

SOCIALIST REPUBLIC OF VIETNAM
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INTERNAL REGULATIONS ON GOVERNANCE
JOINT STOCK COMPANY
LOGISTICS PORTSERCO

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF PORTSERCO LOGISTICS JOINT STOCK COMPANY

Base:

- *Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and related documents.*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and related documents.*
- *Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*
- *Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities.*
- *The Charter of organization and operation of PORTSERCO Logistics Joint Stock Company and the application of good practices on corporate governance in accordance with the production and business situation of the enterprise.*
- *Resolution of the General Meeting of Shareholders dated April 12, 2025.*
- *The Board of Directors promulgates the Internal Regulation on the governance of Portserco Logistics Joint Stock Company.*

CHAPTER I: GENERAL PROVISIONS

Article 1: Scope of adjustment and subjects of application

1. This Regulation on Governance stipulates the roles, rights and obligations of the General Meeting of Shareholders; Board of Directors; Director; Order and procedures for meeting the General Meeting of Shareholders; Nominating, candidacy, election, dismissal and dismissal of members of the Board of Directors, Directors and other activities in accordance with the Charter and other current provisions of law.

2. This Regulation on Management shall apply to members of the Board of Directors, Directors and related persons.

Article 2: Explanation of terms

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

a) "*Company*" means PORTSERCO Logistics Joint Stock Company

b) "*Charter*" means the Charter of the Company's organization and operation.

c) "*Charter capital*" means the total par value of issued shares that have been fully paid by shareholders and specified in the Charter.

d) "*Shareholder*" means a shareholder of the Company.

e) "*General Meeting of Shareholders*" means **the General Meeting** of Shareholders of the Company.

f) "*Board of Directors*" (**BOD**) means the Board of Directors of the Company.

g) "*Chairman of the Board of Directors*" means **the** Chairman of the Board of Directors of the Company.

h) "*Director*" means the Director of the Company.

i) "*Chief Accountant*" means the Audit Office of the Company.

j) "*Non-executive member of the Board of Directors*" means a member of the Board of Directors who is not a Director, Chief Accountant and other managers of the Company.

k) "*State Securities Commission*" (**SSC**).

l) "*Securities Depository Center*".

m) "*Law on Enterprises*" means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

n) "*Securities Law*" means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

2. In this Governance Regulation, the reference to any document shall include the amended, supplemented or replaced documents thereof.

3. The headings (Points, Clauses, Articles, Sections, Chapters of this Governance Regulation) are used for the convenience of reading and comprehending the contents and do not affect the interpretation of the meaning of this Governance Regulation.

4. Unless otherwise defined in this Regulation on Governance, the words or terms used in this Regulation shall have the same meanings as in the Articles of Association, the Law on Enterprises and the Law on Securities.

Article 3: Principles of governance

1/ Comply with the provisions of the Law on Securities, the Law on Enterprises, the Charter and other relevant provisions of law on corporate governance.

2/ Ensure a reasonable governance structure.

3/ Ensure the operational efficiency of the General Meeting of Shareholders, the Board of Directors and the Board of Directors.

4/ Clearly delineate responsibilities between the General Meeting of Shareholders, the Board of Directors and the Board of Directors in accordance with the provisions of law and the Charter.

5/ Ensuring the legitimate rights and interests of shareholders.

6/ Ensure the provision of adequate information and fair treatment among shareholders.

7/ Monitor and prevent conflicts of interest within the Company and in transactions with related persons.

8/ Publicity and transparency of all activities of the Company.

9. Other management principles as prescribed by law and the Charter.

Article 4: Organizational structure and administration

The organizational structure of management, administration and control of the Company includes:

1/ General Meeting of Shareholders

2/ The Board of Directors and the Audit Committee

3/ Board of Directors

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 5: Roles, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. The General Meeting of Shareholders shall have the rights and obligations specified in Article 13 of the company's Charter and the provisions of the Law on Enterprises.

Article 6.- The order and procedures for the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders include the following main contents:

1/ Competence to convene the General Meeting of Shareholders

The convening and organization of the Annual and Extraordinary General Meeting of Shareholders shall comply with the provisions of the company's Charter and current laws.

The convener may choose to organize the General Meeting of Shareholders in accordance with practice and ensure the effectiveness of the meeting in one of the following forms or a combination of the following forms:

- a) Organize face-to-face meetings and concentrate at one point
- b) Organizing online meetings through electronic means of communication and using the internet.
- c) Organizing meetings by telephone or other means of communication.

2/ Make a list of shareholders who have the right to attend the meeting

The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than **07 days** before the date of sending the notice of invitation to the General Meeting of Shareholders.

The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent address, nationality, and number of legal documents of the individual, for shareholders who are individuals; name, enterprise code or legal papers of the organization, address of the head office of the shareholder being the organization; the number of shares of each type.

Shareholders have the right to check, lookup, extract and copy the names and contact addresses of shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.

3/ Notice of finalization of the list of shareholders entitled to attend the General Meeting

of Shareholders

The company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders in accordance with the provisions of the Securities Law.

4/ Notice of convening the General Meeting of Shareholders

The Notice of the General Meeting of Shareholders is sent to all shareholders and published on the Company's website. The notice of the General Meeting of Shareholders must be sent at least 21 days before the opening date of the General Meeting of Shareholders, counting from the date on which the notice is duly sent or delivered, freight paid or put in the mailbox. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the General Meeting will be posted on the Company's website. The notice of invitation to the General Meeting of Shareholders sent to shareholders as prescribed in this Clause shall clearly state the place and method of downloading the meeting documents and the Company will send the meeting documents to the shareholders if requested by the shareholders.

5/ Programs and contents of the General Meeting of Shareholders

Prepare the content and program of the Congress, determine the time and place of the Congress. Notice of the organization of the General Meeting of Shareholders on the company's website and published on the media of the Stock Exchange.

Send the invitation to the meeting by the method of ensuring to the registered address of each shareholder entitled to attend the meeting at least 21 days before the opening date of the General Meeting of Shareholders.

6/ Authorization of representatives to attend the General Meeting of Shareholders

If shareholders are unable to attend the General Meeting, they may authorize their representatives to attend, the authorization of the representative must be made in writing according to the form of the Company enclosed with the invitation to the meeting.

7/ How to register to attend the General Meeting of Shareholders

On the day of the General Meeting of Shareholders, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the meeting are present to register.

Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the general meeting. The presiding judge is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the voting conducted before the late shareholders will not be affected.

8/ Conditions for conducting

The General Meeting is eligible to be held when there are shareholders attending the meeting representing more than 50% of the voting shares specified in the Company's Charter.

9/ How to vote in the General Meeting of Shareholders

When registering as a shareholder, the Company shall grant each shareholder or authorized representative the right to vote a voting ballot, on which the attending shareholder code, full name of the shareholder, full name of the authorized representative, number of voting votes of such shareholder, etc. issues that need to be voted on at the General Meeting and are stamped with the Company's seal.

The Congress will conduct a public vote on issues to be voted on according to the meeting agenda of the Congress. Shareholders/authorized representatives of shareholders vote on the above issues by holding up their voting papers under the control of the Chairman of the General Meeting and marking the voting papers according to the instructions of the Vote Counting Committee.

10/ How to count votes

The vote counting committee is elected by the General Meeting of Shareholders at the request of the Chairman of the meeting.

When voting at the congress, the Counting Committee counts the number of votes in favor of and does not have an opinion on each content, summarizes and reports the results to the Chairman of the Congress.

The vote counting results are announced by the Vote Counting Committee after completing the vote counting.

11/ Notification of vote counting results

After counting the votes, the Counting Committee will announce the results of the vote counting directly at the General Meeting of Shareholders. The notice of vote counting results must specify the number of votes in favor, disapproval and no opinion for each content.

12. Forms of approval of resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders approves decisions under its competence in the form of voting at the meeting or collecting written opinions.

13. Conditions for the adoption of resolutions

13.1. Decisions of the General Meeting of Shareholders on the following matters shall be adopted when more than 50% of the total votes of the voting shareholders present in person or through authorized representatives present at the meeting of the General Meeting of

Shareholders:

- a) Approve the annual financial statements;
- b) The Company's short- and long-term development plans;
- c) Dismiss, dismiss and replace members of the Board of Directors and report on the appointment of the Director by the Board of Directors.

13.2. The election of members of the Managing Board must comply with the provisions of Clause 3, Article 144 of the Law on Enterprises.

13.3. Decisions of the General Meeting of Shareholders related to the amendment and supplementation of the Charter, types of shares and the number of shares to be offered, the reorganization or dissolution of the enterprise, the purchase and sale of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the Financial Statement the latest audited period is approved when there are 65% or more of the total votes of shareholders with voting rights present in person or through an authorized representative present at the General Meeting of Shareholders.

13.4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are legal and valid even if the order and procedures for approving such resolutions are not carried out in accordance with regulations.

14/ Methods of protesting against resolutions of the General Meeting of Shareholders (according to the provisions of Article 132 of the Law on Enterprises)

14.1. During the General Meeting, shareholders may publicly express their disapproval and use their votes to vote against or not participate in voting. However, after the General Meeting of Shareholders has voted, it must comply with the results of the resolution of the General Meeting of Shareholders.

14.2. Within 90 (ninety) days from the date on which the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders are posted on the Company's website, the shareholders or groups of shareholders specified in Clause 3, Article 11 of the Charter may request the Court or Arbitrator to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- a/ The order and procedures for convening a meeting or collecting shareholders' opinions in writing fail to comply with the provisions of Law and the Charter.
- b/ Order and procedures for issuance of decisions and contents of decisions on violations of law or the company's charter.

In case the decision of the General Meeting of Shareholders is annulled by the decision of the Court or Arbitrator, the convener of the annulment of the General Meeting of Shareholders

may consider reorganizing the General Meeting of Shareholders within 60 (sixty) days according to the order and procedures specified in the LOE and this Charter.

15/ Preparation of minutes of the General Meeting of Shareholders

15.1. The meeting of the General Meeting of Shareholders must be made in minutes. Minutes of meetings and vote counting minutes must be made in Vietnamese, must contain all the contents specified in Clause 1, Article 146 of the LOE and may be kept in other electronic forms.

15.2. The minutes of the General Meeting of Shareholders, after being completed, must be read and approved before the closing of the meeting. The presiding judge and the meeting secretariat must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the affairs carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes issued in accordance with the prescribed procedures within 10 days from the date of making the minutes.

Memos, minutes, signatures of shareholders attending the meeting and documents of authorization to attend must be archived at the Company's head office.

16/ Announcement of the Resolution of the General Meeting of Shareholders

The Resolution must be disclosed in accordance with the provisions of the Company's Charter and the provisions of the securities law.

Article 7: The order and procedures for the General Meeting of Shareholders to approve the resolution in the form of written consultation include the following main contents:

1. Cases in which written opinions may and may not be consulted

The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time if it deems it necessary for the benefit of the Company.

2. Order and procedures for the General Meeting of Shareholders to approve the Resolution in the form of written consultation

The competence and method of collecting shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders shall comply with the provisions of the company's charter.

CHAPTER III: BOARD OF DIRECTORS

Article 8: Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors (including the right to provide information of members of the Board of Directors)

1. The Board of Directors is the company's management agency with the full right to decide on behalf of the company and exercise the rights and obligations of the company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The Board of Directors shall exercise its rights and obligations in accordance with the provisions of the Law on Enterprises, the Charter and the resolutions of the General Meeting of Shareholders.

3/. Members of the Board of Directors of the Company have the responsibilities of the Company's managers in accordance with the provisions of law and the Charter. Specifically, the following responsibilities:

a) Exercise the assigned rights and perform the obligations in accordance with the provisions of this Law, other relevant laws, the company's charter and the Resolution of the General Meeting of Shareholders.

b) Perform the assigned rights and obligations in an honest, prudent and best manner in order to ensure the maximum legitimate interests of the Company.

c) Be loyal to the interests of the Company and its shareholders; not abusing their position and position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;

d) Timely, fully and accurately notify the Company of the contents specified in Clause 2, Article 164 of the Law on Enterprises;

e) Other responsibilities as prescribed by the Law on Enterprises and the company's charter.

4. Members of the Board of Directors have the right to request their legal representatives, directors, deputy directors, other managers and executives in the company to provide information and documents on the financial situation and business activities of the Company and its actual units.

Article 9: Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors includes the following main contents

1/ Term of office and number of members of the Board of Directors

The number of members of the Board of Directors shall be determined at the General Meeting before the election takes place. The term of office of a member of the Board of Directors shall

not exceed five (05) years and may be re-elected for an unlimited number of terms.

2/ Structure, standards and conditions of members of the Board of Directors

2.1. Having full civil act capacity and not being subject to enterprise management as prescribed by law. Have business capacity, leadership and organizational capacity to manage enterprises, have a deep understanding of business principles, preferably have many years of working in the Company's business lines, have participated in business management;

2.2. Having good health, good moral qualities, honesty, integrity and knowledge of the law; have the capacity and enthusiasm to solve the company's long-term strategic problems.

2.3/ Members of the Board of Directors may not be shareholders of the Company.

2.4. A member of the Board of Directors of a company may not concurrently be a member of the Board of Directors of more than five (05) other public companies.

3/ Nomination and candidacy for members of the Board of Directors

3.1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial titles (including the title of the Board of Directors of other companies);

dd) Interests related to the Company and its related parties;

e) Other information (if any) as prescribed in the company's charter;

g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).

3.2. Shareholders or groups of shareholders who own 10% or more of the total ordinary shares or another smaller percentage as prescribed in the company's charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3.3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's charter. Internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3.4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

4/ How to elect members of the Board of Directors

4.1. The election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or authorized representatives multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their total votes for one or several candidates.

4.2. Based on the number of members prescribed for the Board of Directors, the General Meeting of Shareholders shall rely on the percentage of votes with the highest number of shares from top to bottom to select a sufficient number of members prescribed for the Board of Directors.

4.3. In case there are two or more candidates who achieve the same percentage of votes for the last member of the Board of Directors, they shall be re-elected among the candidates with such equal number of votes or selected according to the criteria of the election regulations.

5/ Cases of dismissal, dismissal and addition of members of the Board of Directors

A member of the Board of Directors is no longer a member of the Board of Directors in the following cases:

- a) Such member is not eligible to be a member of the Board of Directors as prescribed by the LOE or is prohibited by law from being a member of the Board of Directors.
- b) Such member shall send a written letter of resignation to the head office of the Company.
- c) The member suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that such person is no longer capable of acting.
- d) The member is absent from attending the meetings of the Board of Directors continuously within 06 (six) months, and during this time the Board of Directors does not allow such member to be absent and has ruled that this person's position is vacant.

dd) Such member shall be dismissed as a member of the Board of Directors under the decision of the General Meeting of Shareholders.

e) Providing false personal information when sending to the Company as a candidate for the Board of Directors.

f) Representing shareholders being legal entities when the legal entity loses its legal status or the legal entity is dissolved.

g) Being withdrawn from the right of representation by a shareholder being a legal entity.

6/ Notification of the election, dismissal and dismissal of members of the Board of Directors

The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the Company's Charter and the provisions of the securities law.

7/ How to introduce candidates for members of the Board of Directors

In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting.

Candidates for the Board of Directors must make a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors.

Information related to candidates for the Board of Directors shall be announced including the following minimum contents:

a) Full name, date of birth.

b) Educational level.

c) Professional qualifications.

d) Work history.

e) Companies in which the candidate is holding the position of member of the Board of Directors and other managerial positions.

i) An evaluation report on the candidate's contribution to the Company, in case such candidate is currently a member of the Board of Directors of the Company.

k) Benefits related to the Company (if any).

l) Full name of the shareholder or group of shareholders nominating such candidate (if any).

m) Other information (if any).

8/ Election, dismissal and dismissal of the Chairman of the Board of Directors

The Board of Directors must choose from among the members of the Board of Directors to elect 01 Chairman. In case of necessity, the Board of Directors may elect one or several additional Vice Chairmen. The Board of Directors has the right to dismiss the titles of Chairman and Vice Chairmen of the Board of Directors that they elect.

The Chairman of the Board of Directors is responsible for the provisions of the Law on Enterprises, the Charter and other powers on the basis of the authorization of the General Meeting of Shareholders and the Board of Directors of the company.

In case both the Chairman and the Vice Chairmen of the Board of Directors resign or are dismissed, the Board of Directors must elect a replacement within the prescribed time limit.

Article 10: Remuneration and other benefits of members of the Board of Directors

1/ The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. In case the company's charter does not provide otherwise, the salaries, remunerations, bonuses and other benefits of members of the Board of Directors shall be paid according to the following provisions:

a) Members of the Board of Directors are entitled to remuneration and bonuses. The Board of Directors estimates the remuneration for each member according to the principle of majority voting. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual Meeting;

b) Members of the Board of Directors shall be paid for meals, accommodation, travel and other reasonable expenses when performing their assigned tasks;

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in separate sections in the Company's annual financial statements and the report of the General Meeting of Shareholders at the annual meeting

Article 11.- The order and procedures for organizing a meeting of the Board of Directors include the following main contents:

1/ Minimum number of meetings by month/quarter/year

1.1. In case the Managing Board elects the Chairman, the first meeting of the Managing Board's term of office to elect the Chairman and make other decisions under its competence must be held within seven (07) working days after the end of the election of the Managing Board for that term. This meeting is convened by the member with the highest number of votes. In case there is more than one (01) member with the highest number of equal votes, these members shall elect one of them to convene a meeting of the Board of Directors on the principle of

majority.

1.2. The Chairman of the Managing Board must convene regular meetings of the Managing Board, make an agenda, time and place of the meeting at least five (3) days before the expected meeting date. The Chairman may convene a meeting whenever necessary, but must meet at least once a quarter.

2/ Cases in which an extraordinary meeting of the Board of Directors must be convened

The Chairman of the Board of Directors convenes extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects proposes in writing the purpose of the meeting and the issues to be discussed:

- a) Directors or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;

3/ Notice of the meeting of the Board of Directors (including time, place, meeting agenda, issues to be discussed and decided)

3.1. The notice of the meeting of the Board of Directors must be sent to the members of the Board of Directors and controllers at least 03 days before the meeting is held. The notice of the Council's meeting must be made in Vietnamese and must be fully informed of the agenda, time and place of the meeting, enclosed with necessary documents on the issues to be discussed and voted on at the Council's meeting. Members of the Board of Directors may authorize others to attend the meeting if approved by the majority of the members of the Board of Directors.

3.2. The notice of invitation to the meeting shall be sent by post, fax, e-mail or other means, but must ensure that it reaches the address of each member of the Board of Directors registered at the Company.

4/ Conditions for organizing the Board of Directors meeting

Minimum number of members in attendance. The first meetings of the Board of Directors shall only be conducted and approved when at least 3/4 (three-quarters) of the members of the Board of Directors are present in person or through an alternate representative.

In case the number of members attending the meeting is insufficient as prescribed, the meeting must be reconvened within 07 (seven) days from the date of the planned first meeting. The reconvened meeting shall be conducted if more than 1/2 (half) of the members of the Board of Directors attend the meeting.

5/ How to vote

5.1. Except for the case specified in Clause 2 of this Article, each member of the Board of

Directors or an authorized person who is directly present as an individual at the meeting of the Board of Directors shall have one vote;

5.2. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member has interests and such interests conflict or may conflict with the interests of the Company. A member of the Board of Directors will not be counted towards the minimum number of delegates required to be present to be able to hold a meeting of the Board of Directors on decisions that the member does not have the right to vote on;

5.3. When there are issues arising in a meeting of the Board of Directors related to the level of interests of members of the Board of Directors or related to the voting rights of such members of the Board of Directors, such arising issues shall be forwarded to the Chairman of the meeting and the judgment of the Chairman concerning all other members of the Board of Directors shall be final and shall be valid. unless the nature or scope of interests of the relevant members of the Board of Directors has not been fully announced.

6/ How to approve the resolution of the Board of Directors

6.1. Resolutions and decisions of the Managing Board shall be adopted if they are approved by the majority of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Managing Board.

6.2. The resolution in the form of written consultation shall be adopted on the basis of the approval of the majority of the members of the Board of Directors with the right to vote. This type of resolution is as effective and valid as the resolution passed by the members of the Board of Directors at a meeting convened and held as usual.

7/ Authorization of other persons to attend meetings of members of the Board of Directors

Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

8/ Preparation of Minutes of the Board of Directors Meeting

Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms.

The minutes are made in Vietnamese, recorded honestly and completely. The Chairman and the person recording the minutes sign and take responsibility for the truthfulness and accuracy of the minutes of the Board of Directors' meeting. The minutes of the meeting are kept at the company's head office.

The resolution of the Board of Directors must be announced in accordance with the provisions of the Charter, LOE, the Securities Law, the amended and supplemented Securities Law and

current legal documents.

9/ In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting

In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

10/ Notification of resolutions and decisions of the Board of Directors

The resolution of the Board of Directors must be announced in accordance with the provisions of the Charter, the Law on Enterprises, the law on securities, and relevant legal documents.

Article 12.- The Audit Committee under the Board of Directors (according to the model of a joint-stock company specified at Point b, Clause 1, Article 137 of the Law on Enterprises) shall include the following principal contents:

1/ Rights and obligations of the Audit Committee

1.1/ To supervise the truthfulness of the Company's financial statements and official disclosure related to the Company's financial results;

1.2/ Review the internal control system and risk management;

1.3. To review transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring the approval of the Board of Directors or the General Meeting of Shareholders;

1.4/ Supervising the Company's internal audit department;

1.5. To propose the independent auditing company, the remuneration level and relevant terms in the contract with the auditing company for approval by the Board of Directors before submitting it to the Annual General Meeting of Shareholders for approval;

1.6/ Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in case the company uses non-auditing services of the auditor;

1.7. Supervision to ensure that the company complies with the provisions of law, requirements of management agencies and other internal regulations of the company;

1.8. To have the right to access documents related to the Company's operation, communicate with other members of the Board of Directors, the Director, the Chief Accountant and other management departments to collect information for the operation of the Audit Committee;

1.9. To have the right to request representatives of approved auditing organizations to attend

and answer issues related to audited financial statements at meetings of the Audit Committee;

1.10. To use legal consultancy, accounting or other external consultancy services when necessary;

1.11. To formulate and submit to the Board of Directors policies on risk detection and management, to propose to the Board of Directors solutions to handle risks arising in the Company's activities;

1.12. To make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, Directors and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the Company's Charter;

1.13. To formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval;

1.14. Other rights and obligations under the company's charter.

2/ Candidacy and nomination of members of the Audit Committee

2.1. The Audit Committee under the Board of Directors.

2.2. The Audit Committee shall have two (02) or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive Board members.

2.3. The term of office of a member of the Audit Committee shall not exceed **05 years**.

2.4. The appointment of the Chairman of the Audit Committee and members of the Audit Committee must be approved by the Managing Board at the meeting of the Managing Board.

3/ Activities of the Audit Committee

3.1. The Audit Committee must meet at least 02 times a year. The minutes of the meeting are made in detail, clearly and must be fully archived. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.

3.2. The Audit Committee must report to the Managing Board on the operation situation and results of performance of assigned tasks periodically or irregularly at the request of the Managing Board.

3.3. The Audit Committee must immediately report to the Board of Directors when detecting serious violations or when it finds that there is a high risk of adversely affecting the company's operation.

3.4. The Audit Committee shall have to establish and maintain the implementation of the reporting information regime for the Board of Directors. The contents of the reports must be complete, ensure accuracy, reflect reality and meet the requirements for information provision of the Board of Directors.

3.5. Independent members of the Board of Directors of the Audit Committee shall report on their activities at the Annual General Meeting of Shareholders.

Article 13.- Subcommittees of the Board of Directors (if any)

1/ Internal Audit Board

1.1. The Managing Board shall establish an Internal Audit Committee under the Audit Committee to advise and support the Audit Committee in the performance of its assigned functions and tasks and take responsibility for the Audit Committee in the performance of its assigned functions, tasks and powers.

1.2. The Internal Audit Committee shall have at least 03 members, the structure shall be as follows:

- The Head/Deputy Director is an independent individual, does not concurrently perform the management and administration functions in the Company, is appointed by the Board of Directors, is identified as an internal person of the company, must carry out information disclosure procedures in accordance with the provisions of the Law on Securities and is an internal person of the company.
- Members of the Internal Audit Committee appointed by the Chairman of the Audit Committee do not carry out information disclosure procedures.

1.3. The salary, remuneration and operating expenses of the Internal Audit Board shall be approved and paid by the Chairman of the Board of Directors in accordance with the nature of work and functions and tasks of each member in accordance with the provisions of law and internal regulations of the Company.

Article 14.- Selection, appointment and dismissal of persons in charge of corporate administration shall include the following principal contents:

1/ Criteria of the person in charge of corporate governance

The Board of Directors shall appoint at least one (01) person to act as the person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years.

- a) Having an understanding of law;
- b) Not concurrently working for an independent auditing firm that is auditing the Company's financial statements;
- c) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

2/ Cases of dismissal of the person in charge of corporate governance

- a) No longer meeting the qualifications and conditions for being the person in charge of corporate administration
- b) Having a letter of resignation and being accepted
- c) Other cases as prescribed in the Charter (if any)

3/ Notice of appointment and dismissal of the person in charge of the company's administration

The company must make a report on information disclosure on the appointment, dismissal and dismissal of the person in charge of corporate governance in accordance with the provisions of the Charter, the Law on Enterprises, the law on securities, and relevant legal documents.

4/ Rights and obligations of the person in charge of corporate administration.

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Control Board and the General Meeting of Shareholders at the request of the Board of Directors or the Control Board;
- c) Advise on the procedures of meetings;
- d) Attend meetings;
- e) Advising on procedures for making resolutions of the Board of Directors in accordance with law;
- f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;
- g) Supervise and report to the Board of Directors on the company's information disclosure activities.
- h) Confidentiality of information in accordance with the provisions of law and the company's charter;
- i) Other rights and obligations as prescribed by law and the company's charter.

CHAPTER IV: DIRECTOR

Article 15: Roles, responsibilities, rights and obligations of directors

The director must run the company's daily business in accordance with the provisions of law, the company's charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case the administration is contrary to the provisions of this Clause and causes damage to the company, the Director must take responsibility before law and must pay compensation for damage to the company.

Rights and Obligations of Directors

- a) To decide on matters related to the Company's daily business which do not fall under the competence of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the company's business plan and investment plan;
- d) Propose the plan on organizational structure and internal management regulations of the Company;
- dd) Appoint, dismiss or dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;
- e) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the Director;
- g) Recruitment of laborers;
- h) Propose a plan to pay dividends or handle business losses;
- i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

Article 16.- Appointment, dismissal, signing and termination of contracts for Directors

1/ Term of office, criteria and conditions of directors

1.1. The Board of Directors shall appoint a member of the Board of Directors or another person as a Director and shall sign a contract stipulating the salary, remuneration, benefits and other terms related to the recruitment.

1.2. The term of office of the Director shall be 05 years and may be re-appointed. The appointment may expire based on the provisions of the labor contract.

1.3/ Criteria of Directors

- a) Having full civil act capacity and not being banned from managing the enterprise according to the regulations of the LOE.
- b) Being an individual with professional qualifications and experience in business management of the enterprise or in the main business lines of the Company.

c) Being honest, diligent and prestigious.

2. Candidacy, nomination, dismissal and dismissal of directors

The appointment of the Company's Director shall be carried out by voting or secret ballot of the Company's Board of Directors. Candidates for the Company's Directors may run or be nominated based on the criteria specified in the Company's Charter and current laws. The Director of the Company may be dismissed or dismissed when failing to meet the prescribed standards, having a letter of resignation or failing to complete his duties and violating the rights and obligations assigned by the General Meeting of Shareholders and the Board of Directors.

3. Appointing and signing labor contracts with the Director

Pursuant to the Resolution of the Board of Directors on the appointment of the title of Director of the Company, the Chairman of the Board of Directors on behalf of the Board of Directors shall issue a Decision on the appointment of the Director according to the term of office and sign the labor contract according to the law.

4/ Dismissal or termination of labor contracts with directors

If the Director of the Company fails to meet the criteria prescribed by the Company's Charter and current laws or fails to complete the tasks assigned by the General Meeting of Shareholders and the Board of Directors or has a letter of resignation, the Board of Directors shall consider dismissing the title of Director and terminating the signed labor contract.

5. Notification of appointment, dismissal, signing of contracts, termination of contracts for directors

Notices of appointment, dismissal and dismissal of directors must be published in accordance with the Charter, the Law on Enterprises, the law on securities, and relevant legal documents.

6/ Salary and other benefits of the Director

Directors are paid salaries and bonuses. The salary and bonus of the Director shall be decided by the Board of Directors.

CHAPTER V: OTHER ACTIVITIES

Article 17: Coordination of activities between the Board of Directors and the Director, including the following main contents:

1. Procedures and order of convening, notification of invitation to meetings, recording of minutes and notification of meeting results between the Board of Directors and the Director
- 2/ Notification of resolutions and decisions of the Board of Directors to the Director
- 3/ Cases in which the Director proposes to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors;
- 4/ Report of the Director to the Board of Directors on the performance of assigned tasks and powers;
- 5/ Review the implementation of resolutions and other matters of authorization of the Board of Directors to the Director
- 6/ Issues that the Director must report, provide information and how to notify the Board of Directors; Audit Committee
7. To coordinate control, administration and supervision activities among members of the Board of Directors, the Audit Committee and the Director according to the specific tasks of the above-mentioned members.

CHAPTER VI: ENFORCEMENT EFFECT

The internal regulations on the governance of PORTSERCO Logistics Joint Stock Company consist of 6 chapters and 17 articles, approved by the Board of Directors on April 12, 2025.

This Regulation takes effect from the date of signing.

TM. BOARD

PRESIDENT



VU QUANG VINH

C.P. G