

No: 18 /2026/TTr-HĐQT

Hanoi, April 15, 2026

## PROPOSAL

Ref: Approval of Remuneration of  
the Board of Directors and Inspection Committee of 2025 and plan for 2026

Propose to: **THE GENERAL MEETING OF SHAREHOLDER  
TRANSPORT AND CHARTERING CORPORATION**

- Pursuant to the Charter of the Transport and Chartering Corporation (“Company”);
- Pursuant to BOD resolution No. 08/2026/NQ-HĐQT dated on 16/03/2026 regarding plan for annual General Meeting of Shareholders 2026.

The Board of Directors proposes the annual General Meeting of Shareholders 2026 to approve Remuneration of the Board of Directors (“BOD”) and Inspection Committee (“IC”) of 2025 and plan for 2026 as follow:

1. Approving the BOD and IC’s remuneration of 2025: 297,700,000 VND included VAT (including 12 month remuneration and 01 month remuneration for Lunar New Year), total remuneration shall be calculated into the business expense of the Company, detailed as follow:

- + Total remuneration of BOD 2025: 162,500,000 VND
- + Total remuneration of IC 2025: 135,200,000 VND

2. Plan of BOD and IC’s remuneration for 2026 as follow:

a. BOD (3 members):

- + Chairman of BOD 4,500,000 VND/month
- + Members of BOD 4,000,000 VND/member/month

b. IC (03 members):

- + Head of IC 4,000,000 VND/month
- + Member of IC 3,200,000 VND/member/month

Total of BOD and IC’s remuneration for 2026 expected: 297,700,000 VND, included personal income tax (including 12 month remuneration and 01 month remuneration for Lunar New Year).

Recipient:

- General Meeting of Shareholders;
- Disclosure of Information;
- BOD, BOM, IC;
- Filling.

ON BEHALF OF THE BOD  
CHAIRWOMAN OF THE BOD



Khúc Thị Quỳnh Lam

No: 19 /2026/TTr-HĐQT

Ha Noi, April 19 2026

**PROPOSAL**

*Ref: Approval of Dividend distribution for 2025*

**To: GENERAL MEETING OF SHAREHOLDERS  
TRANSPORT AND CHARTERING CORPORATION**

*Pursuant to:*

- *The Charter of Transport and Chartering Corporation (“Company”)*
- *The Resolution of Board of Directors No. 08/2026/NQ-HĐQT dated March 16<sup>th</sup> 2026 reference to approval of Plan of Annual General Meeting of Shareholders 2026;*
- *The audited separate Financial Statement 2025.*

Based on Company’s Business Results in Closing Balance on December 31<sup>st</sup> 2025, Board of Directors would like to submit the Dividend distribution for 2025 to General Meeting of Shareholders to approval, as follows:

Order	Content	Amount (VND)
<b>I</b>	<b>Total undistributed after-tax profit</b>	<b>17.089.922.301</b>
I.1	Undistributed after-tax profit accumulated up to the end of the previous period	1.303.305.161
I.2	Undistributed after-tax profit for 2025	15.786.617.140
<b>II</b>	<b>Fund Allocation (5%)</b>	<b>789.330.857</b>
1	Remuneration of Member of Board of Directors and Board of Supervisors	297.700.000
2	Reward and Welfare Funds	491.630.857
<b>III</b>	<b>Dividend Distribution Rate (6% of charter capital)</b>	<b>9.000.000.000</b>
<b>IV</b>	<b>Remaining profit as of December 31, 2025</b>	<b>7.300.591.444</b>

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

**Recipients:**

- *General Meeting of Shareholders;*
- *Disclosure of Information;*
- *Board of Directors, Board of Management, Inspection Committee;*
- *Filling.*

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN OF THE BOARD



Khúc Thị Quỳnh Lam



TRANSPORT AND CHARTERING  
CORPORATION

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

No: 20/2026/TTr-HĐQT

Hanoi, April 15, 2026

## PROPOSAL

Ref: *Selection of Auditor Company to audit the Financial Statements 2026*

Propose to: **THE GENERAL MEETING OF SHAREHOLDER**

**TRANSPORT AND CHARTERING CORPORATION**

- Pursuant to Law on Enterprise;
- Pursuant to the Charter of the Transport and Chartering Corporation (“Company”);
- Pursuant to BOD resolution No. 08/2026/NQ-HĐQT dated on 16/03/2026 regarding plan for annual General Meeting of Shareholders 2026.

To ensure objectivity and comprehensiveness in auditing the Company's business activities and to ensure transparency and the rights of the Company's shareholders. The Inspection Committee respectfully submits to the General Meeting of Shareholders for approval the selection of an auditor unit for the 2026 Financial Statements as follows:

Criteria for selecting an auditing unit: The auditing company is on the list of auditing units qualified to provide auditing services according to the list of the Ministry of Finance; ensuring criteria on quality, reputation and competitive prices.

The General Meeting of Shareholders approved the authorization for the Company's Board of Directors to decide on the selection of an auditing unit to audit the Company's 2026 Financial Statements after consulting with the Company's Inspection Committee and according to the criteria of the list of qualified auditing units as above.

Respectfully submit to the General Meeting of Shareholders for approval.

Recipient:

- General Meeting of Shareholders;
- Disclosure of Information;
- BOD, BOM, IC;
- Filling.

ON BEHALF OF  
**THE INSPECTION COMMITTEE**  
**Head of Inspection Committee**

**Nguyen Thanh Tuyen**

**PROPOSAL**

*(Re: Amendments and supplements to  
the Charter of organization and operation of the Company)*

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**To: GENERAL MEETING OF SHAREHOLDERS**  
**TRANSPORT AND CHARTERING CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022; Law No. 76/2025/QH15 dated 17/06/2025 and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; amended and supplemented by Law No. 56/2024/QH15 promulgated on November 29, 2024 and relevant guiding documents;
- Pursuant to the Charter of organization and operation of Transport and Chartering Corporation ("the Company")
- Pursuant to the Resolution of the Board of Directors No. 08/2026/NQ-HDQT dated 16/03/2026 and approving the plan for the Annual General Meeting of Shareholders in 2026;
- Considering the actual situation of the Company.

Pursuant to the provisions of the applicable law, in order to facilitate the organization and operation of the Company, the Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the following contents:

**1. To amend and supplement Clause 1 - Article 4 of the Charter of organization and operation of Company on the Company's business lines as follows:**

"Article 4. Business lines and objectives of the Company

1. Business lines of the Company: The business lines of the Company are updated, amended and supplemented according to the decision of the General Meeting of Shareholders and the provisions of law from time to time. The Company's business lines shall be recorded and applied according to the detailed list after being recorded by the Business Registration Authority or other competent authority in the National Enterprise Registration Database and published on the National Business Registration Portal from time to time."

**2. Amendment of the head office address in Clause 3 - Article 2 of the Charter of organization and operation of Company due to changes in administrative boundaries:**

"Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company

3. Registered office of the Company:

- Head office address: No. 74 Nguyen Du Street, Cua Nam Ward, Hanoi, Vietnam."

**3. The General Meeting of Shareholders assigns and authorizes the Chairwoman of the Board of Directors of the Company to:**

- Carry out procedures related to the change of business registration at the competent authority, including the adjustment of detailed contents within the scope of industry codes and business lines approved by the General Meeting of Shareholders in this report;
- Reviewing, finalizing and promulgating the Appendices to amend and supplement or the full text of the Company's Charter of organization and operation;

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

**Recipients:**

- General Meeting of Shareholders;
- Disclosure;
- BOD, Board of Management, Supervisory Board;
- Filling.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRWOMAN OF THE BOD**



*[Signature]*  
**Khúc Thị Quỳnh Lam**

**PROPOSAL**

(Re: Election of members of the Board of Directors,  
Supervisory Board for the term of 2026 - 2031)

**Submission: GENERAL MEETING OF SHAREHOLDERS  
TRANSPORT AND CHARTERING CORPORATION**

- Pursuant to the Law on Enterprises 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of organization and operation of Transport and Chartering Corporation ("the Company");
- Pursuant to the Resolution of the Board of Directors No. 08/2026/NQ-HDQT dated 16/03/2026 approving the plan to organize the Annual General Meeting of Shareholders in 2026;

The term of the Board of Directors ("BOD"), Supervisory Board ("Supervisory Board") of the Company for the term 2021 - 2026 has ended. In accordance with the provisions of the Law on Enterprises and the Company's Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders of the Company for approval of the following contents:

1. Approved the number of members of the BOD for the term 2026 – 2031 of the Company is: 03 members.
2. Approved the number of members of the Supervisory Board for the term 2026 – 2031 of the Company is: 03 members.
3. Based on the nomination documents, we would like to request the General Meeting of Shareholders to elect members of the BOD and members of the Supervisory Board for the term 2026 - 2031.

Respectfully submitted to the General Meeting of Shareholders for approval.

**Recipients:**

- General Meeting of Shareholders;
- CBTT (Website, IDS, CIMS);
- BOD, Supervisory Board, Board of Management ;
- Filing.

ON BEHALF OF THE BOARD OF  
DIRECTOR



Khúc Thị Quỳnh Lam



**TRANSPORT AND CHARTERING CORPORATION**  
**No. 74 Nguyen Du, Cua Nam Ward, Hanoi**  
Tel: (84.24) 3822 8915 - Fax: (84.24) 3822 8916  
Business code: 0100105937 - Website: www.vietfracht.com.vn

No. 23/2026/TB-HDQT  
Hanoi, April 15, 2026

## **NOTICE**

*(Regarding the nomination and candidacy of the Board of Directors  
and the Supervisory Board for the term 2026 – 2031)*

### **To: Shareholders of Transport and Chartering Corporation**

The Term of 2021 – 2026 of the Board of Directors ("**Board of Directors**") and the Supervisory Board ("**BKS**") of Transport and Chartering Corporation ("**Company**") has ended. In order to ensure the structure of the BOD and Supervisory Board in accordance with the provisions of law, the Company would like to inform shareholders who have the right to attend the meeting about the candidacy and nomination of persons who are eligible to become members of the BOD and Supervisory Board for the term 2021 - 2026 according to the following conditions, standards and procedures:

- I. Number of members of the Company's BOD for term of 2026-2031: 03 (three) members.**
- II. Number of members of the Company's Supervisory Board for the term 2026-2031: 03 (three) members.**
- III. Conditions for candidacy and nomination for election of members of the BOD and Supervisory Board of the Company for the term 2026-2031:**
  - 1. Conditions for becoming member of the Company's Supervisory Board for the term of 2026 – 2031:**
    - Being an individual with full civil act capacity and not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020;
    - Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the business activities of the enterprise;
    - Not be a family member of a member of the Board of Directors, the Director or the General Director and other managers;
    - Not be a manager of the Company; not necessarily a shareholder or employee of the Company;
    - Not working in the accounting and finance departments of the Company;
    - Not being a member or employee of an independent auditing firm auditing the Company's financial statements in the previous 03 consecutive years.
    - Having good health to meet job requirements, having good morals, honesty, integrity and understanding of the law;



- Other criteria and conditions as prescribed by other relevant laws and the Company's Charter.
2. ***Conditions for becoming member of the Company's BOD for the term of 2026 – 2031:***
- Being an individual with full civil act capacity and not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020.
  - Having professional qualifications and experience in business administration or in the company's business fields, lines and lines;
  - Only concurrently be a member of the Board of Directors or the Member's Council at a maximum of 05 other companies;
  - To be nominated and nominated in accordance with the provisions of the Law on Enterprises, relevant laws, the Charter and Internal regulations on corporate governance.
  - Ensuring other standards and conditions (if any) as prescribed by the Law on Securities.
3. ***Conditions for candidacy and nomination to participate in the election of members of the BOD and Supervisory Board for the term 2026 – 2031:***

Ordinary shareholders have the right to combine the number of votes to nominate candidates for the BOD, Supervisory Board:

- Shareholders or groups of shareholders holding between 10% and less than 20% of voting shares may nominate 01 (one) candidate;
- Shareholders or groups of shareholders holding from 20% to less than 30% of voting shares may nominate a maximum of 02 (two) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 40% of voting shares may nominate a maximum of 03 (three) candidates;
- Shareholders or groups of shareholders holding between 40% and less than 50% of voting shares may nominate a maximum of 04 (four) candidates;
- Shareholders or groups of shareholders holding between 50% and less than 60% of voting shares may nominate a maximum of 05 (five) candidates;
- Shareholders or groups of shareholders holding from 60% to less than 70% of voting shares may nominate a maximum of 06 (six) candidates;
- Shareholders or groups of shareholders holding between 70% and less than 80% of voting shares may nominate a maximum of 07 (seven) candidates;
- Shareholders or groups of shareholders holding from 80% to less than 90% of voting shares may nominate a maximum of 08 (eight) candidates;

In case the number of candidates nominated or nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate or run for election under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and/or the Supervisory Board and/or other shareholders. The procedures of the Board of Directors and the Supervisory Board to introduce candidates to the BOD and Supervisory Board shall be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nomination as prescribed.

**IV. Guidance on procedures and dossiers of nomination and candidacy to participate in the election of members of the BOD and Supervisory Board for the term 2026 – 2031:**

Dossiers of nomination and candidacy for election of members of the BOD, Supervisory Board for the remaining term of 2021-2026 of shareholders or groups of shareholders of the Company who satisfy the above conditions include:

- Application for candidacy or nomination to join the Board of Directors/Supervisory Board (according to the form).
- Curriculum vitae (according to the sample).
- Notarized copies of diplomas proving the professional qualifications of the hard workers (if any).

The above-mentioned dossier shall be made in 01 (one) original and sent to the Company's Headquarters at least 03 (three) days before the opening date of the General Meeting at the following address:

*Transport and Chartering Joint Stock Company*  
*Address: 74 Nguyen Du, Cua Nam Ward, Hanoi.*  
*Phone: (84.24) 3822 8915*

Best regards.

**Recipients:**

- As sincere;
- Save: VT, BOD.

**ON BEHALF OF THE BOARD OF  
DIRECTOR**

**CHAIRWOMAN OF THE BOD**



A red circular stamp with the text "S.Đ.Κ.Κ. 010010593", "CÔNG TY CỔ PHẦN VẬN TẢI VÀ THUÊ TÀU VIETFRACHT", and "Q. HAI BÀ TRƯNG - TP. HÀ NỘI". A handwritten signature is written over the stamp.

**KHUC THI QUYNH LAM**



A red circular stamp with the text "0100105937-C.T.C.P", "CÔNG TY CỔ PHẦN VẬN TẢI VÀ THUÊ TÀU VIETFRACHT", and "TRUNG - TP. HÀ NỘI".



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*Hanoi, April 15, 2026*

**DRAFT**

**ELECTION RULES**

**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD FOR THE TERM 2026-2031**

**TRANSPORT AND CHARTERING CORPORATION**

**1. Objectives**

- Ensure compliance with laws and practices in Vietnam.
- Ensuring the principle of openness, democracy and the legitimate interests of all shareholders, all shareholders have the right to vote.
- Ensure the concentration and organizational stability of the General Meeting of Shareholders.
- Ensure the principle of secret ballot in accordance with the law and ensure the selection of suitable persons, qualified and capable of becoming members of the Board of Directors ("BOD") and Supervisory Board ("Supervisory Board") of Transport and Chartering Corporation (the "Company") for the term 2026 - 2031.

**2. Principles for electing members of the BOD, Supervisory Board for the term 2026 – 2031:**

- The election of members of the BOD and Supervisory Board for the term 2026 - 2031 shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises 2020 or another form decided by the General Meeting of Shareholders.
- Each shareholder attending the General Meeting is issued a Vote with a vote value corresponding to the total number of shares owned or/and authorized to represent x (multiply) the number of members of the BOD/Supervisory Board elected according to the decision of the General Meeting of Shareholders.
- On the ballot paper, the names of the candidates of the BOD/Supervisory Board are clearly inscribed. Shareholders are entitled to cast all their votes for one or several candidates of the BOD/Supervisory Board or only vote according to a certain number of votes decided by shareholders themselves, but not exceeding the number of members of the BOD/Supervisory Board elected under the decision of the General Meeting of Shareholders. The total number of votes cast for a shareholder's candidates does not exceed the Vote Value.
- The completed ballot must be placed in the ballot box. In case of incorrect recording or changing opinions before voting, shareholders can contact the Vote Counting Committee/Organizing Committee to return the damaged votes and exchange for other votes. Do not cross out or erase in the ballot.

- Valid votes are votes that meet the above conditions, stamped with the Company's seal; the total number of votes for the candidates of the BOD/Supervisory Board is less than or equal to the value of the votes.
- Invalid votes:
  - + The ballot is not a vote issued by the Vote Counting Committee/Organizing Committee or does not have the Company's seal.
  - + Brick ballots, delete the names of candidates or erase or correct the contents of the ballot papers.
  - + The number of elected people is more than the number of members of the BOD/Supervisory Board elected as prescribed.
  - + The vote with the name of the person in addition to the list of candidates approved by the General Meeting of Shareholders.
  - + Votes with the total number of votes for the candidates of the BOD/Supervisory Board are greater than the value of the votes.
  - + The votes are not intact.
  - + No vote for any candidate in the list of nominations or candidates for members of the BOD/Supervisory Board.

**3. Principles for determining the elected members of the BOD, Supervisory Board for the term 2026 - 2031**

The winners of the election of members of the BOD/Supervisory Board for the term 2026 - 2031 are 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 is sufficient decided by the General Meeting of Shareholders. In case there are two or more candidates who receive the same number of votes for the last member of the BOD/Supervisory Board, a re-election will be conducted among the candidates with the same number of votes.


**4. Announcement of election results**

Based on the Vote counting record, the results of the election of members of the BOD/Supervisory Board for the term 2026 - 2031 were announced by the Vote Counting Committee at the Meeting.

This result will be recorded in the Resolution of the General Meeting of Shareholders.

**5. Enforcement effect**

This election rule is publicly announced before the General Meeting of Shareholders and approved and applied at the 2026 Annual General Meeting of Shareholders of Transport and Chartering Corporation.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRING OF THE MEETING** 



**SOCIALIST REPUBLIC OF VIETNAM**  
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**NOMINATION APPLICATION**

**CANDIDATES PARTICIPATING IN THE ELECTION OF MEMBERS OF THE  
BOARD OF DIRECTORS AND THE SUPERVISORY BOARD  
TRANSPORT AND CHARTERING CORPORATION FOR THE TERM OF 2026 - 2031**

**To: GENERAL MEETING OF SHAREHOLDERS  
TRANSPORT AND CHARTERING CORPORATION**

I/we, the shareholders of Transport and Chartering Corporation are named below:

Shareholder Code	Shareholder Name	Number of shares owned at the Company
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

According to Notice No. ..../2026/TB-HDQT dated ..... on the nomination and candidacy for election of members of the Board of Directors ("BOD"), Supervisory Board ("Supervisory Board") of the Company for the term 2026 – 2031, by this application, I/we would like to nominate the following persons to participate in the election of members of the BOD and Supervisory Board of the Company at the Annual General Meeting of Shareholders in 2026:

**NOMINATION LIST  
MEMBER OF THE BOD, SUPERVISORY BOARD  
TRANSPORT AND CHARTERING CORPORATION**

No.	Full name	ID card/ Passport number	Date of Issue	Place of Issue	Nomination Position
1.	.....	.....	.....	.....	.....
2.	.....	.....	.....	.....	.....

I/we commit that the nominee mentioned above does not violate the provisions of the law and the Company, and is eligible to participate in the BOD, Supervisory Board in accordance with the provisions of the law and the Company.

Enclosed documents:

- Candidate's resume.

Thank you very much./.

....., date ..... 2026

Shareholder Signature

(signed and sealed by the legal representative)<sup>1</sup>

<sup>1</sup> Includes all shareholders participating in the nomination

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CANDIDACY FORM

PARTICIPATION IN THE ELECTION OF MEMBERS OF THE BOARD OF  
DIRECTORS AND THE SUPERVISORY BOARD  
TRANSPORT AND CHARTERING CORPORATION FOR THE TERM OF 2026 - 2031

To: GENERAL MEETING OF SHAREHOLDERS  
TRANSPORT AND CHARTERING CORPORATION

My name is : .....  
ID card/Passport: .....  
Issued Date: ..... Place of Issue: .....  
Address: .....  
Qualifications: Major: .....  
Currently owned: ..... shares (In words: ..... )  
Corresponding to the total nomination is: ..... VND.

I would like to run for election to participate in the election of members of the Board of Directors ("BOD") / Supervisory Board (**Supervisory Board**) for the term 2026-2031 of Transport and Chartering Corporation at the Annual General Meeting of Shareholders in 2026.

I would like to commit to the truthfulness and accuracy of the personal information provided in the Candidacy Form and commit to perform tasks honestly, prudently and in the best interests of the Transport and Chartering Corporation if elected as a member of the BOD / Supervisory Board.

Enclosed documents:

- Candidate's resume and certificate.

Thank you very much./.

Day ..... m2026

**Shareholder signature**



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**RESUME**

**OF CANDIDATES PARTICIPATING IN THE ELECTION OF THE BOARD OF  
DIRECTORS/SUPERVISORY BOARD**

**TRANSPORT AND CHARTERING CORPORATION (VFR/Company)**

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1. Full name:
2. Gender:
3. Date of Birth:
4. Place of Birth:
5. Nationality:
6. ID card/passport number: ..... date of issuance ..... place of issuance .....
7. Ethnicity:
8. Hometown:
9. Permanent Address:
10. Contact number at the office:
11. Educational level:
12. Qualifications:
13. Work experience:  
+ From .... to .....
- + From .... to .....
14. Current positions at VFR:
15. Current working positions at other organizations:
16. Number of shares held:
17. Related persons holding shares of VFR:
18. Acts of violating the law:
19. Debts to the Company:
20. Conflict of interest with the Company:

I would like to assure you that the above testimonies are completely true, if they are wrong, I will take responsibility before the law.

**Certification by the competent  
authority**

(local government or agency where the  
individual works)

....., date ..... Month ..... 2026  
**Candidates**