

*Thu Duc City, April 24, 2025*



No: 41/2025/TTr- HDQT

### **Proposal**

#### **Regarding the amendment and supplement of the Charter of Organization and Operation of Logistics Vicem Joint Stock Company**

To: The General Meeting of Shareholders of Logistics Vicem Joint Stock Company

- Pursuant to Decree No. 167/2024/ND-CP dated December 26, 2024 of the Government amending and supplementing a number of articles of Decree No. 91/2015/ND-CP dated October 13, 2015 of the Government on state capital investment in enterprises and the management and use of capital and assets at enterprises as amended and supplemented in Decree No. 32/2018/ND-CP dated March 8, 2018 of the Government and Decree No. 140/2020/ND-CP dated November 30, 2020 of the Government;
- Pursuant to the Charter of Organization and Operation of Logistics Vicem Joint Stock Company.

The Board of Directors of Logistics Vicem Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the amended and supplemented Charter of Organization and Operation of Logistics Vicem Joint Stock Company (*the amended and supplemented contents are attached*).

Reasons for amendment: Updating the Charter according to legal regulations and instructions of VICEM.

The amended and supplemented Charter of Organization and Operation of Logistics Vicem Joint Stock Company (amendment, supplement) shall take effect immediately after being approved by the General Meeting of Shareholders.

Respectfully submitted./.

***Recipients: - As above;***

- The Company's Board of Directors;
- The Company's Board of Management;
- Member of the Board of Supervisors of the Company;
- Archived: Clerical
- Administrative Finance Department, Board of Directors.

**On behalf of the Board of Directors  
CHAIRMAN**

**Ha Quang Hien**

## AMENDMENTS TO THE CHARTER OF ORGANIZATION AND OPERATION OF LOGISTICS VICEM JOINT STOCK COMPANY

(Attached to Proposal No. 41/2025/TTr-HĐQT dated April 24, 2025)

No.	CURRENT CONTENT	PROPOSED AMENDED AND SUPPLEMENTED CONTENT	REASONS FOR AMENDMENT AND SUPPLEMENT
1	There are no specific regulations on dividend payment plan and profit distribution order.	<p><b>Article 46. Profit Distribution</b></p> <p>6. Dividend distribution plan, annual after-tax profit shall be distributed in the following order:</p> <ul style="list-style-type: none"> <li>- Distribute profits to associated capital contributors according to the provisions of the signed contract (If any);</li> <li>- Offset losses from previous years that have expired the time limit for deduction from pre-tax profits as prescribed;</li> <li>- Deduct a maximum of 30% to the enterprise development investment fund;</li> <li>- Deduct the reward fund, the welfare fund for employees in the enterprise, and the manager reward fund according to the Government's regulations on labor, wages, remuneration, and bonuses for companies with the State's controlling shares or capital contribution.</li> <li>- The remaining profit shall be distributed in cash or shares to shareholders and capital contributors. Dividend distribution by shares shall only be applied and implemented when the company carries out Group A projects that have been approved by competent authorities.</li> </ul>	As guided by Decree No. 167/2024/NĐ-CP dated December 26, 2024, of the Government amending and supplementing several articles of Decree No. 91/2015/NĐ-CP dated October 13, 2015, of the Government on state capital investment in enterprises and the management and use of capital and assets at enterprises, which was amended and supplemented by Decree No. 32/2018/NĐ-CP dated March 8, 2018, of the Government and Decree No. 140/2020/NĐ-CP dated November 30, 2020, of the Government;
2	<p><b>Article 34. Company Executive</b></p> <p>1.The Company's executives include the General Director, Deputy General Director, Chief Accountant;</p>	<p><b>Article 34. Company Executive</b></p> <p>1.The Company's executives include the General Director, Deputy General Director, and Chief Accountant;</p> <p>a) The term of appointment of the General Director of the Company shall not exceed 05 years and shall be consistent with the term of the Board of Directors. The term of appointment of the Deputy General Director and</p>	According to VICEM's instructions in document No. 524/VICEM-HĐTV dated April 3, 2025.

<b>No.</b>	<b>CURRENT CONTENT</b>	<b>PROPOSED AMENDED AND SUPPLEMENTED CONTENT</b>	<b>REASONS FOR AMENDMENT AND SUPPLEMENT</b>
	<p>a) The term of office of the General Director, Deputy General Director, and Chief Accountant shall not exceed 05 years, in accordance with the term of office of the Board of Directors and may be reappointed for an unlimited number of terms. The term of office of positions not under the authority of the Board of Directors shall be implemented in accordance with the Company's management regulations;</p> <p>b) For the positions of General Director, Deputy General Director, and Chief Accountant of the company that were appointed before the issuance of this amended Charter, the appointment decision is still valid. In case of re-appointment, the appointment term must be consistent with the term of the Board of Directors.</p>	<p>Chief Accountant of the Company shall be 05 years; these positions may be reappointed for an unlimited number of terms. The term of office of positions not under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.</p> <p>b) For the positions of Deputy General Director and Chief Accountant of the Company that were appointed or reappointed before the issuance of this amended Charter, the appointment or re-appointment decision is still valid and the Company's Board of Directors shall review and adjust the term of office according to the provisions of this Charter.</p>	