Company may not also hold the position of General Director .

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

a) The rights and obligations of the legal representative are stipulated in point b, clause 2, Article 3 of the Company's Charter.

b) Develop the program and activity plan for the Board of Directors;

c) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;

d) Organize the adoption of resolutions and decisions by the Board of Directors;

e) Monitoring the implementation process of resolutions and decisions of the Board of Directors;

f) Chairman of the Shareholders' General Meeting;

g) On behalf of the Board of Directors, sign decisions, resolutions , and other documents within the authority of the Board of Directors;

h) Ensure that board members receive complete, objective, and accurate information, and have sufficient time to discuss the issues that the board needs to consider;

i) Shall prepare a work plan and assign specific tasks to each member in writing. The Chairman of the Board of Directors has the right to supervise and urge members to perform their assigned tasks;

j) Perform other duties and responsibilities as prescribed by law and the Company's Articles of Association.

4. In the event that the Chairman of the Board of Directors submits a resignation letter 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 letter or being dismissed or removed from office .

5. Delegate authority and elect a temporary replacement:

a) When absent or unable to perform his/her duties, the Chairman of the Board of Directors must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors.

b) In the absence of an authorized representative or if the Chairman of the Board of Directors is in a state of force majeure (death, disappearance, detention, limited legal capacity, or other cases as stipulated in Article 39.5 of the Company's Charter), the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

6. Person in charge of company administration

a) The Board of Directors shall appoint at least one (01) Corporate Governance Officer to support corporate governance work at the enterprise. The Corporate Governance Officer may also serve as the Company Secretary in accordance with the Law and the Company Charter.

b) The criteria, appointment, and dismissal of the person in charge of corporate governance shall be in accordance with the provisions of Article 58 of the Internal Regulations on Corporate Governance.

c) The person in charge of corporate governance exercises the rights and obligations stipulated in Article 44 of the Company Charter and Article 58 of the Internal Regulations on Corporate Governance . The main responsibilities include:

- Assisting in organizing General Meetings of Shareholders and Board of Directors; taking minutes and managing management records;

- Assisting members of the Board of Directors in exercising their assigned rights and responsibilities and applying corporate governance principles;

- Assisting the Company in shareholder relations, protecting shareholder rights, and complying with disclosure obligations and administrative procedures.

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

1. Dismissal of a member of the Board of Directors:

The General Meeting of Shareholders shall dismiss members of the Board of Directors in the cases stipulated in Clause 1, Article 36 of the Company's Charter, including:

2. Removing a member of the Board of Directors:

The General Meeting of Shareholders shall dismiss members of the Board of Directors in the cases stipulated in Clause 2, Article 36 of the Company's Charter , including:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;



b) No longer acting as an authorized representative of a shareholder that is an organization, as decided by that organization;

c) Acting as an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

**3. Replace a member of the Board of Directors:**

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 specified in Clauses 1 and 2 of this Article, in accordance with the authority stipulated in Clause 3 of Article 36 of the Company's Charter.

**4. Election of additional members to the Board of Directors:**

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in Clause 4, Article 34 of the Company's Charter ;

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 9. Procedures for electing, dismissing, and removing members of the Board of Directors**

**1. Right to nominate candidates for the Board of Directors:**

Shareholders or groups of shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. The number of candidates that a shareholder or group of shareholders is entitled to nominate shall be in accordance with the provisions of Clause 2, Article 35 of the Company's Charter.

**2. The process for nominating members to the Board of Directors is as follows:**

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

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to



nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors and other shareholders.

3. Introduce additional candidates :

If the number of candidates for the Board of Directors, nominated through both the initial selection and candidacy process, is still insufficient to meet the requirements stipulated in Clause 1, Article 34 of the Company's Charter , the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. 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 required by law.

4. Method of electing and determining the elected members of the Board of Directors:

The voting process for electing members of the Board of Directors and determining the elected candidates shall be conducted using the cumulative voting method as stipulated in Clause 3, Article 29 of the Company's Charter and Article 49 of the Internal Regulations on Corporate Governance.

a) Each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected; shareholders have the right to allocate all or part of their total votes to one or more candidates.

b) The winning candidates are determined by the number of votes received, from highest to lowest, until the required number is reached.

c) In the event that two (02) or more candidates receive the same number of votes for the last member position, the General Meeting of Shareholders will proceed with a vote (in the form of approval, disapproval, or abstention) to select from among the candidates with the equal number of votes. The voting ratio for approval will be implemented according to the provisions of Clause 2, Article 29 of the Company's Charter .

5. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the principle of voting.

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

1. Announcement of candidates for the Board of Directors:

2. Announcing information about personnel changes:



Changes to the Board of Directors (new election, dismissal, removal) must be disclosed in accordance with Article 51 of the Internal Regulations on Corporate Governance and other legal regulations on information disclosure in the securities market.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

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

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors exercises the powers and obligations as stipulated in Clause 2, Article 37 of the Company Charter and Clause 2, Article 46 of the Internal Regulations on Company Governance, focusing on the following areas of authority:

a) Making strategic decisions, developing medium-term plans, and annual business plans; deciding on capital raising, share/bond prices, and profit distribution plans for the Company.

b) Decisions on investment options, investment projects, or the purchase and sale of assets, and approval of other contracts and transactions with a value less than 35% of the total asset value recorded in the Company's most recent financial statement.

c) The authority to elect, appoint, dismiss, remove, and decide on the remuneration of: the Chairman of the Board of Directors; the positions within the Board of Management (including the General Director, Deputy General Director, and Chief Accountant); the person in charge of corporate governance and the representative of capital in other entities; and to approve the General Director's appointment and dismissal of the positions of Directors of affiliated branches, Heads of Departments, and equivalent positions .

d) Overseeing the Board of Management; preventing conflicts of interest; treating shareholders equally; establishing an internal governance system; fulfilling reporting obligations; organizing training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers.

e) The decision on the establishment, membership structure, and issuance of operating regulations for the subcommittees shall be made in accordance with Article 14 of these Regulations and Article 43 of the Company Charter.

3. The Board of Directors must report the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following matters:



a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 38 of the Company's Charter;

b) Summarize the meetings of the Board of Directors and the decisions of the Board of Directors;

c) Reporting of transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital, with members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or business manager during the three years immediately preceding the transaction.

d) The activities of independent board members and the results of independent board members' evaluations of the board's performance;

e) Activities of other subcommittees of the Board of Directors (if any);

f) Results of monitoring the General Director;

g) Monitoring results for other executives;

h) Future plans.

4. Methods of adopting Resolutions and Decisions by the Board of Directors:

The Board of Directors adopts resolutions and decisions by voting at meetings or by obtaining written opinions in accordance with the following regulations:

a) Voting principle: Each member of the Board of Directors has one equal vote.

b) Authority and Procedure: Details regarding the meeting procedure, written consultation, and approval conditions are governed by Articles 39, 40, and 41 of the Company Charter and Articles 55 and 56 of the Internal Regulations on Corporate Governance.

5. Responsibility for Resolutions and Decisions of the Board of Directors

In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the company's charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

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



1. The Board of Directors approves contracts and transactions with a value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statement between the Company and one of the following parties:

- a) Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities;
- b) Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;
- c) Businesses are related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of 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; 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.

**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) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c) If the Supervisory Board fails to convene a meeting as prescribed in point b of this clause, the shareholder or group of shareholders specified in Clause 2, Article 18 of the Company's Charter has the right to convene a meeting on behalf of the Company as prescribed in Clause 4, Article 140 of the Enterprise Law.

d) At the request of the Supervisory Board;

e) Other cases as prescribed by law and the company's charter.

2. Authority and time limit for summoning/substitute summons:

The time limit and authority to convene an extraordinary general meeting of shareholders shall be governed by Article 4 of the internal regulations on corporate governance, specifically:

- a) Board of Directors: Within 30 days of the event occurring or a valid request being received, the Board of Directors must issue a decision to convene a meeting.



b) Supervisory Board: If the Board of Directors fails to convene a meeting within the above deadline, the Supervisory Board must replace the Board of Directors in convening the meeting within the next 30 days.

c) Shareholders: If the Supervisory Board does not convene a meeting, the shareholder(s) referred to in Point c, Clause 1 of this Article have the right to convene a meeting on behalf of the Company. 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.

**3. Procedure for implementation and information disclosure:**

The person convening the meeting (Board of Directors/Supervisory Board/Shareholder) is responsible for implementing the steps in the correct order as stipulated in Clause 2, Article 22 of the Company's Charter, specifically:

a) Establishing eligibility to attend the meeting: Announce information regarding the preparation of the shareholder list at least 20 days before the final registration date; prepare the list of shareholders entitled to attend the meeting no later than 10 days before sending the meeting invitation notice.

b) Preparing content and documents: Formulate the agenda and content of the meeting, prepare documents, draft resolutions for the General Shareholders' Meeting; provide detailed information on candidates (if there is a by-election for additional personnel).

c) Issuing notices: Determine the time and place and send notices inviting shareholders to the meeting as stipulated by the Enterprise Law and the Articles of Association.

d) Resolving complaints regarding the shareholder list; preparing the necessary conditions for the meeting; and other tasks related to the general meeting.

**Article 14. Subcommittees assisting 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 each subcommittee is determined by the Board of Directors and must be at least three, including both Board members and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority of members present at 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 company's charter and internal regulations on corporate governance.

3. The appointment of the Head of the Subcommittee and its members is decided by the Board of Directors in a separate written decision, ensuring that it is



consistent with the professional competence and actual management situation of the Company in each period, and in accordance with the provisions of the law .

## **CHAPTER IV**

### **BOARD OF DIRECTORS MEETING**

#### **Article 15. Board Meetings**

1. First meeting of the term: To be held in accordance with Clause 1, Article 40 of the Company Charter.

a) Deadline: To be completed within 7 working days from the date of the conclusion of the Board of Directors election.

b) The convener and chairperson: The member with the highest number of votes or the highest percentage of votes. In the event of a tie for the highest number of votes, the members shall vote by majority to select one convener.

c) Main agenda: Election of the Chairman of the Board of Directors and other management positions (if any).

2. Meeting procedures and written decision-making methods:

a) Regular meetings: At least once per quarter.

b) Extraordinary meetings: Convened upon request from the parties specified in Clause 3, Article 40 of the Charter and Clause 2, Article 55 of the Governance Regulations .

c) Obtaining opinions in writing: The Chairman decides to obtain opinions to approve matters within his/her authority. The procedure and effectiveness of this shall be in accordance with Clauses 5 and 6 of Article 56 of the Governance Regulations .

3. Meeting invitation notice:

Follow the procedures stipulated in Clause 3, Article 55 of the Internal Regulations on Company Governance:

a) Notice deadline: The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting at least 05 working days before the meeting date.

b) The announcement must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided.

c) Attachments: The meeting invitation must include the materials to be used at the meeting and the members' voting ballots.

d) Method of delivery: Invitations can be sent by mail, telephone, or electronic means, and must be delivered to the contact address of each Board member registered with the Company.

4. Right of Supervisory Board members to attend meetings: To ensure the supervisory role of the Supervisory Board as stipulated in Clause 4, Article 55 of the Internal Regulations on Corporate Governance and Clause 7, Article 40 of the Charter :



a) The Chairman of the Board of Directors or the person convening the meeting is responsible for sending the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner and within the same timeframe as for the members of the Board of Directors.

b) Members of the Supervisory Board have the right to attend all meetings of the Board of Directors; they have the right to speak and participate in discussions, but they do not have the right to vote .

5. Conditions for holding the meeting:

a) This meeting is conducted when at least three-quarters of the total number of Board of Directors members are present, either in person or through the forms stipulated in Clause 8, Article 40 of the Charter.

b) In the event that the first meeting does not have the required number of members present as stipulated in point a of this clause: Within 03 (three) days from the date of the planned first meeting, the convener must send a notice inviting the second meeting. The second meeting shall be held if more than 1/2 (one-half) of the total number of members of the Board of Directors are present.

c) Method for calculating the number of members attending the meeting: Board members who do not have voting rights on a specific matter (due to conflicting interests) are not included in the minimum attendance requirement for holding a meeting on that matter (according to Point b, Clause 3, Article 56 of the internal regulations on corporate governance ).

6. Delegation and Voting

a) Authorization: The authorization document must be sent to the Chairman at least one working day before the meeting. If authorization is given to a person who is not a member of the Board of Directors, it must be approved by a majority of the remaining members (according to Clause 9, Article 56 of the Internal Regulations on Corporate Governance).

b) Voting ballots by mail: Must be sealed in an envelope, sent to the Chairman no later than one hour before the opening time, and may only be opened publicly in accordance with Clause 2, Article 56 of the Internal Regulations on Corporate Governance.

7. Principles for resolving and controlling conflicts of interest:

a) Majority principle: A decision is adopted if it is approved by a majority of the members present at the meeting. In case of a tie vote, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

b) Exclusion of voting rights: Members with vested interests or conflicting interests with the Company in contracts and transactions must fulfill their public disclosure obligations and are not entitled to vote as stipulated in Clauses 3 and 4 of Article 56 of the Internal Regulations on Corporate Governance.

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



1. Form and Language of Minutes: To be implemented in accordance with Clause 1, Article 158 of the Enterprise Law and the Company's Charter :

a) Format: Board of Directors meetings must be recorded in minutes; audio recordings, digital recordings, and other electronic formats may also be used.

b) Language: The minutes are drawn up in Vietnamese and may also be drawn up in English. Both versions have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail (according to Clause 5, Article 16 ).

2. Main contents of the Minutes: The Minutes must include all the contents as stipulated in Clause 1, Article 41 of the Company's Charter.

a) Identifying information: Name, registered address, business registration number; Time and location of the meeting; Purpose and agenda of the meeting.

b) Attendees: Full names of each member attending the meeting (or their authorized representatives), method of attendance; names of absent members and reasons for absence.

c) Meeting proceedings: Issues discussed, voting, and summaries of each member's statements in chronological order.

d) Voting results: Clearly state the number and list of members who voted in favor, voted against, and abstained; the issues that were approved and the corresponding percentages.

e) Signatures of the presiding officer and the person recording the minutes: Full name and signature of the presiding officer and the person recording the minutes (except as stipulated in Clause 3 of this Article).

3. Validity in case of refusal to sign the minutes: To ensure the continuity of governance in accordance with Clause 2, Article 41 of the Company Charter :

a) If the chairperson or the person recording the minutes refuses to sign, the minutes will still be valid if all other members present at the meeting sign and contain all the required information.

b) The person signing the minutes is jointly liable for its accuracy; the person refusing to sign is personally liable for any damages incurred by the Company.

4. Approval and archiving procedure:

a) The Chairman of the Board of Directors is responsible for sending the meeting minutes to the members as authentic evidence of the work performed.

b) Within 10 days of submission, if no member submits a written objection, the minutes shall be considered authentic evidence of the meeting's content.

c) Minutes and documents used in the meeting must be kept at the Company's headquarters under the regulations for important document storage.

## **CHAPTER V**

### **REPORT AND DISCLOSURE OF BENEFITS**

#### **Article 17. Submitting annual reports**



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

- a) Report on the company's business results;
- b) Financial statements;
- c) Report evaluating the company's management and operations;
- d) The Supervisory Board's assessment report.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the opening of the Annual General Meeting of Shareholders.

3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one year have the right to personally or together with a lawyer, accountant, or auditor with a professional certificate directly review the reports stipulated in this Article.

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

1. Remuneration, bonuses, and benefits are determined by the General Meeting of Shareholders at its annual meeting.

a) Compensation and Bonuses: Board members receive compensation and bonuses. Based on business results and performance ; remuneration is calculated based on the number of working days required to complete the tasks of the Board members and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement.

b) Liability Insurance : The purchase of liability insurance for Board members can only be made after the approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law and the Company's Articles of Association.

2. Additional compensation for specific tasks as determined by the Board of Directors:

Board members who hold executive positions, work in subcommittees, or perform specialized tasks outside of their regular duties will receive additional compensation.

- Payment method: Fixed fee per payment, salary, commission, percentage of profit, or other forms as specifically decided by the Board of Directors.

3. The company will cover the costs of carrying out the mission:

The company is responsible for paying all reasonable expenses (travel, food, accommodation, and other incidental expenses) when a member fulfills their



responsibilities, including attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees, provided that these expenses are fully supported by valid invoices and documents in accordance with current financial regulations.

4. Transparent accounting and tax obligations:

a) All remuneration, bonuses, special duty pay, and other economic benefits must be included in business expenses and all tax obligations must be fulfilled in accordance with regulations.

b) Disclosure requirement: The total income of each member of the Board of Directors must be shown as a separate item in the annual financial statements and reported at the annual general meeting of shareholders.

**Article 19. Disclosure of related interests**

The disclosure of the Company's interests and related parties is carried out in accordance with the following regulations:

1. The company must compile and update a list of its related parties as stipulated in Clause 23, Article 4 of the Enterprise Law, and their corresponding contracts and transactions with the company.

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

a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.

3. The declarations stipulated in Clause 2 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The company must notify the General Meeting of Shareholders at its annual meeting of the list of related parties and related interests;

b) A list of related parties and related interests is kept at the Company's head office;



c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director, and other managers have the right to review, extract, and copy the list of related parties and related interests as quickly and conveniently as possible; they must not be prevented from exercising this right or be hindered from doing so. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the Company's regulations.

5. Members of the Board of Directors, acting in their own name or on behalf of others, to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

## **CHAPTER VI**

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

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

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the area of responsibility of another Board member. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the company's charter, and these Regulations.

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

#### **Article 21. Relationship with the Board of Management**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

#### **Article 22 . Relationship with the Supervisory Board**



1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

## **CHAPTER VII**

### **ENFORCEMENT CLAUSES**

#### **Article 23. Effective Date**

The operating regulations of the Board of Directors of Cam Ranh Port Joint Stock Company consist of 7 chapters and 23 articles and shall come into effect from April ... ,2026 .

**O/B OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Do Hung Duong**

No: 230/2026/TTr-CCR.HDQT

Khanh Hoa, Dated 17/4/2026

**PROPOSAL**

**Regarding dismissal of member of the Supervisory Board term 2025 -2030  
Cam Ranh Port Joint Stock Company**

**Respectfully to:** Annual General Meeting of Shareholders 2026  
Cam Ranh Port Joint Stock Company

*Pursuant to:*

- Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;
- Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;
- Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;
- Based on the Minutes of Opinion Collection No. 11/2026/BB-CCR.HDQT dated April 17, 2026 of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents submitted to the 2026 Annual General Meeting of Shareholders,

The Board of Directors of the Company respectfully submits the following information to the General Meeting of Shareholders.

The following individuals are hereby dismissed from their positions as members of the Supervisory Board of Cam Ranh Port Joint Stock Company for the term 2025-2030:

No.	BOS Member	Position	Start date
01	Tran Thi Thanh Thuy	Member	12/6/2025

- Reason for dismissal: At the request of the institutional Shareholder - Vietnam Maritime Corporation.

Respectfully submitted to the General Meeting of Shareholders for approval.

*Recipients:*

- As above ;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B OF BOARD OF DIRECTORS  
CHAIRMAN**

  
**Do Hung Duong**



No.: 231/TTr-CCR.HDQT

Khanh Hoa, 17/4/2026

**PROPOSAL  
Regarding election of members of the Supervisory Board term 2025-2030  
Cam Ranh Port Joint Stock Company**

Respectfully to: Annual General Meeting of Shareholders 2026  
Cam Ranh Port Joint Stock Company

*Pursuant to:*

- Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and the guiding documents for its implementation;
- Based on the Securities Law No. 54/2019/QH14 and its implementing regulations in effect;
- Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;
- Based on the Minutes of Opinion Collection No. 11/2026/BB-CCR.HDQT dated April 17, 2026 of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents submitted to the 2026 Annual General Meeting of Shareholders,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the election of members of the Supervisory Board of Cam Ranh Port Joint Stock Company for the term 2025-2030 is as follows:

1. Number of Supervisory Board Members: 01 person.
2. Tenure of Supervisory Board members: Term 2025 - 2030.
3. List of candidates for the by-election to become member of the BOS:

Based on the Regulations on Nomination, Candidacy, and Election of Members of the Supervisory Board of Cam Ranh Port Joint Stock Company and the Nomination and Candidacy Form for Members of the Supervisory Board for the 2025-2030 term, the Board of Directors respectfully submits to the General Meeting of Shareholders the List of Candidates for Election of Members of the Supervisory Board. The term 2025 - 2030 includes:

- 1) Mr. Tran Minh Duc, born on December 22, 1988, Vietnamese nationality.  
(The candidate's resume for the Supervisory Board is attached)

We respectfully request the General Meeting of Shareholders to vote on and approve this proposal and proceed with the election procedures at the meeting in accordance with the law.

*Recipients:*

- General Shareholders' Meeting ;
- Board of Directors, Supervisory Board;
- Archived: Documents, C.G Officer.

**O/B BY BOARD OF DIRECTORS  
CHAIRMAN**



**Do Hung Duong**

**CANDIDATE'S BIOGRAPHICAL SUMMARY**  
**MEMBERS OF THE SUPERVISORY BOARD FOR THE TERM 2025-2030**  
**CAM RANH PORT JOINT STOCK COMPANY**

*(Attached is the Proposal No. ..../TTr-CCR.HDQT dated 17/4./2026 of the  
 Company's Board of Directors)*

No.	Full name	Date of birth	Citizen Identification Number/Passport Number	Current residence	Professional qualifications	Current position held
01	Tran Minh Duc	December 22, 1988	034088011382	Room 1816 CT2 Ngo Thi Nhap Residential Area, Ha Dong Ward, Hanoi City.	Bachelor of Economics, Master of Investment Economics	Investment Specialist, Vietnam Maritime Corporation





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**CURRICULUM VITAE**

1/ Full name:	Tran Minh Duc
2/ Gender:	Male
3/ Date of birth:	December 22, 1988
4/ Place of birth:	Dong Tien Hai Commune, Hung Yen Province
5/ ID Card/Citizen Identification Card/Passport:	Number 034088011382, issued on April 19, 2021 by the Department of Administrative Management of Social Order Police.
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent address:	Room 1816 CT2 Ngo Thi Nhap Residential Area, Ha Dong Ward, Hanoi City
9/ Company phone number:	Mobile phone number: 0932291155
10/ Email address:	ductm@vime.co
11/ Professional qualifications:	Bachelor of Economics, Master of Investment Economics
12/ Work experience:	
From June 2010 to June 2012	Accountant at Minh Viet Investment Joint Stock Company
From July 2012 to August 2013	Specialist at the Department of Management of Enterprises with Contributed Capital - Vietnam Maritime Corporation
August 2013 - June 2016	Specialist at the Finance and Capital Management Department - Vietnam Maritime Corporation
June 2016 - May 2017	Specialist at the Finance and Accounting Department - Vietnam Maritime Corporation
May 2017 to present	Specialist at the Investment Department - Vietnam Maritime Corporation
13. Current job titles/positions:	Investment Specialist - Vietnam Maritime Corporation
14/ Total number of shares held (as of .../.../...) .... shares, representing ....% of charter capital , of which:	
+ Representative of the capital stake of (name of the organization that is the State shareholder/strategic shareholder/other):	.... shares, representing .....% of the charter capital

+ Individually owned:	None
15/Holding commitments (if any)	
16/The related parties hold shares in the company:	None
17/ Related benefits for the Company	None
18/Conflict of interest with the Company:	None

I declare that the above statements are completely true, and if they are false, I will be fully responsible before the law.

*Ha Noi, date 31 month 3 year 2026*

**Declarant**

*(Signature, full name )*



**Tran Minh Duc**



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*Khanh Hoa, April 22, 2026*

**INFORMATION DISCLOSURE**

To:

- The State Securities Commission;
- Hanoi Stock Exchange.

1. Full name: Tran Minh Duc

2. Gender: Male

3. Date of birth: 22/12/1988

4. Place of birth: Hung Yen

5. Citizen Identity Card (ID) No.:  
Management of Social Order

Date of issue:

Place of issue: Police Department for Administrative

6. Nationality: Vietnam

7. Ethnicity: Kinh

8. Permanent address:

9. Telephone number:

10. Email address:

11. Name of organization subject to information disclosure: Cam Ranh Port Joint Stock Company

12. Current position in the organization subject to information disclosure: Member of the Supervisory Board

13. Current positions held in other organizations: None

14. Number of shares held: 0 shares, accounting for 0% of charter capital, in which:

+ Represented ownership: 0 shares



+ Personally owned: 0 shares

15. Holding commitments (if any): None

16. List of affiliated persons of the declarant\*:

No.	Stock code	Full name	Securities trading account (if any)	Position at the company (if any)	Relationship with the company/insider	Type of ID document (ID card, Business Registration Certificate)	ID document number	Date of issue	Place of issue	Head office address/contact address	Number of shares owned at the end of the period	Ratio of share ownership at the end of the period	Time of becoming an affiliated person of the company/insider	Time of ceasing to be an affiliated person of the company/insider	Reason (when changes related to sections 13 and 14 occur)	Note (regarding absence of ID document number and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1		Tran Minh Duc		Member of the Supervisory Board									April 22, 2026		Appointment	
1.1		Tran Thu Huong			Wife of Mr. Tran Minh Duc											
1.2		Tran Phuc Khanh			Child of Mr. Tran Minh Duc											
1.3		Tran Anh Duong			Child of Mr. Tran Minh Duc											
1.4		Tran Van Liem			Father of Mr. Tran Minh Duc											
1.5		Tran Thi Thon			Mother of Mr. Tran Minh Duc											
1.6		Tran Dang Dien			Father-in-law of Mr. Tran Minh Duc											
1.7		Nguyen Thi Luu			Mother-in-law of Mr. Tran Minh Duc											



No.	Stock code	Full name	Securities trading account (if any)	Position at the company (if any)	Relationship with the company/insider	Type of ID document (ID card, Business Registration Certificate)	ID document number	Date of issue	Place of issue	Head office address/contact address	Number of shares owned at the end of the period	Ratio of share ownership at the end of the period	Time of becoming an affiliated person of the company/insider	Time of ceasing to be an affiliated person of the company/insider	Reason (when changes related to sections 13 and 14 occur)	Note (regarding absence of ID document number and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1.10		Tran Thi Cam My			Sister of Mr. Tran Minh Duc											

17. Interests related to public company/public fund (if any): None

18. Interests conflicting with public company/public fund (if any): None

I certify that the above declarations are true and correct, and if any part is incorrect, I shall bear full responsibility before the law.

**DECLARANT**

**Tran Minh Duc**



No.: 232/TTr-CCR.HĐQT

Khanh Hoa, dated 17/04/2026

**PROPOSAL**

**Regarding the approval of the audited financial statements for 2025;  
Business results; Profit distribution plan, allocation of corporate funds.  
and dividend distribution for 2025 of Cam Ranh Port Joint Stock Company**

Respectfully to: The General Meeting of Shareholders of  
Cam Ranh Port Joint Stock Company

***Pursuant to:***

- Based on the Enterprise Law, the Law amending and supplementing a number of articles of the Enterprise Law, and guiding documents for its implementation;
- Based on the Charter of Cam Ranh Port Joint Stock Company, approved by the General Meeting of Shareholders on April 15, 2024;
- Based on the Business results for 2025;
- Based on the 2025 financial statements audited by UHY Auditing And Consulting Company Limited;
- Based on the Minutes of Opinion Collection No. 11/2026/BB-CCR.HĐQT dated April 17, 2026 of the Board of Directors of Cam Ranh Port Joint Stock Company regarding the approval of documents submitted to the 2026 Annual General Meeting of Shareholders,

The Board of Directors of Cam Ranh Port Joint Stock Company respectfully submits to the General Meeting of Shareholders the audited financial statements for 2025; the business results for 2025 and the approval of the level of corporate fund allocation and the dividend level for 2025, specifically as follows:

**1. Approve the audited financial statements for 2025**

*(Separate and consolidated financial statements for 2025 are attached - information has been disclosed and posted on the company website: [www.camranhport.vn](http://www.camranhport.vn))*

Auditor's opinion: Unqualified Opinion of the Company's financial statements .

**2. Approve the business results for 2025 with the following specific figures:**

Criteria	Unit	Actual
1. Cargo throughput at the port	Ton	4,220,097
2. Revenue and Income		
2.1. Revenue and income of the parent company	VND	254,008,140,846



2.2. Consolidated revenue and income	VND	261,188,395,975
3. Profit before tax		
3.1. Profit before tax of the parent company	VND	35,506,685,849
3.2. Consolidated Profit Before Tax	VND	36,390,210,641
4. Net profit after corporate income tax		
4.1. Net profit after corporate income tax of the parent company	VND	28,216,072,346
4.2. Consolidated Net Profit After Corporate Income Tax	VND	28,840,506,381

3. Approve the investment completion results for 2025, the specific figures are as follows :

No.	Criteria	Asset value increase as of December 31, 2025 (billion VND)
<b>I</b>	<b>Investment in infrastructure development</b>	<b>8,525</b>
	Project to renovate and upgrade berth No. 1 to 50,000 DWT to reduce cargo load.	4,460
	Area No. 7-KB(II)	4,065
<b>II</b>	<b>Investing in the purchase of machinery and equipment.</b>	<b>1,453</b>
1	Vehicle control equipment and applications	0.464
2	Equipment for measuring and monitoring approach speed and approach angle.	0.341
4	Wheel loader with integrated environmental cleaning function: Model T936	0.389
6	Ben multi-purpose BN4	0.219
7	Asus Genbook S14 laptop	0.040
	<b>Total</b>	<b>9,978</b>

4. Profit distribution, allocation of corporate funds, and dividend levels for 2025: (Separate financial statements for 2025)

Content	Proposal for 2025	
	Percentage (%)	Amount (VND)
1. Realized profit		35,506,685,849
2. Corporate income tax payable		7,290,613,503
3. Profit after tax (3 = 1 - 2)		28,216,072,346

4. Establishing a business fund (4 = 4.1 + 4.2 + 4.3 + 4.4)		11,122,776,000
4.1. Development Investment Fund	15%	4,232,411,000
4.2. Reward Fund	11.0%	3,103,768,000
4.3. Welfare Fund	11.87%	3,349,248,000
4.4. Executive Management Bonus Fund	1.55%	437,349,000
5. Remaining profit this year for dividend distribution (5 = 3 - 4)		17,093,296,346
6. Remaining dividends from the previous year that have not yet been distributed.		24,464,265
7. Total accumulated dividends up to the end of this year (7 = 5 + 6)		17,117,760,611
8. Dividend-paying stock (8 = 8.1 - 8.2)		244,536,170,000
8.1. Registered capital		245,018,170,000
8.2. Excluding treasury stock (not distributed as dividends)		(482,000,000)
9. Expected dividend payout for this year.	7.00%	17,117,532,000

**Note:**

Charter capital: VND 245,018,170,000; Excluding treasury shares (not distributed as dividends): VND 482,000,000; Dividend-paying shares: VND 244,536,170,000.

Actual dividend distributed: VND 244,536,170,000 x 7 % = VND 17,117,532,000.

- Method of dividend payment for 2025 : in cash.

- Dividend payment schedule: Dividend payments will be made in accordance with the regulations of the law on securities and the securities market.

Respectfully submitted./.

**Recipients:**

- As above;
- Board of Directors; Supervisory Board;
- Archived: Documents, C.G Officers .

**O/B BY BOARD OF DIRECTORS  
CHAIRMAN**



**Do Hung Duong**