

**SOUTHERN WATERBORNE
TRANSPORT CORPORATION**

No.: 23/SWC/CV-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, April 23, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

**To: State Securities Commission of Vietnam/
Vietnam Exchange/
Hanoi Stock Exchange**

1. Name of organization: South Waterborne Transport Corporation
 - Stock code: SWC
 - Address: 298 Huynh Tan Phat, Tan Thuan Ward, HCM City
 - Tel.: 028.38729 748 Fax: 028.38726 386
 - Email: camry.tu@sotransgroup.vn
2. Contents of disclosure:
Southern Waterborne Transport Corporation respectfully announces the issuance of the Regulations on the Operation of the Board of Directors.
3. This information was published on the company's website on 23/04/2026 as in the link <https://sowatco.com.vn/category/co-dong/thong-tin-co-dong/>

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Attached documents:

- As above;
- Save Document, BOD.

**SOUTHERN WATERBORNE
TRANSPORT CORPORATION
LEGAL REPRESENTATIVE
General Director**


DANG VU THANH

DECISION

***Re: Issuance of Regulations on the Operation of the Board of Directors of
Southern Waterborne Transport Corporation***

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 27 June 2020, and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and its guiding documents;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/SWC/NQ-DHDCD dated 22 April 2026;

DECISION

Article 1: The Regulations on the Operation of the Board of Directors of Southern Waterborne Transport Corporation is hereby promulgated together with this Decision.

Article 2: This Decision shall take effect from 22 April 2026 and shall replace the Regulations on the Operation of the Board of Directors of Southern Waterborne Transport Corporation previously approved under the Resolution of the General Meeting of Shareholders No. 01/SWC/NQ-DHDCD dated 19 June 2023.

Article 3: The members of the Board of Directors, the Supervisory Board, the Board of Management, and all relevant departments/units and individuals shall be responsible for the implementation of this Decision.

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

Recipients:

- As Article 3;
- Archived: BOD office.



DANG DOAN KIEN

Ho Chi Minh City, April 22, 2026

OPERATION REGULATIONS OF THE BOARD OF MANAGEMENT

*(Issued together with Decision No. 10/SWC/QD-HDQT dated 22/04/2026
of the Board of Management of the Southern Waterborne Transport Corporation)*

Chapter I GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on operation of the Board of Management stipulates the organizational structure of personnel, operating principles, powers and obligations of the Board of Management and members of the Board of Management in order to operate in accordance with the provisions of the Law on Enterprises, the company's charter and other relevant provisions of law.
2. Subjects of application: This Regulation applies to the Board of Management and members of the Board of Management.

Article 2. Operating principles of the Board of Management

1. The Board of Management works on the principle of collectivity. Members of the Board of Management are personally responsible for their work and jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Management for the development of the Company.
2. The Board of Management shall assign responsibilities to the General Director to organize the implementation of resolutions and decisions of the Board of Management.

Chapter II MEMBERS OF THE BOARD OF MANAGEMENT

Article 3. Rights and obligations of members of the Board of Management

1. Members of the Board of Management have full rights in accordance with the provisions of the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company.
2. Members of the Board of Management have the following obligations as prescribed in the company's charter and the following obligations:
 - a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Management and give opinions on issues discussed;
 - c. Promptly and fully report to the Board of Management the remuneration received from subsidiaries, associated companies and other organizations;

- d. Report to the Board of Management at the nearest meeting on transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with members of the Board of Management and related persons of such members; transactions between companies and companies in which members of the Board of Management are founding members or managers of enterprises in the last 03 years before the time of transaction;
 - e. Disclosure of information when trading the Company's shares in accordance with the provisions of law.
3. Each independent member of the Board of Management of the listed company must make an evaluation report on the operation of the Board of Management.

Article 4. Rights to information of members of the Board of Management

1. Members of the Board of Management have the rights to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company.
2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Management. The order and procedures for requesting and providing information are prescribed by the company's charter.

Article 5. Term of office and number of members of the Board of Management

1. The Board of Management has at least 03 (three) members and at most 05 (five) members.
2. The term of office of a member of the Board of Management shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management of a company for no more than 02 consecutive terms.
3. In case all members of the Board of Management end their term of office, such members shall continue to be members of the Board of Management until a new member is elected to replace and take over the work. In case any member of the Board of Management ends their term of office, such member shall continue to be a member of the Board of Management until a new member is elected to replace and take over the work at the meeting of the General Meeting of Shareholders or the latest written opinion of shareholders.
4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Management.

Article 6. Criteria and conditions for members of the Board of Management

1. Members of the Board of Management must meet the following criteria and conditions:
 - a. Having full civil act capacity, not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;

- c. A member of the Board of Management of a company may also be a member of the Board of Management of another company;
 - d. Other standards and conditions as prescribed by law.
- 2. Independent members of the Board of Management as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:
 - a. Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 consecutive years;
 - b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Management are entitled to as prescribed;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;
 - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Management or the Board of Supervisors of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;
 - f. Other standards and conditions as prescribed by law.
- 3. An independent member of the Board of Management must notify the Board of Management that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Management from the date on which he or she fails to fully meet the criteria and conditions. The Board of Management must notify the case in which the independent member of the Board of Management no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Management within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Management.

Article 7. Chairman of the Board of Management

- 1. The Chairman of the Board of Management shall be elected, dismissed or dismissed from office by the Board of Management from among the members of the Board of Management.
- 2. The Chairman of the Board of Management of the Company may not concurrently be the General Director.
- 3. The Chairman of the Board of Management has the following rights and obligations:
 - a. Formulate programs and plans for activities of the Board of Management;
 - b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Management;
 - c. Organize the adoption of resolutions and decisions of the Board of Management;
 - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Management;

- e. Chairman of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Management submits a letter of resignation or is dismissed, the Board of Management must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Management is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Management dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Management on the principle that the majority of the remaining members approve until a new decision of the Board of Management is issued.
5. When deeming it necessary, the Board of Management shall decide to appoint the company secretary. The company secretary has the following rights and obligations:
- a. Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Management; recording meeting minutes;
 - b. Assist members of the Board of Management in exercising their assigned rights and obligations;
 - c. Assisting the Board of Management in applying and implementing the principles of corporate governance;
 - d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
 - e. Other rights and obligations as prescribed in the company's charter.

Article 8. Dismissal, dismissal, replacement and addition of members of the Board of Management

1. The General Meeting of Shareholders shall dismiss a member of the Board of Management in the following cases:
 - a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
 - b. Have a letter of resignation and be approved;
 - c. Other cases specified in the company's charter.
2. The General Meeting of Shareholders dismisses a member of the Board of Management in the following cases:
 - a. Not participating in activities of the Board of Management for 06 consecutive months, except for force majeure cases;
 - b. Other cases specified in the company's charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Management; dismissal or dismissal of members of the Board of Management other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Management must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:
 - a. The number of members of the Board of Management is reduced by more than one-third compared to the number specified in the company's charter. In this case, the Board of Management must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;
 - b. The number of independent members of the Board of Management has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Management who has been dismissed or dismissed at the nearest meeting.

Article 9. Methods of electing, dismissing and dismissing members of the Board of Management

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Management. In case the company's charter does not provide otherwise, the nomination of persons to the Board of Management shall be carried out as follows:
 - a. Ordinary shareholders who form a group to nominate persons to the Board of Management must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Management, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Management. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Management and other shareholders.
2. In case the number of candidates for the Board of Management through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with law.

3. The voting for the election of members of the Board of Management must be carried out by the method of voting according to the ownership ratio or the method of cumulative voting. Before meeting the General Meeting of Shareholders or collecting shareholders' opinions in writing to elect members of the Board of Management, the Board of Management shall decide on the method of voting to elect members of the Board of Management in accordance with the provisions of this Charter.

In case voting for the election of members of the Board of Management is conducted by the method of cumulative voting, each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Management and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of members of the Board of Management is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Management, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the company's charter.

4. The election, dismissal and dismissal of members of the Board of Management shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 10. Notification of election, dismissal and dismissal of members of the Board of Management

1. In case a candidate for the Board of Management has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Management must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Management. Information related to the Board candidate announced includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work process;
 - d. Other managerial titles (including the title of the Board of Management of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as prescribed in the company's charter;
 - g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Management, other managerial positions and interests related to the company of the candidate of the Board of Management (if any).

2. The notification of the results of election, dismissal and dismissal of members of the Board of Management shall comply with the guiding regulations on information disclosure.

Chapter III **BOARD OF MANAGEMENT**

Article 11. Rights and obligations of the Board of Management

1. The Board of Management is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Management shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Management has the following powers and obligations:
 - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
 - c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
 - d. Deciding on the selling price of shares and bonds of the Company and convertible securities;
 - e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f. Proposing the issuance of convertible bonds and bonds with warrants; deciding on the plan to issue non-convertible bonds and bonds without warrants;
 - g. To decide on investment plans and investment projects within their competence and limits as prescribed by law;
 - h. Deciding on solutions for market development, marketing and technology;
 - i. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 5% or more of the total value of assets recorded in the Company's latest consolidated financial statements, and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - j. Election, dismissal and dismissal of the Chairman of the Board of Management; appointing, dismissing, signing contracts, terminating contracts of directors or general directors and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

- k. Supervising and directing the Director or General Director and other managers in running the daily business of the Company;
 - l. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
 - m. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
 - n. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - o. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
 - p. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - q. Decision on promulgation of the Regulation on operation of the Board of Management, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Company's Regulation on information disclosure;
 - r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Management shall approve resolutions and decisions by voting at meetings, collecting opinions in writing or in other forms prescribed by the company's charter. Each Board member has one vote.
 4. In case the resolution or decision adopted by the Board of Management is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the company, the members who endorse the adoption of such resolution or decision must jointly take personal responsibility for the resolution or decision. decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

Article 12. Duties and powers of the Board of Management in approving and signing transaction contracts

1. The Board of Management approves contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of making the first transaction with a value of less than 35% of the total value of assets recorded in the latest consolidated financial statements or a ratio, other values smaller as prescribed in the company's charter between the company and one of the following entities:
 - Members of the Board of Management, members of the Board of Supervisors, General Director (Director), other managers and related persons of these subjects;

- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the Company and their related persons;
 - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Company signing a contract or transaction must notify the members of the Board of Management and members of the Board of Supervisors of the subjects related to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Management shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice, unless the company's charter provides for a different time limit; members of the Board of Management who have interests related to the parties to the contract or transaction do not have voting rights.

Article 13. Responsibilities of the Board of Management in convening an extraordinary General Meeting of Shareholders

1. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
- a. The Board of Management deems it necessary for the benefit of the Company;
 - b. The remaining number of members of the Board of Management and the Board of Supervisors is less than the minimum number of members as prescribed by law;
 - c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the company's charter.
2. Convening an extraordinary General Meeting of Shareholders

Unless otherwise provided for in the company's charter, the Board of Management must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members of the Board of Management, independent members of the Board of Management or the remaining members of the Board of Supervisors is less than the minimum number of members as prescribed in the company's charter or receives the requirements specified at Points c and d, Clause 1 of this Article;

In case the Board of Management fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Management and members of the Board of Management must compensate the Company for damages incurred.

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

- a. Make a list of shareholders entitled to attend the meeting;

- b. Providing information and settling complaints related to the list of shareholders;
- c. Preparation of meeting agendas and contents;
- d. Prepare documents for the meeting;
- e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Management or members of the Board of Supervisors;
- f. Determine the time and place of the meeting;
- g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Law on Enterprises;
- h. Other tasks for the meeting.

Article 14. Subcommittees assisting the Board of Management.

1. The Board of Management may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Management shall be at least 02 persons, including members of the Board of Management and external members. Independent members of the Board of Management/non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Management. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Management or subcommittees under the Board of Management must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

Chapter IV
MEETINGS OF BOARD OF MANAGEMENT

Article 15. Meetings of Board of Management

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 07 working days from the end of the election of such Board of Management. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Management.
2. The Board of Management must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Management shall convene a meeting of the Board of Management in the following cases:
 - a. At the request of the Board of Supervisors or an independent member of the Board of Management;

- b. At the request of the Director or General Director or at least 05 other managers;
 - c. At the request of at least 02 members of the Board of Management;
 - d. Other cases are prescribed by the company's charter.
- 4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Management.
- 5. The Chairman of the Board of Management must convene a meeting of the Board of Management within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Management at the request of the Chairman of the Board of Management, the Chairman of the Board of Management shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Management to convene a meeting of the Board of Management.
- 6. The Chairman of the Board of Management or the convener of the meeting of the Board of Management must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. In case of emergency, the notice of the meeting of the Board of Management must be sent to the members of the Board of Management at least one day in advance. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.
- 7. The notice of invitation to the meeting of the Board of Management may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Management registered at the Company.
- 8. The Chairman of the Board of Management or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Management.
- 9. A meeting of the Board of Management shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Management attend the meeting.
- 10. Members of the Board of Management are considered to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send the ballot to the meeting via mail, fax, email.
 - e. Sending the ballot by other means.
- 11. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Management at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

12. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Management.
13. The Board of Management approves decisions and issues resolutions on the basis that the majority of members of the Board of Management attending the meeting or authorizing the meeting to attend the meeting approve (over 50%); in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Management.

Article 17. Board Meeting Minutes

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:
 - a. Name, address of the head office, enterprise code;
 - b. Time and place of the meeting;
 - c. Purpose, agenda and contents of the meeting;
 - d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
 - e. Issues are discussed and voted on at the meeting;
 - f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
 - g. The voting results clearly state the members who approve, disagree and have no opinions;
 - h. The issue was passed and the vote rate passed accordingly;
 - i. Full name, signature of the chairman and the person making the record, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Management attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, etc g and h, Clause 1 of this Article, this record takes effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Management. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of this Law, the company's charter and relevant laws.
3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Management.
4. The minutes of the Board of Management meeting and the documents used in the meeting must be kept at the Company's head office.
5. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

Chapter V

REPORT AND DISCLOSURE OF BENEFITS

Article 18. Annual Report Submission

1. At the end of the fiscal year, the Board of Management must submit the following report to the General Meeting of Shareholders:
 - a. Report on the Company's business results;
 - b. Financial statements;
 - c. Report on the evaluation of the management and administration of the Company;
 - d. Appraisal report of the Board of Supervisors.
2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders if the company's charter does not provide otherwise.
3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's Charter does not prescribe another longer time limit. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Management

1. The company has the right to pay remuneration and reward members of the Board of Management according to business results and efficiency.
2. Members of the Board of Management are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Management and the remuneration level per day. The Board of Management estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Management shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed 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. A member of the Board of Management who holds an executive position or a member of the Board of Management who works in subcommittees of the Board of Management or performs other tasks outside the scope of duties of a member of the Board of Management, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Management.
5. Members of the Board of Management are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Management, including

expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Management or subcommittees of the Board of Management.

6. Members of the Board of Management may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Management members related to violations of the law and the company's Charter.

Article 20. Disclosure of related benefits

In case the company's charter does not contain other stricter provisions, the disclosure of the company's interests and related persons shall comply with the following provisions:

1. A member of the Board of Management of the Company must declare to the company his or her related interests, including:
 - a. Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;
 - b. Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplement.
3. Members of the Board of Management who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Management and shall only be performed when approved by the majority of the remaining members of the Board of Management; if it is carried out without declaration or approval of the Board of Management, all income obtained from such activity belongs to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF MANAGEMENT

Article 21. Relationship between Board Members

1. The relationship between members of the Board of Management is a coordination relationship, the members of the Board of Management are responsible for informing each other about relevant issues in the process of handling the assigned work.
2. In the course of handling work, the member of the Board of Management assigned to be in charge of the main responsibility must take the initiative in coordinating in handling, if there is a problem related to the field in charge of another member of the Board of Management. In case there are still different opinions among the members of the Board of Management, the members shall have the main responsibility to report to the Chairman of the Board of Management for consideration and decision according to their competence or organize meetings or collect opinions of members of the Board of Management in accordance with law. The company's charter and this Regulation.
3. In case of reassignment between members of the Board of Management, the members of the Board of Management must hand over relevant work, dossiers and

documents. This handover must be made in writing and reported to the Chairman of the Board of Management on such handover.

Article 22. Relationship with the Board of Management

As a governor, the Board of Management issues resolutions for the General Director and other business managers to implement. At the same time, the Board of Management inspects and supervises the implementation of the resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Management and the Board of Supervisors is a coordinated relationship. The working relationship between the Board of Management and the Board of Supervisors is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.
2. Upon receipt of inspection records or general reports of the Board of Supervisors, the Board of Management shall study and direct relevant departments to formulate plans and make timely corrections.

Chapter VII IMPLEMENTATION PROVISIONS

Article 24. Enforcement effect

The Operation Regulation of the Board of Management of the Southern Waterborne Transport Corporation consists of 07 chapters, 24 articles and takes effect from April 22, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS
Chairman of Board of Directors



DANG DOAN KIEN