



*Hai Phong, 27<sup>th</sup> March, 2025*

**REGULATION  
ON ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
(IN ONLINE FORMAT)  
OF PORT OF HAI PHONG JOINT STOCK COMPANY**

**Legal Basis**

- Law on Enterprises No.59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;

- Law on Securities No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;

- Law No.03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 amending and supplementing several articles of Law on Public Investment, Law on Investment in the form of Public-Private Partnership, Law on Investment, Law on Housing, Law on Bidding, the Law on Electricity, Law on Enterprises, Law on Special Consumption Tax, and Law on Enforcement of Civil Judgments;

- Law No. 56/2024/QH15 passed by National Assembly of the Socialist Republic of Vietnam on November 29, 2024 amending of Law on securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Ues of Public Property, Law on Tax Administration, Law on Oersonal Income Tax, Law on National Reserves, and Law on Penalties for Administrative Violations;

- Decree No.155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;

- Circular No.116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No.155/2020/ND-CP;

- The Charter of the Organization and Operation of Port of Hai Phong Joint Stock Company.

The 2025 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock Company shall be convened and conducted in accordance with the Regulations on Organizing the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the “Regulations”) as follows:

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

1. These Regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock Company (hereinafter referred to as the

“Meeting”) on April 29, 2025, in an online format and stipulate the voting by electronic ballots of shareholders at the online Meeting.

2. These Regulations specifically define the rights and obligations of shareholders/authorized representatives of shareholders, participants in the Meeting, conditions and procedures for convening the Meeting, and voting procedures for adopting resolutions on the issues of the Meeting.

## **Article 2. Interpretation of Terms**

1. **“Online General Meeting of Shareholders”** refers to a General Meeting of Shareholders held in the form of an online meeting for shareholders to exercise their voting/election rights.

2. **“Electronic voting”** refers to the process where shareholders/authorized representatives connect to the Internet and conduct voting/elections via the Electronic voting system.

3. **“Electronic voting system”** refers to the EzGSM system provided by Port of Hai Phong for shareholders/proxies to attend and exercise their rights during the online General Meeting of Shareholders.

4. **“Identification factor”** refers to the necessary information required to accurately identify an entity in a given context.

5. **“Authentication”** refers to the process of verifying and confirming that the provided information of an entity is correct and valid.

6. **“Delegate”** refers to shareholders and authorized representatives attending the 2025 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock Company.

7. **“Force majeure event”** refers to unforeseen and unavoidable occurrences beyond the control of the Meeting convener, despite necessary and reasonable measures being taken.

8. **“2025 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock Company”** is referred to as the “Meeting”.

9. **“Port of Hai Phong Joint Stock Company”** is referred to as “Port of Hai Phong”.

## **Article 3. Shareholders Entitled to Attend the Meeting**

Shareholders or authorized representatives of shareholders whose names are on the list of shareholders on the record date are entitled to attend the Meeting.

## **Article 4. Regulations on Authorization to Attend the Meeting**

Shareholders may authorize another person in writing to attend the Meeting. The authorization must comply with the regulations on authorization to attend meetings of the Law on Enterprises 2020, the Charter of organization and operation of Port of Hai Phong Joint Stock Company (hereinafter referred to as the Charter of Port of Hai Phong), other relevant legal regulations, and must be in the form of a written authorization document.

## **Chapter II**

### **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS/AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS AND PARTICIPANTS IN THE MEETING**

#### **Article 5. Rights and Obligations of Shareholders/Authorized Representatives of Shareholders**

1. Rights of shareholders/authorized representatives of shareholders attending the meeting:

- a. To attend the online meeting and vote on all matters under the authority of the Meeting in accordance with applicable laws, the Charter of Port of Hai Phong, this Regulation, and the instructions of the Meeting Organizing Committee; to exercise voting rights (if elections take place).
- b. To be publicly informed by the Meeting Organizing Committee about the Meeting agenda, to voice opinions, participate in discussions, and vote/elect at the Meeting as stipulated in these Regulations.

2. Obligations of shareholders/proxies attending the Meeting:

- a. Shareholders/proxies shall attend the 2025 Annual General Meeting of Shareholders in the form of an online General Meeting of Shareholders and conduct electronic voting. The online meeting registration and electronic voting shall comply with Clause 2, Article 10, and Articles 11 and 16 of this Regulation.
- b. Shareholders/proxies and other participants must maintain confidentiality, properly use and preserve documents; not copy, record, or provide information to external parties without the Chairman's permission;
- c. Shareholders/proxies and other participants must comply with the legal provisions, the Charter of Port of Hai Phong, this Regulation, and the instructions of the Chairman throughout the Meeting and respect the results of the Meeting. Shareholders/proxies shall not cause disturbances or disrupt order during the Meeting.

#### **Article 6. Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee shall be decided by the Management Board before the opening day of the Meeting.

2. Responsibilities of the Shareholder Eligibility Verification Committee:

- a. Verify the validity and legality of shareholder's authorization documents;
- b. Verify the eligibility of shareholders/proxies attending the meeting;
- c. Report the verification results on shareholder eligibility to the Meeting;
- d. Perform other tasks as prescribed by Port of Hai Phong and as requested by the Chairman.

## **Article 7. Vote Counting Board**

1. The Vote Counting Board shall be nominated by the Chairman and approved by the General Meeting of Shareholders through voting.

2. Responsibilities of the Vote Counting Board:

- a. Announce the principles, procedures, and guidelines for voting/elections;
- b. Count and record voting/election ballots, prepare vote counting minutes, announce results, and submit the minutes to the Chairman for approval of voting results;
- c. Notify the Secretariat of the vote counting results;
- d. Review and report to the General Meeting any violations of voting/election regulations or complaints regarding vote counting results;
- e. Perform other duties as prescribed by Port of Hai Phong and as required by the Chairman.

## **Article 8. Chairman and Presidium**

1. Chairman of the General Meeting of Shareholders:

a. The Chairman of the Management Board shall serve as the Chairman of the General Meeting.

b. Rights and responsibilities of the Chairman:

- Take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the majority's interests;

- Require all attendees to comply with security checks or other lawful and reasonable security measures;

- Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairman's conduct, deliberately disrupt order, obstruct the normal course of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders;

- Postpone the General Meeting of Shareholders that has reached the quorum of registered attendees for a maximum of three (3) working days from the originally scheduled date when there are legitimate reasons as stipulated in the Internal Corporate Governance Regulations, the Charter of Hai Phong Port, and current laws;

- Exercise other rights and obligations as prescribed by law.

2. Presidium:

a. The Presidium shall consist of three (03) to five (05) members, including one (01) Chairman and other members. Members of the Presidium shall follow the Chairman's directives in discussing matters related to the conduct of the General Meeting of Shareholders. However, in all cases, the Chairman's decision is shall be final and the highest ruling.

b. Rights and responsibilities of the Presidium:

- Assist the Chairman in conducting the General Meeting of Shareholders in accordance with the agenda approved by the General Meeting of Shareholders and as stipulated in this Regulation;
- Guide delegates and shareholders in discussing agenda items;
- Present draft resolutions and key conclusions on necessary matters for the General Meeting to vote on;
- Address inquiries raised during the General Meeting of Shareholders;
- Handle issues arising throughout the meeting.

**Article 9. Secretariat**

1. The Chairman shall appoint one or more individuals to serve as meeting secretaries.
2. Responsibilities of the Secretariat:
  - a. Record the content of the General Meeting fully and accurately;
  - b. Receive shareholder/delegate speech requests;
  - c. Prepare meeting minutes and draft resolutions of the General Meeting of Shareholders;
  - d. Assist the Chairman in disclosing relevant meeting information and notifying shareholders in accordance with legal regulations and the Charter of Port of Hai Phong;
  - e. Perform other tasks as assigned by the Chairman.

**Chapter III**

**PROCEDURES FOR ONLINE GENERAL MEETING OF SHAREHOLDERS  
AND ELECTRONIC VOTING**

**Article 10. Conditions and Procedures for Attending the Online General Meeting of Shareholders and Electronic Voting**

1. Conditions for participation:

Shareholders or their authorized representatives listed in the shareholder register as of March 24, 2025, are entitled to participate and vote online via <https://ezgsm.fpts.com.vn>.

Participants must have an electronic device with internet access, including but not limited to computers, mobile phones, or other electronic devices with internet access.

2. Methods of participation:

- a. Each shareholder in the shareholder register will receive one and only one username and password to access the online General Meeting of Shareholders and electronic voting system. Shareholders who receive meeting invitation letters with login information and other identification factors are responsible for maintaining the confidentiality of their information to ensure that only the shareholder has the right to attend and vote on the

system. Port of Hai Phong shall provide maximum support to ensure that shareholders can attend and vote at the General Meeting of Shareholders but shall not be responsible for issues arising from shareholder's loss of login information.

b. Shareholders may authorize another individual/organization to attend the General Meeting of Shareholders on their behalf, in accordance with the Charter of Port of Hai Phong. If the authorized representative is not a shareholder of Port of Hai Phong, after receiving a written authorization from the authorizing party and a valid confirmation from the authorized party, the company shall provide the authorized party with a username and password to access the system to exercise the rights and obligations as authorized. The authorization document must follow the template attached to the Invitation Letter or comply with applicable laws. Port of Hai Phong shall provide login information to the authorized representative based on the authorization information provided by the shareholder and shall be implemented in the same manner as sending meeting invitation notices to shareholders (via invitation letters/email). Shareholders shall be fully responsible for the authorization information sent to Port of Hai Phong.

c. Procedures for granting proxy authorization for the online General Meeting of Shareholders:

- Shareholders may authorize all or part of their voting shares to another individual/organization to attend the Online General Meeting of Shareholders and cast electronic votes on their behalf.

- For institutional shareholders, the number of authorized representatives and the method of allocating the number of authorized shares shall be stipulated in the Charter of Port of Hai Phong.

- The authorization is legally valid only when:

- + The authorization document contains all required details as per the template (*Kindly refer to the template attached to the Invitation Letter*) and completes the online authorization process.

- + The authorization document bears the full signature, full name, and seal (in case of an organization) of the authorizing party and the authorized party.

- + Port of Hai Phong receives the **ORIGINAL** Authorization Document before April 29<sup>th</sup>, 2025.

- Revocation of authorization for shareholders whose online authorization has been approved: shareholders shall send an official written request to revoke the online authorization to the Company before the official opening of the General Meeting. The effective revocation of authorization shall be calculated according to the time Port of Hai Phong receives the official written request to revoke the online authorization.

- Revocation of authorization shall not be effective if the authorized party has already cast votes on any agenda item of the General Meeting.

## **Article 11. Provision of Login Information for the Online General Meeting of Shareholders and Electronic Voting System**

1. The access link to the electronic voting system, username, and password for attending the online General Meeting of Shareholders shall be provided in the Invitation Letter (or other forms of login information notification as prescribed by the company). Delegates are responsible for maintaining the confidentiality of the username, password, and other identification factors provided to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for the registered information.
2. If delegates request a reissuance of login information, the Meeting Organizing Committee may provide such information through direct communication, email, or telephone. Delegates are obligated to provide personal information for identification, which Port of Hai Phong may request, including but not limited to: ID card/Citizen ID card/Passport number, mobile phone number, email address, permanent or temporary residence address (contact address).
3. Port of Hai Phong recommends that Delegates, upon receiving login information including username and password, access the system to change their login password to ensure information security.

## **Article 12. Method of Recording Delegate Attendance at the Online General Meeting of Shareholders**

A delegate is considered to have attended the Online General Meeting of Shareholders at the time the Shareholder Eligibility Verification Committee publicly reports at the General Meeting that the shareholder and their authorized representative(s) have successfully **registered for attendance** on the Online General Meeting of Shareholders and Electronic Voting System.

## **Article 13. Conditions for Conducting the General Meeting**

The General Meeting shall be conducted when the number of shareholders and authorized persons attending represents more than 50% of the total voting shares according to the shareholder list established at the record date for the General Meeting.

## **Article 14. Cases Where the General Meeting Cannot Proceed**

1. If the first General Meeting fails to meet the conditions for conducting the meeting as stipulated in Article 13 of this Regulation, a second meeting invitation will be issued within thirty (30) days from the originally scheduled date of the first meeting. The second meeting shall proceed if shareholders attending represent 33% or more of the total voting shares.
2. If the second General Meeting of Shareholders does not meet the quorum requirements stated in Clause 1 of this Article, a third meeting invitation shall be issued within twenty (20) days from the originally scheduled date of the second meeting. In this case, the General Meeting shall proceed regardless of the percentage of voting shares represented by attending shareholders.

## **Article 15. Discussions at the Online General Meeting of Shareholders**

1. The discussion at the Online General Meeting of Shareholders shall be moderated by the Chairman in compliance with the Charter of Port of Hai Phong.
2. Shareholders and authorized representatives attending the Online General Meeting and participating in electronic voting may submit questions to the company through the Online General Meeting System. The Meeting Secretariat is responsible for recording the delegate's name, delegate code (if any), and question content.
3. Depending on the timing of the General Meeting, the Meeting Organizing Committee may select an appropriate online channel for Delegates to speak, express opinions, and receive responses from Port of Hai Phong.
4. The official language for communication, discussions, and questions at the meeting shall be Vietnamese.

## **Article 16. Principles and Procedures for Electronic Voting**

1. Upon receiving the username and password for the Online General Meeting of Shareholders and Electronic Voting system, Delegates have the right to access and vote on matters under the authority of the General Meeting of Shareholders or participate in elections (if there are election items) from 08:00 AM on April 29<sup>th</sup>, 2025. After the voting period specified in the electronic voting system's notice ends, the system will no longer record electronic voting results from Delegates.
2. Delegates shall vote on each agenda item of the meeting. When voting electronically, for each item, Delegates shall select one of the three options: "Approve", "Disapprove", or "No Opinion" on the Voting Ballot installed on the electronic voting system. After completing voting on all items in a single voting session, Delegates shall click "**Vote**" to save and send the voting results to the system.
3. If the meeting agenda includes additional items proposed by shareholders/groups of shareholders that have been approved by the General Meeting of Shareholders, Delegates may cast additional votes. If Delegates do not cast additional votes, they shall be considered as not voting on these items.
4. Delegates may modify their voting results multiple times but cannot cancel their voting results. The electronic voting system will only record the final voting result at the end of each voting session as specified.
5. Elections (if applicable) shall be conducted according to the Election Regulations, which will be presented and approved by the Presidium at the General Meeting.



## **Chapter IV**

### **VOTING AND VOTE COUNTING**

#### **Article 17. Voting Principles**

All agenda items of the General Meeting must be approved by soliciting the opinions of all shareholders/authorized representatives of shareholders attending the General Meeting. Each voting matter will be counted based on the total number of voting shares held by the shareholders or represented by their authorized representatives attending and voting at the Meeting.

#### **Article 18. Voting and Election Procedures**

1. Each common share owned by a shareholder corresponds to one vote. The total number of votes of each shareholder or their authorized representative corresponds to the number of voting shares owned by that shareholder or the total number of voting shares registered for participation in the Meeting by the authorized representative.
2. Voting items at the General Meeting shall be approved when they are supported by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as stipulated in Clauses 1, 3, 4, and 6 of Article 29 of the Charter of Port of Hai Phong.
3. The election procedures on the system shall be guided in the Election Regulations presented and approved by the Presidium at the General Meeting (if there are election items at the General Meeting).

#### **Article 19. Vote Counting Procedures**

1. Each delegate's vote will be recorded by the system and counted based on the number of votes in favor, votes against, and abstentions.
2. The number of votes cast by each delegate for a candidate will be recorded and counted by the system according to the principles set out in the Election Regulations presented and approved by the Presidium at the Meeting (if elections are included in the agenda).

#### **Article 20. Force Majeure Events**

1. During the organization of the Online General Meeting of Shareholders and the electronic voting process, force majeure events beyond the company's control may occur, such as natural disasters, fires, power outages, internet connection failures, other technical issues, government orders, or directives from competent authorities. The company will make every effort to resolve such incidents so that the General Meeting can continue, but the delay shall not exceed 60 minutes from the time the incident occurs.
2. If the force majeure event cannot be resolved within 60 minutes, the Chairman will announce a temporary suspension of the Meeting, and all issues that have been voted on and approved before the suspension (if any) shall be canceled. These issues shall be revoted on at the next convened General Meeting of Shareholders.

## **Chapter V**

### **MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 21. Meeting Minutes**

The content of the General Meeting must be recorded in the Minutes, read, and approved before the closing of the General Meeting. The Minutes must be signed by the Chairman and the Secretariat. The Meeting Minutes serve as the basis for issuing resolutions of the General Meeting. The Minutes shall be disclosed and stored in accordance with the Charter of Port of Hai Phong.

## **Chapter VI**

### **EFFECTIVENESS**

#### **Article 22. Effectiveness**

1. This Regulation consists of six (6) Chapters and twenty-two (22) Articles and takes effect immediately upon approval by the General Meeting.
2. Shareholders, authorized representatives of shareholders, and other participants of the Meeting are responsible for complying with the provisions of this Regulation.

**PP. MANAGEMENT BOARD  
CHAIRMAN**



**Pham Hong Minh**