

EXTRAORDINARY INFORMATION DISCLOSURE

**To: - The State Securities Commission of Vietnam
- The Vietnam Stock Exchange/
- The Hochiminh Stock Exchange**

1. Name of organization: South Logistics Joint Stock Company
- Stock code: STG
- Address of head office: 1B Hoang Dieu, Xom Chieu Ward, Ho Chi Minh City
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2. Contents of disclosure:
Decision No. 07/STG/QD-HDQT on the issuance of internal regulations on corporate governance of South Logistics Joint Stock Company.
3. This information was published on the company's website on 24/04/2026, as in the link <https://sotrans.com.vn/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:

- Decision on the issuance of internal regulations on corporate governance.

**SOUTH LOGISTICS
JOINT STOCK COMPANY
LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



DANG VU THANH

DECISION

***Re: Issuance of the internal regulations on corporate governance of
South Logistics Joint Stock Company***

- 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/STG/NQ-DHDCD dated 23 April 2026;

DECISION

Article 1: To promulgate the internal regulations on corporate governance of South Logistics Joint Stock Company, together with this Decision.

Article 2: This Decision shall take effect from 23 April 2026 and shall replace the internal regulations on corporate governance of South Logistics Joint Stock Company previously approved under the Resolution of the General Meeting of Shareholders No. 01/STG/NQ-DHDCD dated 21 June 2023.

Article 3: The members of the Board of Directors, the Audit Committee, 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.



TRAN TUAN ANH

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF
SOUTH LOGISTICS JOINT STOCK COMPANY**

(Attached to Decision No. 07/STG/QD-HDQT dated April 23, 2026 of the Board of Directors of South Logistics Joint Stock Company)

**SECTION I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. The Internal regulations on corporate governance of South Logistics Joint Stock Company (the “Company”) are developed according to the Law on Enterprises 2020, amended and supplemented in 2022, 2025 and consolidated in Consolidated Document No. 67/VBHN-VPQH dated August 15, 2025 by the Office of the National Assembly; Law on Securities 2019, amended and supplemented in 2024 and consolidated in Consolidated Document No. 24/VBHN-VPQH dated February 26, 2025 by the Office of the National Assembly; Decree 155/2020/ND-CP dated December 31, 2020 of the Government on corporate governance applicable to public companies, amended and supplemented by Decree No. 245/2025/NĐ-CP, effective as of September 11, 2025; Circular 116/2020/TT-BTC guiding Decree 155/2020/ND-CP providing guidance on corporate governance applicable to public companies issued by the Minister of Finance; The Company's Charter and the application of the best international practices on corporate governance in accordance with the conditions of Vietnam, for the purposes of ensuring the sustainable development of the Company and contributing to a healthy economy..
2. Scope of regulation: The Internal regulations on corporate governance provide for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; orders and procedures for the convention of the General Meeting of Shareholders; nomination, self-nomination, election, removal, and dismissal of members of the Board of Directors, the General Director and other activities in accordance with the company's Charter and other applicable provisions of the law.
3. Subject of application: These Regulations are applied to members of the Board of Directors, General Director, Key Manager, and related persons.
4. These Regulations prescribe the basic principles of corporate governance to protect the legitimate rights and interests of shareholders, and establish standards of conduct and professional ethics for the members of the BOM, the General Directors, and other executives.

5. These Regulations are also the basis for evaluating the performance of corporate governance of South Logistics Joint Stock Company.

Article 2. Management and governance apparatus of the Company

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

Article 3. Management principles of the Company

1. Ensure an effective governance structure.
2. Ensure the rights of shareholders.
3. Treat fairly among the shareholders.
4. Ensure the functions of the persons with interests related to the Company.
5. Transparency in the Company's activities.
6. The Board of Directors operates the Company efficiently.
7. Comply with the applicable regulations.

Article 4. Definitions and abbreviations

1. Definitions

- a. Board of General Directors: Includes the General Director and the Deputy General Directors
- b. Executive Board: Includes the Board of General Directors and the professional Directors.
- c. Related persons: mean the individuals or organizations as prescribed by the regulations of the Law on Securities, Law on Enterprises.
- d. Executives: General Director/Director or other equivalent position, Deputy General Director or other equivalent position, Chief Accountant/Chief Financial Officer or other equivalent position, and managerial titles appointed by the Board of Directors;
- e. Charter: means the Charter on the organization and operation of South Logistics Joint Stock Company.
- f. Other terms not construed herein shall have the same meanings as provided in the Charter and relevant laws.

2. Abbreviations

- a. Company : South Logistics Joint Stock Company
- b. GMS : General Meeting of Shareholders
- c. BOM : Board of Management
- d. GD : General Director

SECTION II
ORDERS AND PROCEDURES FOR THE CONVENTION AND VOTING AT
THE GENERAL MEETING OF SHAREHOLDERS

Article 5. Notice on the list of shareholders entitled to attend the General Meeting of Shareholders

The company must publish the information about the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date, unless otherwise prescribed by law.

Article 6. Notice on the convention of the General Meeting of Shareholders

1. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a guaranteed method, and at the same time published the information in accordance with the applicable law on securities. The convenor of the General Meeting of Shareholders must send invitations to all shareholders in the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the General Meeting of Shareholders (from the date on which the notice is duly sent or delivered, paid for, or dropped in a mailbox).
2. The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted on at the general meeting are sent to shareholders and/or uploaded to the website of the Company. In case these documents are not attached to the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:
 - a. Meeting agenda and documents used in the meeting;
 - b. List of and detailed information about all candidates in case of election of members of the Board of Directors;
 - c. Voting slip;
 - d. Form for appointment of an authorized representative to the meeting;A draft resolution for each issue in the meeting agenda.

Article 7. Registration method for the participation of the General Meeting of Shareholders

1. Before the date of the General Meeting of Shareholders, the shareholders can confirm their attendance at the General Meeting by directly attending or via authorization (using the form enclosed with the meeting invitation) according to the deadline and the sending method, delivery address as specified in the meeting invitation.

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2. Before opening the meeting, the Company must carry out the registration procedures for shareholders and must conduct the registration until all shareholders entitled to attend the meeting are present to register.

3. When conducting shareholder registration, the Company shall issue to each shareholder or their authorized representative with voting rights a voting slip that includes the registration number, the full name of the shareholder/authorized representative, and the number of votes of such shareholder.
4. Shareholders or authorized representatives arriving after the meeting has opened have the right to register immediately and then to participate and vote at the meeting immediately after the registration. The Chairperson is not obligated to stop the General meeting for the late shareholders to register and the validity of the voted contents shall remain unchanged.

Article 8. Authorization procedures and preparation of the power of attorney

1. The shareholders can directly attend the General Meeting of Shareholders or authorize its representative to attend.
 - With shareholders being individual: Such individual shareholders can authorize another person to attend the General Meeting of Shareholders.
 - With the shareholders being an organization: an organizational shareholder holding at least 10% of the total number of ordinary shares is entitled to authorize a maximum number of people as specified in the Charter (if it is not provided in the Charter, the provisions of the Law on Enterprises shall apply). In case the organizational shareholder authorizes more than one authorized representative, the number of shares and votes of each representative must be specified.
 - The authorization for a representative to attend the General Meeting of Shareholders must be made in writing in accordance with the form of the Company and must be signed in accordance with the following provisions:
 - In case an individual shareholder is the authorizing person, the power of attorney must have the signature of such shareholder and the individual authorized to attend the meeting;
 - In case an organizational shareholder is the authorizing person, the power of attorney must have the signature of the authorized representative, the legal representative of the organizational shareholder and stamp the corporate seal of such organization and have the signature of the individual authorized to attend the meeting;
 - In other cases, the power of attorney must have the signature of the legal representative of the shareholder and the person authorized to attend the meeting.
 - The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting before entering the meeting room.
2. In case a lawyer on behalf of the authorizing person signs the appointment letter for a representative, such appointment of a representative, in this case, is only considered valid if the appointment letter for the representative is presented together with the power of attorney for the lawyer (if it is not previously registered with the Company). Without it, the appointment of the representative will be deemed invalid.

3. The vote of the person authorized to attend the meeting within the scope of authorization remains valid in the following events:
 - a. The authorizing person is dead, incapacitated, or has limited legal capacity;
 - b. The authorizing person has canceled the authorization
 - c. The authorizing person has canceled the authority of the authorized person.
 - d. This provision does not apply in case the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 9. Method of voting, collecting votes, and voting results announcement

1. When carrying out voting at the General meeting, the number of affirmative voting slips shall be collected first, the number of negative voting slips shall be collected later, and then the total number of affirmative votes and negative votes shall be counted for determination.
2. The General meeting shall elect persons responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the Vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
3. The total number of affirmative votes and negative votes for each issue, or abstention or invalidity for each issue, will be announced by the Chairperson (or the Vote counting committee) right before the closing of the meeting.

Article 10. Method of rejecting the decision of the General Meeting of Shareholders as prescribed by Article 132 of the Law on Enterprises

1. Shareholders who object to the re-organization of the Company or the change of rights and obligations of shareholders as provided in the Charter shall mark (“V” or “X”) in the voting box “Disagree” on the voting slips.
2. When the Chairperson gives the order to collect the voting slips that disapprove of the re-organization of the Company or the change in the rights and obligations of shareholders, the shareholders shall transfer the validly marked voting slips to the vote collectors.
3. Shareholders voting object to the resolution on the reorganization of the Company or change in the rights and obligations of shareholders are entitled to request the Company to buy back their shares.

The request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for the request to be repurchased by the Company. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the issues specified in this clause.
4. The Company must redeem shares at the request of shareholders specified in clause 3 of this Article at the market prices within 90 days from the receipt date of the

request. In case the price cannot be agreed upon, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least 03 professional valuation organizations for the shareholders to choose and that selection is the final decision.

5. The Company is only entitled to pay the redeemed shares to the shareholders according to this Article if immediately after paying all the redeemed shares, the Company still guarantees to fully pay for other debts and property obligations.

Article 11. Applicable of modern information technologies in participating and giving opinions in the General Meeting of Shareholders

1. The Company can apply modern information technology to facilitate the participation, opinion-giving, and voting of the shareholders at the General Meeting of Shareholders.
2. Depending on the specific needs and situations, the Board of Directors is entitled to organize and conduct the application of modern information technology (such as online conferences, electronic voting, or other electronic forms, etc.) for the shareholders to attend, give opinions and vote at each General Meeting of Shareholders. Such application of modern information technology must be notified to the shareholders before the meeting by posting notices and application instructions on the Company's website.

Article 12. Preparation of the minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders shall be recorded in minutes and maybe voice-recorded or recorded and stored in other electronic forms. A minutes shall be prepared in Vietnamese, may also be in a foreign language, and must contain the following main contents:
 - a. Name, headquarters address, and business code;
 - b. Time and location of the meeting of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and secretary;
 - e. Summary of proceedings of the meeting and comments made during the meeting on each issue set out in the meeting agenda;
 - f. The number of shareholders and the total number of votes of the attending shareholders, appendix listing the registered shareholders, the representatives of shareholders attending the meeting with the number of shares and votes respectively;
 - g. Total number of votes on each issue, specifying the voting method, numbers of valid and invalid votes, affirmative votes, negative votes, and abstentions; their respective ratios to the total number of votes of the attending shareholders;
 - h. Approved issues and respective ratios of affirmative votes;

- i. Full names and signatures of the chairperson and secretary. In case the chairperson and secretary refuse to sign in the meeting minutes, the minutes shall have effect if it is signed by all other members of the Board of Directors who are attending the meeting and has sufficient contents as specified in this clause. The minutes must clearly state the refusal of the chairperson and secretary to sign in the meeting minutes.

The minutes prepared in Vietnamese and foreign languages have equal legal value. If there are any discrepancies between the Vietnamese and foreign languages versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders shall be completed and approved prior to the end of the meeting. The chairperson and secretary of the meeting or the other persons who sign in the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

Article 13. Publishment of the Resolution of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 days from the approval date of the resolution; in case the Company has a website, the submission of resolutions may be replaced by posting it on the website of the Company.
2. The resolution of the General Meeting of Shareholders shall be published within 24 hours from the date recorded in the Resolution in accordance with the relevant laws.

Article 14. Adoption of resolution by collecting written opinions

1. The General Meeting of Shareholders is entitled to approve all the decisions within its authority by collecting written opinions.
2. The authority and procedure to collect written opinions of shareholders to approve a decision of the General Meeting of Shareholders shall comply with the following provisions:
 - a. The Board of Directors has the right to collect written opinions of shareholders to approve the decisions of the General when it is deemed necessary for the interests of the Company and complied with the provisions in Clause 1 of this Article.
 - b. The Board of Directors shall prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution. The Board of Directors shall ensure to send and disclose documents to the shareholders within a reasonable time for their consideration and voting and must send them at least 10 days before the deadline for receiving written opinions. The requirements and sending method regarding the written

opinion and enclosed documents shall be implemented in accordance with the provisions of the Charter and the Law on Enterprises.

- c. The opinion form must contain the following main information:
 - ✓ The name, headquarter address, and business code of the Company;
 - ✓ The purposes of collecting opinions;
 - ✓ Full name, contact address, nationality, ID Card number, passport or other lawful personal identification of individual shareholders; name, business code or establishment decision number, headquarter address of the organizational shareholder or full name, permanent address, nationality, ID Card number, passport or other lawful personal identification of the authorized representative of the organizational shareholder; the number of shares of each type and the number of votes of the shareholders;
 - ✓ Issues to be voted on;
 - ✓ Voting options for each issue, including affirmative, negative, and abstention;
 - ✓ Deadlines for the submission of the written opinions to the Company;
 - ✓ Full name and signature of the Chairman of the Board of Directors.
- d. The completed written opinion must be signed by the individual shareholder, or the legal representative of the organizational shareholder and stamped by the corporate seal of that organization; or signed by the authorized person.
- e. The written opinion can be sent to the Company in the following forms:
 - ✓ Mailing: The written opinion sent to the Company must be enclosed in a sealed envelope, which must not be opened before the vote counting time;
 - ✓ Fax or email: The written opinion sent to the Company via fax or email must be kept confidential until vote counting time.
- f. The written opinions received by the Company after the deadline specified in the written opinion or already opened, in the case of mailing, or disclosed, in the case of sending via fax or e-mail, before the time of counting of votes is illegal. Written opinions that are not sent back are considered non-voting.
- g. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the person in charge of corporate governance or the shareholders not being the executives. The vote counting minutes must contain the following information:
 - ✓ Name, headquarter address, and business code;
 - ✓ Purposes and issues to be voted on for the resolutions' approval;
 - ✓ The number of shareholders and the total number of votes that participating in the voting, including the number of valid and invalid votes, vote-sending

methods, and enclosed with the appendix listing shareholders participating in voting;

- ✓ Total number of affirmative votes, negative votes and abstention for each issue;
- ✓ Approved issues;
- ✓ Full name and signature of the Chairman of the Board of Directors, the vote-counting person counting, and the vote-counting supervisor.

The members of the Board of Directors, the vote-counting person and the vote-counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and the damages arising from decisions approved due to dishonest or inaccurate vote-counting.

- h. The vote counting minutes must be sent to the shareholders within fifteen (15) days from the completion date of vote counting. This may be substituted by posting on the Company's website within twenty-four (24) hours from the completion of vote counting.
- i. The completed written opinions, the vote counting minutes, the approved resolution, and relevant documents enclosed with the written opinions must be kept at the headquarter of the Company.
- j. A resolution adopted by collecting shareholders' written opinions on the issues mentioned in Clause 4, Article 21 of the Charter must be approved by a number of shareholders representing for at least 75% of the total votes of the voting shareholders, and for other matters, must be approved by a number of shareholders representing for at least more than 50% of the total votes of the voting shareholders and has the same effect as a resolution adopted at the General Meeting of Shareholders.

Article 15. Other matters

Other matters, contents relating to the convention and voting at the General Meeting of Shareholders: implemented according to the Charter and the relevant regulations.

SECTION III

NOMINATION, SELF-NOMINATION, ELECTION, REMOVAL AND DISMISSAL OF THE MEMBERS OF THE BOARD OF DIRECTORS, MEETING OF THE BOARD OF DIRECTORS

Article 16. The criteria of members of the Board of Directors

- 1. Having professional qualifications and experience, capacity in business and corporate management.

2. Having the full legal capacity, not being the subject not allowed to manage enterprises specified in Clause 2 Article 17 of the Law on Enterprises.
3. In case of being an independent member of the Board of Directors, in addition to the above-mentioned criteria, such member shall satisfy the criteria specified in the Law on Enterprises.
4. Other criteria prescribed by law.

Article 17. Methods of nominating and self-nominating members of the Board of Directors

1. Nomination of the members of the Board of Directors

The shareholder or the group of shareholders holding 10% of the total ordinary shares and more is entitled to merge the voting rights to nominate candidates for the Board of Directors. Shareholder or the group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate a maximum of one (01) candidate; from 20% to less than 40% of the total voting shares is entitled to nominate a maximum of two (02) candidates; from 40% to less than 50% of the total voting shares is entitled to nominate a maximum of three (03) candidates; from 50% to less than 60% of the total voting shares is entitled to nominate a maximum of four (04) candidates; from 60% to less than 70% of the total voting shares is entitled to nominate a maximum of five (05) candidates; from 70% to less than 80% of the total voting shares is entitled to nominate a maximum of six (06) candidates; holding 80% of the total voting shares and more is entitled to nominate a maximum of seven (07) candidates.

2. Self-nomination of the members of the Board of Directors

A person who self-nominees to be a member of the Board of Directors must be a shareholder holding at least 10% of the total voting shares and satisfy the criteria of a member of the BOM.

3. Submission of the nomination or self-nomination application

The application for nomination or self-nomination to the Board of Directors and the submission of the nomination or self-nomination application: implemented in accordance with the Company's notice before the opening date of the General Meeting of Shareholders.

4. In case the number of candidates for the Board of Directors by nominating and self-nominating is smaller than the required number, the incumbent Board of Directors may gather and further nominate candidates, provided that such nominated candidates must satisfy the criteria and conditions of a member of the BOM as provided by law, Charter, and these Regulations. Such further nomination by the incumbent Board of Directors shall be published clearly before the General Meeting of Shareholders votes for the election of the members of the Board of Directors as prescribed by law.

Article 18. Methods of electing members of the Board of Directors

The election of members of the Board of Directors can be done by voting according to the percentage of ownership or by cumulative voting. Before the General Meeting of Shareholders or the collection of written opinions of shareholders to elect members of the BOM, the BOM will decide on the method of voting to elect members of the BOM in accordance with the provisions of the Charter and these Regulations.

In case the voting to elect a member of the Board of Directors is done by cumulative voting, each shareholder has the total number of votes corresponding to the total number of owned shares multiplied by the number of members to be elected of the Board of Directors and such shareholder has the right to give all or part of his or her total votes to one or several candidates.

The elected members of the Board of Directors are determined according to the number of votes counted from the highest to the lowest, starting from the candidate with the highest number of votes until there are enough members to be elected as prescribed in the Company's Charter. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes.

Article 19. Removal and dismissal of members of the Board of Directors

1. A member of the Board of Directors shall be removed in the following cases:
 - No longer satisfying the criteria and conditions as provided under the Charter;
 - Failing to attend the Board of Directors's activities within 06 consecutive months, except for force majeure events;
 - Having a resignation letter that is approved;
 - Other cases as prescribed by the Charter and the relevant law.
2. The members of the Board of Directors can be dismissed according to the resolution of the General Meeting of Shareholders.

Article 20. Notice on the election, removal, and dismissal of the members of the Board of Directors

1. In case the Company convenes a meeting/collects written opinions of the General Meeting of Shareholders on the dismissal, removal, or election of the members of the Board of Directors, in the meeting invitation/documents for the collection of written opinions sent to shareholders must clearly state this content and be enclosed with guiding documents on the sending methods of the nomination or self-nomination application; regulations on voting rules for the shareholders to understand the information and facilitate the implementation.
2. The removal, dismissal and election of the members of the Board of Directors must be disclosed in accordance with the relevant laws.

Article 21. Methods of introducing a candidate for the member of the Board of Directors

In case of having determined the candidates for the Board of Directors, the information related to such candidates shall be published at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to research the candidates before voting. Each candidate shall prepare a written commitment to the truthfulness, accuracy, and reasonable of the published personal information and shall commit to performing his/her duties honestly, faithfully, carefully, and for the best interests of the Company if such candidate is appointed to be a member of the Board of Directors. The published information related to the candidates for the Board of Directors shall at least include the followings:

- a. Full name, date of birth;
- b. Academic level;
- c. Qualifications;
- d. Work experience;
- e. Companies that the candidate is holding the position of member of the Board of Directors or other management positions;
- f. Interests in relation to the Company and the related parties of the Company;
- g. Full name of a shareholder or the group of shareholders nominating such candidate (if any);
- h. Other information (if any).

Article 22. Orders and procedures for the covention of the Board of Directors

1. The periodic meetings:

The Chairman of the Board of Directors shall convene the periodic and extraordinary meetings of the Board of Directors, prepare the meeting agenda, time, and location of the meeting no later than seven (07) working days prior to the meeting date. The Chairman can convene the meeting at any time if deemed necessary, but at least once a quarter.

2. The extraordinary meetings:

The Chairman shall convene the meeting of the Board of Directors without any delay if not having plausible reason, when any of the following subjects request in writing clearly stating the purpose of the meeting and the issues to be discussed:

- a. The General Director or at least five (05) other executives;
 - b. At least two (02) members of the Board of Directors;
 - c. Independent member of the Board of Directors;
 - d. Others (if any).
3. The meetings of the Board of Directors as specified in Clause 2 of this Article must be convened within a maximum period of (07) seven working days after receiving a meeting request. In case the Chairman fails to convene a meeting as requested, he/she must be liable for any damage caused to the company; the persons making

the request for the meeting convention as specified in Clause 2 of this Article may convene a meeting of the Board of Directors alternatively.

4. In case there is a request from an independent audit, the Chairman of the Board of Directors shall convene the meeting of the Board of Directors to discuss the audit report and the status of the Company.

5. Meeting's location:

The meetings of the Board of Directors shall be conducted at the registered address of the Company or other locations as decided by the Chairman of the Board of Directors and unanimously agreed upon by the Board of Directors.

6. Invitation and meeting agenda:

The invitations for the meeting of the Board of Directors must be sent to the Board of Directors's members at least seven (07) working days prior to the meeting date. In case of unexpected circumstances, the invitations for the Board of Directors's meeting shall be sent to the members at least three (03) days in advance. The members of the Board of Directors can refuse the invitation in writing, such refusal may be changed or canceled in writing by such member of the Board of Directors. The Board of Directors's meeting invitation must be made in Vietnamese and fully specify the time and location of the meeting, agenda, and issues to be discussed, and shall be enclosed with the necessary materials regarding the issues to be discussed and decided in the meeting and voting slips of the members.

The meeting invitation may be sent in the form of a letter, by fax, email or other means, but must ensure that it reaches the contact address of each member of the Board of Directors as registered with the Company.

7. The meeting of the Board of Directors shall be conducted if it is attended by three quarters of the total members or more. If a meeting convened under this clause fails to attract sufficient attendees as required, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if it is attended by at least six (6) members of the Board of Directors. To the extent that such second meeting fails to satisfy a quorum, then the meeting shall thereafter be postponed to a working day falling seven (7) working days from the date of the second attempted meeting and the meeting shall be conducted if it is attended by at least four (4) members of the Board of Directors.

8. The meeting of the Board of Directors can be held in the form of an online conference between the members of the Board of Directors when all or certain members are at different locations, provided that each member who attends the meeting can:

- a. Listen to each member of the Board of Directors speaking at the meeting;
- b. Speak to all other attending members simultaneously.

The discussion between the members can be conducted directly by telephone or by other means of communication or a combination of these methods. The members of the Board of Directors participating in such meetings are considered "present" at such meetings. The location of such meeting is the

location where most members of the Board of Directors are present or the location where the Chairperson of the meeting is present.

The decisions approved in such meeting via the form of an online conference are arranged and performed validly, and have effect immediately upon the end of the meeting but must be confirmed by the signatures of all the attending members of the Board of Directors in the minutes.

9. In case of collecting the opinions of the Board of Directors's members remotely by email or written opinion: opinions by email or in writing (if the opinions are made in writing, it must be signed by the members of the Board of Directors) must be sent to the secretary of the Board of Directors no later than the date after 03 days from the receipt date of the document or according to the deadlines for the response as specified in the written/email opinions. Written/email opinions of the members of the Board of Directors must be compiled into a vote counting minutes, whereby clearly stating the contents to be commented on by the members and the responded opinions including "affirmative/negative/abstention". The vote counting minutes must be signed by the Chairman of the Board of Directors and the Secretary of the Board of Directors.

The resolution in the form of collecting written/email opinions is adopted based on the affirmative opinion of the majority members of the Board of Directors with voting rights. Such resolution has the same effect and validity as the resolution adopted at the meeting

10. Voting forms

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

- a. Attend and vote directly at the meeting;
- b. Authorize others to attend the meeting and vote if approved by a majority of the members of the Board of Directors;
- c. Attend and vote through videoconferences, electronic voting or other similar forms;
- d. Send votes to the meeting via mail, fax, email. In case of sending the voting slips to the meeting via mail, the votes must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Votes may only be opened in the presence of all attendees.

11. Voting

- a. Except for the provisions at Point b of this clause, each member of the Board of Directors or an authorized person as prescribed in the Charter who is directly present as an individual at the meeting of the Board of Directors has one (01) vote;

- b. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to such member has interests and those interests conflict or may conflict with the interests of the Company. Members of the Board of Directors are not included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote;
 - c. According to the provisions of Point d of this Clause, when a problem arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting right, the decision of the chairperson is the final decision, unless the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract specified at Point a and Point b, Clause 7, Article 42 of the Charter is considered to have significant interests in such contract;
12. Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with interests in it is responsible to publicize this interest at the first meeting of the Board to discuss the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, this member of the Board of Directors must publicize related interests at the first meeting of the Board of Directors is held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.
13. The Board of Directors approves the decisions and issues resolutions on the basis of the majority of the members of the Board of Directors attending the meeting (more than 50%). In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors is the casting vote.
14. The Chairman of the Board of Directors is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes are authentic evidence of the work carried out in the meeting, unless there are objections on the contents of the minutes within ten (10) days from the date of sending. Meeting minutes of the Board of Directors shall be made in Vietnamese and may be added in a foreign language and must contain the following principal contents:
- a. Name, head office address, enterprise code number;

- b. Purpose, agenda and content of the meeting;
 - c. Time and place of meeting;
 - d. Full name of each member attending the meeting or authorized person to attend the meeting and how to attend the meeting; full names of members not attending the meeting and reasons;
 - e. Issues discussed and voted on at the meeting;
 - f. Summary of the statements of opinions of each member attending the meeting according to the order of the meeting;
 - g. Voting results, clearly stating the members agreeing, disagreeing and abstaining;
 - h. The issues passed and the respective percentage of votes passed;
 - i. Full name, signature of the chairman and the person recording the minutes.
15. Meeting minutes of the Board of Directors are considered valid in the following cases:
- a. Having the signatures of all members of the Board of Directors attending the meeting and the person recording the minutes of the meeting; or
 - b. The minutes are made in many copies and each minutes is signed by at least 01 member of the Board of Directors attending the meeting; or
 - c. The meeting minutes are signed by the Chairman of the meeting and the person recording the minutes.

In the case where the chairman and the person recording the minutes refuse to sign the meeting minutes, the minutes shall be valid provided that all other members of the Board of Directors present at the meeting agree to approve the minutes, and the minutes are signed and contain all the required information as specified above. The meeting minutes shall clearly state that the chairman and the person recording the minutes refused to sign the minutes. The person signing the meeting minutes is jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute-taker are personally liable for any damages incurred by the enterprise resulting from their refusal to sign the meeting minutes in accordance with this Law, the Company's Articles of Association, and relevant laws..

The chairperson, the person recording the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the meeting minutes of the Board of Directors.

16. Based on the Meeting Minutes, the Board of Directors shall issue a Resolution/Decision/Notice on the contents approved by the Board of Directors at the meeting. Resolutions/Decision/Notices are sent to relevant subjects for implementation. In case the Resolution/Decision is subject to information disclosure as prescribed, the Company is responsible for publishing information.

CHAPTER IV
ESTABLISHMENT AND OPERATIONS OF THE COMMITTEES OF
THE BOARD OF DIRECTORS

Article 23. Establishment and operation of committees under the Board of Directors

1. The Board of Directors may establish a subordinate committee to be in charge of development, personnel, salary and bonus, auditing policies and other areas in accordance with the requirements of the Board of Directors from time to time.
2. The number of members of the committee shall be decided by the Board of Directors. In case the Board of Directors decides to establish personnel committees, salary and bonus committees, the Board of Directors needs to appoint one (01) independent member of the Board of Directors as the head of these committees. Other members of the committee may include one or more members of the Board of Directors and one or more external members at the discretion of the Board of Directors. In the exercise of delegated powers, committees must comply with the regulations set forth by the Board of Directors. Except for the composition of the Audit Committee specified in Article 24 of this Regulations, these provisions may govern or permit the admission of non-members of the Board of Directors to the above-mentioned committees and grant such persons the right to vote as members of the committee but (a) must ensure that the number of external members is less than half of the total number of members of the committee and (b) the resolution of the committee is effective only when a majority of the members attending and voting for approval at the meeting of the committee are members of the Board of Directors.

CHAPTER V
ESTABLISHMENT AND OPERATION OF THE AUDIT COMMITTEE

Article 24. Organizational structure, composition of the Accounting committee

1. The Audit Committee has 02 or more members.
2. Personnel structure of the Audit Committee:
 - The chairman of the Audit Committee must be an independent member of the Board appointed by the Board.
 - Other members of the Audit Committee must be non-executive Board members.
3. The chairman of the Audit Committee must have a university diploma or higher in one of the majors in economics, finance, accounting, auditing, law and business administration.
4. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operation of the Company and not fall

into the following cases:

- a. Working in the accounting and finance department of the Company for the previous 03 consecutive years
 - b. Being a member or employee of an auditing organization approved to audit the company's financial statements for the previous 03 consecutive years.
5. Depending on the needs, at the request of the Chairman of the Audit Committee, the Board may mobilize personnel to help or hire consultants for the Audit Committee.

The Secretary of the Audit Committee is also the Secretary of the Company, or a person appointed by the Board of Directors.

Article 25. Functions and duties of the Audit Committee

1. The Audit Committee under the Board of Directors of South Logistics Joint Stock Company (hereinafter referred to as the "Audit Committee") has the function of supporting the Board to supervise issues related to:
 - a. Financial Statement;
 - b. Audit functions;
 - c. Independent audit services;
 - d. Risks;
 - e. Compliance issues.
2. Functions and tasks of the Audit Committee in each period are specified in the Annual Operation Plan of the Committee approved by the Board.

Article 26. Powers of the Audit committee

The Audit Committee is entitled to carry out or request the implementation of all matters within the scope of responsibility specified (in Article 5 of this Regulations). In particular, the Audit Committee is entitled to:

- a. Conduct inspections and report on issues requested by the Board and/or Shareholders and Shareholders' Groups in accordance with the provisions of law;
- b. Propose the selection of an independent auditing company, the fee for auditing and non-auditing services for the Board to decide or submit to the GMS according to its competence;
- c. On the basis of the request of the General Director, approve the recruitment, appointment and evaluation of the Chief Auditor;
- d. Approve the annual audit plan;
- e. Access unrestrictedly to information (documents, data, reports, personnel...) and related individuals within the scope of performing assigned responsibilities;
- f. Contact with senior leaders, functional directors (Including parent company Sotrans Holding and its member companies) to discuss or recommend issues related to the functions and tasks of the Committee;

- g. Request external consulting services to assist in performing assigned tasks.

Article 27. Working mechanism of the Audit Committee

1. Members of the Audit Committee may be assigned to one or several specific areas and be responsible for the assigned work. The Chairman of the Audit Committee assigns work to the members of the Committee based on the abilities, professional experience of each member and the operational plan of the Committee.
2. The Chairman of the Audit Committee is responsible for planning quarterly and annual activities; organize the implementation and supervise the implementation of the plan.
3. Members of the Board under the Audit Committee (if any) do not participate in the assessment or voting on issues related to the field of administration under the responsibility of that member.
4. The Audit Committee shall work by majority vote. In case an issue has an equal number of votes, the vote of the party with the opinion of the Chairman of the will be the decisive opinion.
5. Regulations on meetings:
 - a. In principle, only members of the Audit Committee may attend the meetings of the Committee. The Audit Committee may invite other personnel to participate in the meeting (such as members of the Executive Board, General Director, Chief Financial Officer, Chief Accountant, Chief Risk Officer, Chief Audit Officer or independent Audit leader, assistant member for the Audit Committee appointed by the Board...) if necessary.
 - b. Meetings are held at least 02 times in a year and should be in accordance with the Company's financial statement cycle.
 - c. The Chairman of the Audit Committee may convene a meeting with each member of the Committee individually to discuss specific topics.
 - d. Depending on the content and actual conditions, meetings and discussions can be conducted through face-to-face contact, video conference, call conference or via email, chat messenger.
 - e. The Company Secretary/Committee Secretary supports the meetings of the Committee:
 - ✓ Prepare the necessary conditions for holding the meeting;
 - ✓ Send meeting schedules and meeting materials to committee members within reasonable deadlines prior to each meeting.
 - ✓ Record meeting minutes.
 - ✓ Issue a meeting resolution (if any).

Article 28. Responsibilities of the Audit Committee

The Audit Committee is responsible for the following areas:

1. Financial Statement:

- a. Review the quarterly financial statements, semi-annual, the year before the Executive Board submits to the Board of Directors, the GMS or publish

information in accordance with the provisions of law; have opinions on the truthfulness, transparency and conformity of financial statements with Accounting Regimes, Accounting Standards and current provisions of law;

- b. Consider material matters of accounting and financial reporting; the impact of legal provisions on accounting and finance on the company's financial statements;
- c. Discuss and review the results of the audit of financial statements together with the Chief Financial Officer, Chief Accountant and Independent Auditor;
- d. Review the management letter of the Independent Auditor; consult with the Executive Board on the findings, material recommendations and related implementation plans.
- e. Monitor and evaluate the control system related to the preparation of accounting reports and financial statements.

2. Audit:

- a. Management and supervision of audit activities are prescribed as follows:
 - The General Director manages the audit activities administratively through:
 - Manage the day-to-day operations of the Audit;
 - Ensure the operating conditions of the Audit;
 - Support the highest level for the Audit to perform its duties;
 - Propose the structure of the apparatus, personnel and budget for the Audit
 - Propose recruitment, appointment, salary, bonus and remuneration to the Chief Auditor.
 - The Audit Committee manages and supervises audit activities functionally through:
 - Approve the structure of the apparatus, personnel and budget for the Audit on the basis of the proposal of the General Director;
 - Approve the recruitment, appointment, salary, bonus and remuneration regimes for the Chief Auditor on the basis of the proposal of the General Director;
 - Approve the audit plan in consultation with the General Director;
 - Coordinate with the General Director in approving the Audit Regulations;
 - Supervise audit methods;
 - Supervise and evaluate the quality and effectiveness of audit.
- b. Review audit reports, with emphasis on material findings, recommendations and related implementation plans;
- c. Depending on the situation, the Audit Committee considers requiring the Audit to undergo a periodic independent review by an accounting firm or professional auditors (not independent auditors of the Company) and reports submitted to the Audit Committee.
- d. Periodically or suddenly, the Board of Auditors and Chief Audit Officer shall discuss matters that the Committee or Auditor deems necessary.

3. Independent audit:

- a. Supervise the competence of the Independent Audit (including the knowledge base and experience of the audit leadership and team);
- b. Supervise the independence of the Independent Audit and any potential conflict of interest risks;
- c. Consider and approve the proposal of the Executive Board in selecting an independent audit service provider before reporting to the Board for submission to the General Meeting of Shareholders for approval;
- d. Annually review the effectiveness of the Independent Auditor to recommend to the Board of Directors the appointment, reappointment or termination of the appointment of the Independent Auditor;
- e. Decide on the level of audit and non-audit services (if any);
- f. Evaluate and ensure that there is no conflict of interest between audit services and non-audit services (if any) provided by independent audit units;
- g. Review the audit plan proposed by the independent auditor, including: audit scope, audit timeline, audit methods & tools, audit team; coordination with the audit (if any);
- h. Periodically or irregularly, the Audit Committee and Independent Audit conducts discussions on matters that the Committee or the Independent Audit deems necessary.

4. Risk control and management:

- a. Supervise and evaluate control systems, risk management systems (including: culture, framework, policies, processes, reports, supervision ...);
- b. Review the independent audit report, audit the evaluation of the control system, risk management (including issues related to financial statements and information technology), note the findings, recommendations of the audit and feedback from the Executive Board.
- c. Periodically or irregularly, the Audit Committee and the Chief Controller and/or Chief Risk Officer shall discuss matters that the Committee deems necessary.

5. Compliance:

- a. Monitor the effectiveness of activities, measures (or programs) to ensure compliance with the provisions of the law, code of conduct and professional ethics.
- b. Discuss with the CEO and/or members of the Executive Board about measures to prevent fraud, violations of the professional ethics, and violations of the law.
- c. Review the results and reports (periodically or irregularly) on the investigation of violations and fraud conducted by the Executive Board; follow-up remediation following the conclusion of the investigation.

6. Reporting and exchanging information responsibilities:

- a. Quarterly and annually, the Committee is responsible for reporting to the Board on the Committee's activities, key issues to be resolved and related proposals;
- b. Report on explanations of issues requested by the Board and/or Shareholders or Group Of Shareholders in accordance with the provisions of law;
- c. Annually make reports to the GMS on the activities of the Committee in accordance with the provisions of law;
- d. Maintain regular communication between members of the Committee; between the Committee and the Audit, Independent Auditor and Board;
- e. Maintain an open relationship with the General Director and members of the Executive Board.

CHAPTER VI SELECTION, APPOINTMENT AND DISMISSAL OF CORPORATE OPERATORS

Article 29. Executives Standards

1. General Director's Standards

The General Director of the Company must be a person with full civil act capacity and not be subject to the management of the enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises.

2. Standards of other executives

- a. Having good moral qualities, honesty;
- b. Having professional qualifications, high sense of responsibility at work;
- c. Having ability to perform assigned tasks, dynamic, creative and diligent in work;
- d. Having health and knowledge of management;
- e. Other standards and conditions in accordance with the provisions of laws and the internal regulations of the Company from time to time.

Article 30. Appointment, signing of labor contracts, dismissal of Enterprise Executives

1. Appointment, signing of labor contracts, dismissal of General Director

- a. The Board of Directors appoints one (01) member of the Board of Directors or another person as General Director; signing contracts which stipulate remuneration, salary and other benefits.
- b. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
- c. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors attending the meeting have the right to vote in favor and appoint a new General Director to replace him.

2. Assignment, signing labor contracts, dismissing other executives

- a. The Company may recruit other executives as necessary, in quantity and quality in accordance with the management structure and practices of the Company

from time to time. These executives must have the diligence necessary for the activities and organization of the Company to achieve the set objectives.

b. Other executives are dismissed in the following cases:

- Failure to complete assigned tasks;
- Violating the company's rules and regulations;
- Self-interest;
- There is a resignation letter;
- Other cases according to work requirements.

c. The authority to appoint and dismiss these executives shall comply with the provisions on the distribution of jurisdiction in the management and administration of the Company from time to time.

Article 31. Notice of resignation, dismissal of the Enterprise Executive

Decisions on the appointment and dismissal of enterprise executives must be sent to relevant individuals and departments at the Company and disclosed information in accordance with relevant laws

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CHAPTER VII COOPERATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

Article 32. Coordinate activities between the Board of Directors and the General Director in the matter of convening the meeting, announcing the results of the meeting/resolution, asking for opinions

1. The Board of Directors may invite General Director to attend all meetings of the Board of Directors. Guests may participate in discussions during the meeting but do not have the right to vote. The order of procedures for convening a meeting of the Board of Directors, notice of meeting invitation, recording minutes of the meeting shall comply with the provisions of Article 22 of this Regulations. Resolutions/Decisions of the Board of Directors are sent to the members of the Board of Directors and the General Director for information and implementation.
At the request of the General Director as prescribed in this Charter and Regulations, the Chairman of the Board of Directors must convene a meeting of the Board of Directors.
2. At the request of a member of the Board of Directors, the General Director must convene a meeting of the Board of General Directors/Executive Board. The order of procedures for convening a meeting of the Board of Directors/Executive Board, announcing meeting invitations, recording minutes of meetings shall comply with the provisions of the regulations on organization and operation of the Board of Directors. Decisions of the Board of Directors/Executive Board are sent to the members of the Board of Directors for reporting.
3. Depending on the needs and practices in executive management operations, the Board of Directors is entitled to promulgate regulations on decentralization of ruling

authority in executive administration to decentralize/authorize the Chairman of the Board and the General Director to exercise some powers of the Board of Directors. Therefore, for matters beyond the authority of the General Director, the General Director shall make a Report for approval from the Board of Management or granted decentralization/authorization by the Board of Directors.

4. On the basis of its commission and powers, the Board of Directors determines guidelines, policies, orientations and regulations... as a basis for the General Director to conduct business activities; At the same time, approve plans, business operation plans, reports and proposals submitted by the General Director under the competence of the Board of Directors to consider and decide.
5. The General Director is responsible for managing the works specified in the Charter, Resolutions, authorization/assignment/direction of the Board of Directors in accordance with the provisions of law. In case the General Director does not agree with the Resolution/Decision of the Board of Management, the General Director has the right to exchange and reserve opinions but must still comply/implement the direction of the Board of Directors.

Article 33. Cases in which the General Director proposes to convene a meeting of the Board of Directors

1. The General Director has the right to request the Board to convene a meeting when unexpected works or information arise that may greatly affect the operation of the Company or interests of the Company, including but not limited to: account of the Company at the bank is blocked or allowed to operate again after the blockade, except in the case of a blockade at the request of the Company itself; the Company has activities that are contrary to the provisions of law; the Company is suspended from business, revoke a Enterprise Registration Certificate or an Incorporation and Operation License or an Operation License; There is a decision to prosecute members of the Board, Deputy General Director, Chief Accountant/Chief Financial Officer or other equivalent titles of the Company; There are judgments and decisions of the Court related to the Company's activities; There is a conclusion of the tax authority that the Company materially violates the tax law; The company has large losses/disputes in assets; detecting that the Company deviates from the objectives and orientations of the General Meeting of Shareholders/ Board of Directors.

Article 34. Report and review of the General Director

1. On a six-monthly, annual and irregular basis at the request of the Board of Directors, the General Director reviews and evaluates the performance of assigned tasks and powers as well as the implementation of resolutions and other authorization issues of the Board of Directors to the General Director.
2. The General Director is responsible to the Board and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these subjects the results of the implementation of the instructions and contents of the resolutions of the Chairman of the Board and the Board of Directors or when required.
3. The General Director is responsible for reporting and providing information at the

request of the Board of Directors. The General Director is responsible for creating all favorable conditions for the Board of Directors to access information and reports within an appropriate time period.

4. Method of reporting and notifying the General Director to the Board of Directors:
 - Report directly at the meetings of the Board of Directors.
 - Report in writing. In case of a written report, the time limit for the report and the time limit for requesting a reply shall be stated in the document of the Board of Directors.

Article 35. Coordination of control, administration and supervision activities between the members of the Board and the General Director according to the specific tasks of the members

1. The members of the Board and the General Director will regularly exchange at work and provide information to each other in the spirit of cooperation, support and facilitation of the work of the members in accordance with the provisions of Company Charter, working regulations and general action plan.
2. In case of emergency, the members of the Board and the General Director can immediately inform (by meeting, phone or email registered with the Company) to the Chairman of the Board or the GD or both to be resolved effectively.
3. When detecting risks that may affect the reputation or business activities of the Company, the General Director must immediately notify the Chairman of the Board about this risk.

**CHAPTER VIII
ANNUAL ASSESSMENT FOR MEMBERS OF THE BOARD, GENERAL
DIRECTOR AND OTHER EXECUTIVES**

Article 36. Performance evaluation mechanism for members of the Board, General Director and other executives

1. Annually, the Board and the Executive Board submit the report on activities at the annual General Meeting of Shareholders for consideration and approval by the General Meeting of Shareholders.
2. Based on assigned tasks and assigned plans, every year, members of the Board, General Director and other executives must make a report on operation results in the year and submit it to competent authorities for consideration, assessment and approval.
3. The evaluation process must be objective, honest and based on necessary criteria and in accordance with the tasks of each member.

Article 37. Methods of evaluating activities of members of the Board, General Director and other executives

1. The evaluation will be carried out according to the following provisions:

Annually or irregularly, the Company will evaluate the performance of members of the Board, General Director and other executives by the following methods:

- Self-assessment.
 - Other methods selected by the Board / General Director from time to time.
2. The Board will hold a meeting to evaluate the activities of the members of the Board, the General Director and individuals/units under the Board.
 3. The General Director will evaluate the performance of other executives, in accordance with the Company's internal regulations from time to time.

Article 38. Reward

The members of the Board, the General Director and other executives with achievements in the management and administration of the Company and other assigned tasks will be considered and rewarded in accordance with the law and the Company.

1. For the Board: the reward budget shall comply with the Resolution of the General Meeting of Shareholders of the Company. The Board allocates bonus resources according to the evaluation results as prescribed in Article 37 of this Regulation.
2. For the General Director and other executives:

Forms of reward, specific standards on reward forms, reward order and procedures will be implemented in accordance with the Company's internal regulations from time to time. Bonus source: deducted from the Company's Bonus Fund or other lawful sources as prescribed by the General Meeting of Shareholders/Board of Directors or provisions of law.

Article 39. Handling of violations and discipline

1. The members of the Board, the General Director and other executives, in the course of performing their duties, violate the provisions of law, the Company Charter and other relevant regulations of the Company, depending on the nature, extent and consequences of the violation will be handled in accordance with the provisions of law and/or the Company.
2. The Board has the authority to decide on discipline for the positions appointed by the Board. The General Director has the authority to decide on discipline for the positions appointed by the General Director.
3. Principles of handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations will be implemented in accordance with the provisions of laws and regulations of the Company from time to time.

CHAPTER IX
SELECTION, APPOINTMENT, DISMISSAL
PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 40. Standard, appointment and dismissal of the Person In Charge Of Corporate Governance

1. Board of Directors must appoint at least 01 person to perform the duties of the Person In Charge Of Corporate Governance. The Person In Charge Of Corporate Governance may concurrently act as the Company Secretary.
2. The Person In Charge Of Corporate Governance must be knowledgeable about the law and must not concurrently work for an independent auditing company that is auditing the financial statements of the Company.
3. The Board of Directors may dismiss the Person In Charge Of Corporate Governance when the majority of the members of the Board of Directors attending the meeting have voting rights and appoint a new Person In Charge Of Corporate Governance to replace.

Article 41. Notice of appointment and dismissal of the Person In Charge Of Corporate Governance

The decision on the appointment and dismissal of the Person In Charge Of Corporate Governance must be sent to the relevant individuals and departments at the Company and disclosed in accordance with relevant laws.

CHAPTER X
IMPLEMENTATION ARTICLES

Article 42. Amendment and supplementation of Regulations

1. The Board is responsible for proposing amendments and supplements to this Regulations when deemed necessary to suit the Company's business activities and in accordance with the current provisions of law.
2. In the event that there are provisions of law related to the internal management activities of the Company not mentioned in this Regulations or in case there are new provisions of law different from articles of this Regulations or there are provisions in this Regulations that are contrary to relevant current provisions of law, those provisions of law shall automatically apply and govern the internal management activities of the Company.

Article 43. Effectiveness

1. This Regulations was issued by the 2018 Annual General Meeting of Shareholders at the General Meeting of Shareholders on April 23, 2018, and was amended for the first time according to the Resolution of the General Meeting of Shareholders No.

- 061/2019 /STG/NQ-DHDCD dated April 12, 2019, and amended for the second time according to the Resolution of the General Meeting of Shareholders No. 077/STG/NQ-DHDCD dated June 11, 2021, and amended for the third time according to the Resolution of the General Meeting of Shareholders No. 01/STG/NQ-DHDCD dated 21 June 2023.
2. This Regulation was issued in bilingual Vietnamese and English with equal validity.
 3. In case there is any conflict between the contents specified in this Charter and this Regulations, the provisions of the Charter shall prevail.
 4. On the basis of this Regulations, the General Meeting of Shareholders authorizes the Board of Directors to issue internal regulations of the company in accordance with the actual organization and operation of the company for implementation.
 5. The Board, General Director, relevant units and individuals are responsible for organizing, deploying and implementing this Regulations.

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



TRAN TUAN ANH