

**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  
- Telephone: 028.62685858 Fax: 028.38266593  
- Email: [camry.tu@sotransgroup.vn](mailto:camry.tu@sotransgroup.vn)
2. Contents of disclosure:  
Decision No. 07/STG/QD-HDQT on the issuance of the Regulation on Operation of the Board of Directors 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 Regulation on Operation of the Board of Directors.

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



**DANG VU THANH**

**DECISION**

***Re: Issuance of the Regulation on Operation of the Board of Directors  
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 Regulation on Operation of the Board of Directors of South Logistics Joint Stock Company.

**Article 2:** This Decision shall take effect from 23 April 2026 and shall replace the Regulation on Operation of the Board of Directors 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**

**SOUTH LOGISTICS  
JOINT STOCK COMPANY**

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

\*\*\*

*Ho Chi Minh City, April 23, 2026*

## **OPERATION REGULATIONS OF THE BOARD OF DIRECTORS**

*(Issued together with Decision No. 08/STG/QD-HDQT dated 23/04/2026  
of the Board of Directors of South Logistics Joint Stock Company)*

### **Chapter I GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

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

#### **Article 2. Principles of operation of the Board of Directors**

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

### **Chapter II MEMBERS OF BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company.
2. Members of the Board of Directors have the following obligations as prescribed in the company's charter and the following obligations:
  - a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;

- b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;
  - c. Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;
  - d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which the members of the Board of Directors are founding members or managers of enterprises in the last 03 years before the time of transaction;
  - e. Disclosure of information when trading the Company's shares in accordance with the provisions of law.
3. Each independent member of the Board of Directors of the listed company must make an evaluation report on the operation of the Board of Directors.

**Article 4. Right to be provided with information of members of the Board of Directors**

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

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

1. The Board of Directors has from 05 to 07 members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
3. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work. In case any member of the Board of Directors ends their term of office, such member shall continue to be a member of the Board of Directors until a new member is elected to replace and take over the work at the latest meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing.

4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

#### **Article 6. Criteria and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following criteria and conditions:
  - a. Having full civil act capacity, not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;
  - c. A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;
  - d. Other standards and conditions as prescribed by law.
2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:
  - a. Not being a person who is working for the Company, the parent company or its subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 consecutive years;
  - b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
  - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - e. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;
  - f. Other standards and conditions as prescribed by law.
3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and naturally ceases to be an independent member of the Board of Directors from the date of failure to fully meet the criteria and

conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect, supplement or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors of the Company may not concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Formulate programs and plans for activities of the Board of Directors;
  - b. Preparing programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e. Chairman of the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, it must authorize in writing another member to perform the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification facility or compulsory education institution, runs away from his/her place of residence, is restricted or loses his/her civil act capacity, has difficulties in cognition, behavior control, is banned by the court from holding certain posts, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors

on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary shall have the following rights and obligations:
  - a. Assisting in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
  - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Assisting the Board of Directors in applying and implementing the principles of corporate governance;
  - d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
  - e. Other rights and obligations as prescribed in the company's charter.

#### **Article 8. Dismissal, removal, replacement and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
  - b. Have a letter of resignation and be approved;
  - c. Other cases specified in the company's charter.
2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
  - a. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
  - b. Other cases specified in the company's charter.
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or removal of members of the Board of Directors other than the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

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

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

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors. In case the company's charter does not provide otherwise, the nomination of persons to the Board of Directors shall be carried out as follows:
  - a. Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.
2. 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 organize the nomination in accordance with the company's charter, the internal regulations on corporate governance and the Regulation on operation 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. The voting for the election of members of the Board of Directors must be carried out by the method of voting according to the percentage of ownership or the method of accumulating votes. Before meeting the General Meeting of Shareholders or collecting shareholders' opinions in writing to elect members of the Board of Directors, the Board of Directors shall decide on the method of voting for the election of members of the Board of Directors in accordance with the provisions of this Charter.

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

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

#### **Article 10. Notification of election, dismissal and removal of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting, the candidate of the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform 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 of the Board of Directors to be announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other managerial titles (including the title of the Board of Directors of other companies);

- e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the company's charter;
  - g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).
2. The notification of the results of election, dismissal and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

### **Chapter III**

## **BOARD OF DIRECTORS**

### **Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decision on mobilization of additional capital in other forms;
  - d. Deciding on the selling price of shares and bonds of the Company and convertible securities;
  - e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. Proposing the issuance of convertible bonds and bonds with warrants; deciding on the plan to issue non-convertible bonds and bonds without warrants;
  - g. To decide on investment plans and investment projects within their competence and limits as prescribed by law;
  - h. Deciding on solutions for market development, marketing and technology;

- 
- i. Through contracts for purchase, sale, borrowing, lending, finance (excluding ordinary commercial credit) and other contracts and transactions valued at 5% or more of the total value of assets recorded in the Company's latest consolidated financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders under the provisions of Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - j. Elect, remove, or dismiss the Chairman of the Board of Directors; appoint, remove, enter into contracts with, or terminate contracts with the Director or General Director and other key managers as specified in the Company's Articles of Association; determine the salaries, compensation, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of another company, and determining the compensation and other benefits of such persons;
  - k. Supervising and directing the Director or General Director and other managers in running the daily business of the Company;
  - l. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
  - m. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
  - n. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - o. Proposing the level of dividends to be paid; deciding on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - p. Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
  - q. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, Regulation on information disclosure of the Company;
  - r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the company's Charter. Each member of the Board of Directors shall have one vote.
4. In case the resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the Company, the members who agree with the adoption of such resolution or decision must jointly take personal responsibility for such resolution or decision and must compensate the Company for damage; members who object to the adoption of the above-mentioned resolution or decision are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

#### **Article 12. Tasks and rights of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of making the first transaction with a value of less than 35% of the total value of assets stated in the latest consolidated financial statements or another ratio or value smaller as prescribed in the company's charter between the Company and one of the following entities:
  - Members of the Board of Directors, members of the Control Board, General Directors (Directors), other managers and related persons of these subjects;
  - Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the Company and their related persons;
  - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the company that signs the contract or transaction must notify the members of the Board of Directors and members of the Control Board of the subjects related to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the company's charter provides for another time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have the right to vote.

#### **Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

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

2. Convening an extraordinary General Meeting of Shareholders

Unless otherwise provided in the Company's Charter, the Board of Directors shall convene the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors or independent members thereof is fewer than the minimum number prescribed in the Company's Charter, or from the date of receipt of a request as specified in Points c and d, Clause 1 of this Article;

In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with regulations, the Chairman of the Board of Directors and members of the Board of Directors shall be liable for damages incurred by the Company.

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

- a. Make a list of shareholders entitled to attend the meeting;
- b. Providing information and settling complaints related to the list of shareholders;
- c. Preparation of meeting agendas and contents;
- d. Prepare documents for the meeting;
- e. Draft resolution of the General Meeting of Shareholders corresponding to the proposed agenda of the meeting; and the list and detailed information of candidates in the case of election of members of the Board of Directors;
- f. Determine the time and place of the meeting;
- g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Law on Enterprises;
- h. Other tasks for the meeting.

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may represent the Company to convene the General Meeting of Shareholders in accordance with the provisions of this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company.

**Article 14. Committees assisting the Board of Directors.**

1. The Board of Directors may establish a subordinate committee to be in charge of development policies, human resources, compensation, auditing, and risk management. The number of members of the committee decided by the Board of Directors is at least 02 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should be the majority of the committee and one of these members shall be appointed as the Head of the committee at the decision of the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. The resolution of the committee shall take effect only when the majority of members attend and vote to approve it at the meeting of the committee.
2. The implementation of decisions of the Board of Directors or of committees affiliated to the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

**Chapter IV**  
**MEETINGS OF THE BOARD OF DIRECTORS****Article 15. Meetings of the Board of Directors**

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

- a. At the request of an independent member of the Board of Directors;
  - b. At the request of the Director or General Director or at least 05 other managers;
  - c. At the request of at least 02 members of the Board of Directors;
  - d. Other cases are prescribed by the company's charter.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
  5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the requester may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
  6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send the notice of invitation to the meeting at least seven (07) working days before the date of the meeting. In case of extraordinary cases, the notice of the meeting of the Board of Directors must be sent to the members of the Board of Directors at least three (03) days in advance. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.
  7. The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.
  8. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Directors.
  9. A meeting of the Board of Directors shall be held when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if at least six (06) members of the Board of Directors attend the meeting. In case the second meeting does not meet the required number of members attending the meeting, the subsequent meeting will be postponed until the working day on the seventh (7)

working day from the date on which the second meeting is expected to be held, and the meeting will be held if at least four (04) members of the Board of Directors attend the meeting.

10. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote through online conferences, electronic voting or other electronic forms;
  - d. Send the ballot to the meeting via mail, fax, email.
  - e. Sending the ballot by other means.
11. In case of sending votes to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting papers shall only be opened in the presence of all participants of the meeting.
12. Members must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.
13. The Board of Directors approves decisions and issues resolutions on the basis that the majority of members of the Board of Directors attending the meeting or authorizing the meeting approve (over 50%); in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 17. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and kept in other electronic forms. Minutes must be made in Vietnamese and may be made in foreign languages, including the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the meeting;
  - c. Purpose, agenda and contents of the meeting;
  - d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; Full name of the members who did not attend the meeting and the reasons;
  - e. Issues are discussed and voted on at the meeting;

- f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
  - g. The voting results clearly state the members who approve, disagree and have no opinions;
  - h. The issue was passed and the vote rate passed accordingly;
  - i. Full name, signature of the chairman and the person making the record, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the person taking the minutes of the meeting refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors and agrees to approve the minutes of the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect. The minutes of the meeting clearly state the refusal of the chairperson or the person taking the minutes of the meeting. The person who signs the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of this Law, the company's charter and relevant laws
3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
4. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.
5. Minutes made in Vietnamese and in foreign languages shall have the same legal effect. In case there is a difference in the contents between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

## **Chapter V**

### **REPORT AND DISCLOSURE OF BENEFITS**

#### **Article 18. Submission of annual reports**

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

2. The report specified in Clause 1 of this Article and the audit report must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's Charter does not prescribe a longer time limit. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

#### **Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days necessary to complete the tasks of the Board of Directors members and the remuneration level per day. The Board of Directors estimates the remuneration level for each member on the principle of unanimity. The total level of remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
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, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works on committees of the Board of Directors or performs other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profits or in other forms as determined by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

---

**Article 20. Disclosure of related interests**

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

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

**Chapter VI**  
**RELATIONSHIP OF THE BOARD OF DIRECTORS**

**Article 21. Relationship between members of the Board of Directors**

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

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over relevant works, dossiers and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

**Article 22. Relationship with the executive board**

As a manager, the Board of Directors issues resolutions for the General Director and other enterprise managers to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

**Article 23. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee is a coordination relationship. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.
2. Upon receipt of inspection records or general reports of the Control Board or the Audit Committee, the Board of Directors shall study and direct relevant departments to formulate plans and implement corrections in a timely manner.

**Chapter VII**  
**IMPLEMENTATION PROVISIONS**

**Article 24. Enforcement effect**

The Regulation on Operation of the Board of Directors of South Logistics Joint Stock Company consists of 07 chapters, 24 articles and takes effect from April 23, 2026.

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



**TRAN TUAN ANH**