

**VINATRANS  
JOINT STOCK COMPANY**

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

No: 188 /TTr-VIN

*Ho Chi Minh City, April 01, 2025*

**PROPOSAL**  
**On the amendments and supplements to the Company Charter**

**To: General Meeting of Shareholders of VINATRANS**

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;  
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;  
- Pursuant to the Charter of organization and operation of VINATRANS approved by  
the General Meeting of Shareholders on March 31, 2022,*

Based on reviewing the Charter of organization and operation of VINATRANS, the Board of Directors of VINATRANS would like to submit to the Annual General Meeting of Shareholders for 2025 for consideration and approval of the amendments and supplements to the Charter of Organization and Operation of VINATRANS *(as attached)*.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

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

***Recipients:***

- Shareholders;
- BOS; BOM;
- Archived: Admin Dept, BOD.

*(Signed and stamped)*

**Mr. Nguyen Minh Huy**

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*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*



VINATRANS

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

## COMPARISON OF AMENDMENTS IN THE NEW DRAFT CHARTER AND THE CHARTER 2022

*(Attached to Proposal No. 188/TTr-VIN dated April 01, 2025)*

Provisions Of The Company's Current Charter	Contents of the Proposed Amendments	Reasons / References
<b>Article 2. Name and Type of the Company</b> 1. The registered head office of the Company is: - Head Office Address: 406 Nguyễn Tất Thành, Ward 18, District 4, Ho Chi Minh City - Tel: 84-28-39414919 - Fax: 84-28-39404770 - E-mail: <a href="mailto:vinatrans.mngt@vinatrans.com">vinatrans.mngt@vinatrans.com</a> - Website: <a href="http://www.vinatrans.com">www.vinatrans.com</a> - Logo:  (Logo and text are in blue color)	<b>Article 2. Name and Type of the Company</b> 2. The registered head office of the Company is: - Head Office Address: 406 Nguyễn Tất Thành, Ward 18, District 4, Ho Chi Minh City - Tel: 84-28-39414919 - Fax: - E-mail: - Website: <a href="http://www.vinatrans.com">www.vinatrans.com</a> - Logo:  (logo is in white and blue color, text is in blue color)	- Adjusted in accordance with 9 <sup>th</sup> Certificate of Business registration dated 6 <sup>th</sup> June 2024. - Amending the Logo in the Charter to match the registered trademark under the Trademark Registration Certificate no. 30445 and no. 22414.
<b>Article 4. Objectives of the Company's Operations</b> 1. The Company's Business Sectors:	<b>Article 4. Objectives of the Company's Operations</b> 1. The Company's Business Sectors:	Amending and supplementing business lines in accordance with

<p>b. Real estate business and land use rights under ownership, usage rights, or lease.</p> <ul style="list-style-type: none"> <li>- Details: Real estate business</li> </ul> <p>f. Organization of introduction and trade promotion activities</p> <ul style="list-style-type: none"> <li>-Organizing fairs, exhibitions, conferences, and seminars</li> </ul> <p>g.Construction of other civil engineering work</p> <ul style="list-style-type: none"> <li>- Investment in construction, management, business operations, and exploitation of real estate, infrastructure, industrial zones, office buildings, apartment complexes, commercial centers, and restaurants.</li> </ul> <p>h.Cargo handling</p> <p>n. Direct supporting services for road transportation and rail transportation</p>	<p>b. Real estate business and land use rights under ownership, usage rights, or lease.</p> <ul style="list-style-type: none"> <li>- Details: Real estate business <b>(excluding investment in cemetery and burial ground infrastructure for the transfer of land use rights associated with the infrastructure).</b></li> </ul> <p>f. Organization of introduction and trade promotion activities</p> <ul style="list-style-type: none"> <li>- <b>Details:</b> Organizing fairs, exhibitions, conferences, and seminars <b>(excluding activities involving explosives, flammable substances, chemicals, or similar materials as props or equipment for performing arts programs, films, or photography).</b></li> </ul> <p>g.Construction of other civil engineering works</p> <ul style="list-style-type: none"> <li>-<b>Details:</b> Investment in construction, management, business operations, and exploitation of real estate, infrastructure, industrial zones, office buildings, apartment complexes, commercial centers, and restaurants.</li> </ul> <p>h. Cargo handling <b>(excluding cargo handling at airports)</b></p> <p><b>n.Direct supporting services for road transportation (excluding gas liquefaction for transportation)</b></p> <p><b>o.Wholesale of metals and metal ores</b></p> <ul style="list-style-type: none"> <li>- <b>Details:</b> Wholesale of iron and steel</li> </ul> <p><b>p.Wholesale of other construction materials and installation equipment</b></p> <p><b>q.Agency, brokerage, and auctioning of goods</b></p> <ul style="list-style-type: none"> <li>- <b>Details:</b> Commission agency services</li> </ul>	<p>the Certificate of Confirmation Regarding changing the Content of business registration dated 30<sup>th</sup> December, 2024.</p>
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	<p>(excluding industries not yet open to foreign investors as stipulated by law)</p> <p><b>r.Direct supporting services for rail transportation (excluding gas liquefaction for transportation)</b></p>	
<p><b>Article 21. Conditions for the Approval of Resolutions of the General Meeting of Shareholders</b></p> <p>1. A resolution on the following issues shall be approved if shareholders representing at least 65% of the total voting shares of all the <b>attending shareholders</b> at the meeting vote in favor, except as provided in Clauses 3, 4, and <b>6 of Article 13 of the Law on Enterprises</b>:</p> <ul style="list-style-type: none"> <li>a. Type of shares and the total number of shares of each type;</li> <li>b. Change of business lines, industries, and sectors;</li> <li>c. Change of the Company's management structure;</li> <li>d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;</li> <li>e. Reorganization or dissolution of the Company;</li> </ul> <p>2.Resolutions shall be approved if shareholders representing more than 50% of the total voting shares of all shareholders <b>attending shareholders</b> at the meeting vote in favor, except as provided in <b>Clauses 1 of this Article, and Clauses 3, 4, and 6 of the Law on</b></p>	<p><b>Article 21. Conditions for the Approval of Resolutions of the General Meeting of Shareholders</b></p> <p>1.A resolution on the following issues shall be approved if shareholders representing at least 65% of the total voting shares of <b>all shareholders attending and voting</b> at the meeting vote in favor, except as provided in Clauses 3, 4, and <b>5 of this Article</b>:</p> <ul style="list-style-type: none"> <li>a.Type of shares and the total number of shares of each type;</li> <li>b.Change of business lines, industries, and sectors;</li> <li>c.Change of the Company's management structure;</li> <li>d.Investment projects or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;</li> <li>e.Reorganization or dissolution of the Company;</li> </ul> <p>2.Resolutions shall be approved if shareholders representing more than 50% of the total voting shares of all <b>shareholders attending and voting</b> at the meeting vote in favor, except as provided in Clauses 1, 3, 4, and <b>5 of this Article</b>;</p> <p><b>3.Voting for members of the Board of Directors and the Board of Supervisors shall be</b></p>	

**Enterprises;**

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or multiple candidates. The elected members of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with equal votes, or a selection shall be made based on the criteria specified in the election regulations or the Company's Charter.**

**4. In case a resolution is passed in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.**

**5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the**

	procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.	
<p><b>Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders</b></p> <p>The authority and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:</p> <p>1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except the case specified in Clause 2, Article 147 of the Law on Enterprises</p>	<p><b>Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders</b></p> <p>The authority and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:</p> <p>1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.</p>	
<p><b>Article 41. Responsibility for Honesty and Avoidance of Conflicts of Interest</b></p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not be deemed invalid under the following circumstances:</p> <p>a. For transactions valued at less than twenty percent (20%) of the Company's total assets recorded in the latest financial statements, key contract or transaction details and the relationships and interests of members</p>	<p><b>Article 41. Responsibility for Honesty and Avoidance of Conflicts of Interest</b></p> <p>1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in compliance with the Law on Enterprises and relevant legal regulation.</p> <p>2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.</p>	

<p>of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been reported to the Board of Directors and approved by a majority of non-interested Board members;</p> <p>b. For transactions valued at twenty percent (20%) or more, or transactions that result in an aggregate value of at least twenty percent (20%) of total assets within 12 months from the first transaction date, key transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from non-interested shareholders.</p>	<p>3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies controlled by the Company (holding 50% or more of charter capital) with such persons or their affiliated persons in compliance with the law. If these transactions require approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the respective resolutions in compliance with securities regulations on information disclosure.</p> <p>4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their affiliated persons, as stipulated by the Law on Enterprises and the Company's Charter.</p> <p>5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons must not use or disclose insider information to engage in related transactions.</p> <p>6. Contracts and transactions signed between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises must be approved by the General Meeting of Shareholders or the Board of Directors as follows:</p> <p>a. The General Meeting of Shareholders approves the following contracts and transactions:</p>	
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	<ul style="list-style-type: none"><li>- Contracts and transactions with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements.</li><li>- Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest financial statements, between the Company and shareholders holding at least 51% of the total voting shares or their affiliated persons.</li></ul> <p>b. The Board of Directors approves contracts and transactions with a value of less than 35% of the Company's total assets recorded in the latest financial statements. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Board of Supervisors about the related parties involved and provide a draft contract or key transaction details. The Board of Directors shall decide on the approval within 15 days from the date of notification, and any member of the Board of Directors with a related interest in the transaction is not entitled to vote.</p> <p>7. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not be deemed invalid under the following circumstances:</p> <ul style="list-style-type: none"><li>a. For transactions valued at less than thirty-five percent (35%) of the Company's total assets recorded in the latest financial statements, key contract or transaction details and the relationships and interests of members of the Board of Directors,</li></ul>	
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	<p>members of the Board of Supervisors, the General Director, and other managers have been reported to the Board of Directors and approved by a majority of non-interested Board members;</p> <p>b. For transactions valued at thirty-five percent (35%) or more, or transactions that result in an aggregate value of at least thirty-five percent (35%) of total assets within 12 months from the first transaction date, key transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from non-interested shareholders.</p> <p>8. Contracts and transactions that do not comply with Clause 6 of this Article may be declared invalid by a court and handled according to the law. The signatories of such contracts or transactions, shareholders, members of the Board of Directors, or the General Director involved must be jointly liable for any resulting damages and must return any profits gained from the execution of such contracts or transactions to the Company.</p> <p>9. The Company must publicly disclose related contracts and transactions in compliance with applicable laws.</p>	
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