



PROPOSAL

On the amendment and promulgation of the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company

DRAFT

To: The General Meeting of Shareholders of Port of Hai Phong Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law on Amendments and Supplements to several articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law on Amendments and Supplements to several articles of the Law on Public Investment, Law on Investment under Public-Private Partnership Method, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Consumption Tax, and Law on Enforcement of Civil Judgments No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022; Law on Amendments to the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, and Law on Handling of Administrative Violations No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP;

Pursuant to the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company;

Pursuant to the governance and management situation at Port of Hai Phong Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Management of Port of Hai Phong Joint Stock Company (the Company) directed the General Director to issue the 2023 Charter on Organization and Operation of the Company, the first Appendix amending and supplementing the Charter on Organization and Operation of the Company in 2024, and the second Appendix amending and supplementing the Charter on Organization and Operation of the Company in 2025.

Based on the reference to current legal regulations and the Company's operational practices, the Board of Management has directed the review and finalization of the proposed amendments to the Company's Charter on Organization and Operation and respectfully submits them to the General Meeting of Shareholders for consideration.

(The full draft of the Company's amended Charter is posted on the Company's website)

**PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE COMPANY
CHARTER**

Article	Current content	Proposed amendment	Reason
A	CONTENT		
Preamble	The Charter of Port of Hai Phong Joint Stock Company (hereinafter referred to as the “Charter”) was adopted by a valid resolution of the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 29, 2021.	The Charter of Port of Hai Phong Joint Stock Company (hereinafter referred to as the “Charter”) was approved by a valid resolution of the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on June 29, 2023.	Consistent with the time of re-issuance of the Charter
Points a, b, Clause 1, Article 1 - Interpretation of terms	1. In this Charter, the following terms shall be understood as follows: a. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; b. “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019;	1. In this Charter, the following terms shall be understood as follows: a. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents; b. “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;	This content is added to ensure flexible application when there are changes in regulations
Point v, Clause 1, Article 1 - Interpretation of terms	1. In this Charter, the following terms shall be understood as follows: v. “Law” means all legal normative documents as prescribed in the Law on Promulgation of Legal Normative Documents No. 80/2015/QH13 dated June 22, 2015, and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Normative Documents No. 63/2020/QH14 dated June 18, 2020.	Remove this content	No longer appropriate

Clause 3, Article 2 - Name, form, head office, branches, representative offices, and term of operation of the Company	Company's head office address: No. 8A Tran Phu, Gia Vien Ward, Ngo Quyen District, Hai Phong City.	Company's head office address: No. 8A Tran Phu, Ngo Quyen, Hai Phong City.	Adjusted to reflect the actual situation
Clause 2, Article 4 - Responsibilities of the legal representative of the Company	The legal representative of the Company shall be personally liable for damages to the Company resulting from a breach of the responsibilities specified in Clause 1 of this Article.	The legal representative of the Company shall be personally liable in accordance with the provisions of law for damages to the Company resulting from a breach of the responsibilities specified in Clause 1 of this Article.	Amended in accordance with Clause 4, Article 1 of the Law on Enterprises No. 76/2025/QH15
Clause 1, Article 5 - Business lines of the Company	Business lines of the Company	Business lines of the Company	Updated business lines in accordance with Decision No. 36/2025/QD-TTg dated September 29, 2025 (Separate Proposal attached)
Clause 5, Article 7 - Charter capital	The Company may reduce its charter capital in the following cases:	The Company may reduce its charter capital in the following cases and in compliance with current legal regulations: <u>.....</u>	This content is added to ensure flexible application when regulations change
Point a, Clause 3, Article 10 - Repurchase of shares upon the Company's decision	3. The Company may repurchase shares from each shareholder in proportion to their shareholding ratio in the Company according to the following order and procedures: a. The decision to repurchase shares of the Company must be notified by a method that ensures it reaches all shareholders within 30 days from the date such decision is approved. The notice must include the name and head office address of the Company,	3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company according to the following order and procedures: a. The decision to repurchase shares of the Company must be notified by a method that ensures it reaches all shareholders within 30 days from the date such decision is approved. The notice must include the name and head office address of the Company, the total number of shares and types of shares to be	Amended in accordance with Article 133 of the Law on Enterprises 2020

	the total number of shares and types of shares to be repurchased, the repurchase value, the procedures and time limit for payment, and the procedures and time limit for shareholders to offer their shares for sale to the Company	repurchased, the repurchase price , the procedures and time limit for payment, and the procedures and time limit for shareholders to offer their shares for sale to the Company	
Clause 4, Article 10 - Repurchase of shares upon decision of the Company	In addition to the above provisions, the Company's repurchase of shares must also comply with the provisions of Article 36 of the Law on Securities	In addition to the above provisions, the Company's decision to repurchase shares as well as the payment conditions and handling of repurchased shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations.	Adjusting this content to allow for flexible application when there are changes in regulations
Clause 5 Article 10 - Share redemption at the Company's decision	Conditions for payment and handling of redeemed shares shall be implemented in accordance with the provisions of Article 134 of the Law on Enterprises.	Remove this content	Merge with Clause 4
Clause 3 Article 11 - Share redemption at the request of shareholders	Conditions for payment and handling of redeemed shares shall be implemented in accordance with the provisions of Article 134 of the Law on Enterprises and Article 36 of the Law on Securities	In addition to the above provisions, the Company's redemption of shares at the request of shareholders, and the conditions for payment and handling of redeemed shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations	Adjust this content to allow for flexible application when there are changes in regulations
Point a Clause 1 Article 18 - Rights of shareholders	1. Ordinary shareholders have the following rights: a. To attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote balloting or other forms as prescribed by law. Each ordinary share has one vote;	1. Ordinary shareholders have the following rights: a. To attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or other forms as prescribed by law. Each ordinary share has one vote;	Replace the phrase "remote balloting" with "remote voting"
Point k, Clause 1, Article 18 - Rights of shareholders	1. Ordinary shareholders have the following rights: k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the	1. Ordinary shareholders have the following rights: k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the	Adjust this content to allow for flexible application when regulations

	General Meeting of Shareholders and the Board of Management in accordance with the Law on Enterprises;	General Meeting of Shareholders and the Board of Management in accordance with the order and procedures prescribed by law;	change
Point a, Clause 2, Article 18 - Rights of shareholders	2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights: a. To request the Board of Management to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and Point c, Clause 4, Article 22 of this Charter;	2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights: a. Request the Board of Management to convene the General Meeting of Shareholders in accordance with the provisions of this Charter, the internal management regulations of the Company, and current laws;	Adjust this content to allow for flexible application when regulations change
Clause 4, Article 18 - Rights of shareholders	The request to convene the General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, and personal legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership percentage of the total shares of the company, and the grounds and reasons for requesting the convening of the General Meeting of Shareholders	The request to convene a General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and include the following contents: full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders that are organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the company, and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. Accompanying the request to convene the meeting must be documents and evidence of violations by the Board of Directors, the extent of the violations, or decisions made beyond their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent	Clause 18, Article 1 of the Law on Enterprises No. 76/2025/QH15

		authority when requesting the convening of the General Meeting of Shareholders	
Clause 6, Article 18 - Rights of shareholders	Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to, on their own behalf or on behalf of the Company, initiate lawsuits regarding personal liability or joint liability against members of the Board of Management or the General Director to request the return of benefits or compensation for damages to the Company or others in accordance with Article 166 of the Law on Enterprises.	Shareholders or groups of shareholders holding at least 1% of the total ordinary shares have the right to, on their own behalf or on behalf of the Company, initiate lawsuits regarding personal or joint liability against members of the Board of Management and the General Director to demand the return of benefits or compensation for damages to the Company or others in accordance with current regulations	Adjust this content to ensure flexible application upon changes in regulations
Clause 7, Article 18 - Rights of shareholders	None	Other rights as prescribed by this Charter, the Company's internal management regulations, and current law	Supplement this content to ensure flexible application upon changes in regulations
Clause 1, Article 22 - General Meeting of Shareholders	The General Meeting of Shareholders consists of all shareholders with voting rights	The General Meeting of Shareholders consists of all shareholders with voting rights	Spelling error
Clause 5, Article 22 - General Meeting of Shareholders	Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of this Charter.	Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of this Charter, the Company's internal management regulations, and current law	Adjust this content to be more comprehensive
Point k, Clause 1, Article 23 - Rights and obligations of the General Meeting of Shareholders	1. The General Meeting of Shareholders has the following rights and obligations: k. To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Management and the Supervisory Board;	1. The General Meeting of Shareholders has the following rights and obligations: k. To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Management and the Supervisory Board;	Spelling error
Points q and r, Clause 2,	2. The General Meeting of Shareholders shall discuss and	2. The General Meeting of Shareholders shall discuss and	Consolidating

Article 23 - Rights and obligations of the General Meeting of Shareholders	<p>approve the following matters:</p> <p>q. The Company enters into contracts or transactions with the parties specified in Point b, Clause 4, Article 57 of this Charter with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;</p> <p>r. Approving the transactions specified in Clause 4, Article 57 of this Charter;</p>	<p>approve the following matters:</p> <p>q. The Company enters into contracts or transactions specified in Point a, Clause 3, Article 57 and Clause 4, Article 57 of this Charter</p>	content
Clause 1, Article 24 - Authorization to attend the General Meeting of Shareholders	Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.	Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms specified in this Charter, the internal management regulations of the Company, and current laws.	Adjusting this content to be more comprehensive
Clause 3, Article 24 - Authorization to attend the General Meeting of Shareholders	Authorized proxies attending the General Meeting of Shareholders must submit the written authorization upon registration. In the case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).	Authorized proxies attending the General Meeting of Shareholders must submit the written authorization to attend the meeting. In the case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The timing and method for submitting the authorization/re-authorization documents shall follow the Company's instructions.	Amended to suit practical implementation
Point a, Clause 2, Article 26 - Convocation, agenda, and notice of the General Meeting of Shareholders	<p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the</p>	<p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the</p>	Amended in accordance with Clause 21, Article 1 of the Law on Enterprises No. 76/025/QH15

	date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;	Company's shareholder register or securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;	
Point d, Clause 5, Article 26 - Convening meetings, meeting agendas, and notices of the General Meeting of Shareholders	5. The person convening the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 of this Article in any of the following cases: d. Other cases as prescribed by law	5. The person convening the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 of this Article in any of the following cases: D. Other cases as prescribed by the Company's internal management regulations and current laws.	Adjust this content to be more comprehensive
Clause 10, Article 28 - Procedures for conducting meetings and voting at the General Meeting of Shareholders	In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by means of electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities	In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by means of electronic voting or other electronic forms in accordance with the internal management regulations of the Company and current legal regulations.	Adjust this content to allow for flexible application when there are changes in regulations
Clause 4, Article 34 - Composition and term of office of members of the Board of Directors	The composition of the Company's Board of Management must ensure that at least 1/3 of the total number of Board members are non-executive members, and the total number of independent Board members must ensure a minimum of 02 independent members.	4. The composition of the Company's Board of Management must ensure that at least 02 Board members are non-executive members. 5. Based on governance objectives, the composition of the Company's Board of Management may include	Amended in accordance with current legal regulations

		<p>independent Board members.</p> <p>In the event that the Company is a listed company, the composition and number of independent Board members shall be implemented in accordance with legal regulations.</p>	
Point e, Clause 1, Article 35 - Standards and conditions for members of the Board of Directors	None	Other standards as prescribed by current legal regulations in the event that the Company is a public company or a listed company	Supplementing this content to ensure flexible application when regulations change
Point j, Clause 2, Article 37 - Powers and duties of the Board of Directors	<p>2. The Board of Management has the following powers and duties:</p> <p>j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23, and contracts and transactions within the decision-making authority of the Board of Management as prescribed in this Charter;</p>	<p>2. The Board of Management has the following powers and duties:</p> <p>j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions within the decision-making authority of the Board of Management as prescribed in this Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of this Charter;</p>	Amended in accordance with the provisions of Point h, Clause 2, Article 153 of the Law on Enterprises 2020 and Clause 84, Article 1 of Decree No. 245/2025/ND-CP
Point d, Clause 3, Article 37 - Powers and obligations of the Board of Directors	<p>3. The Board of Management shall report to the General Meeting of Shareholders on its performance at the Annual General Meeting of Shareholders regarding the following contents:</p> <p>d. Activities of independent members of the Board of Management and the results of the independent members' assessment of the Board of Directors' performance;</p>	<p>3. The Board of Management shall report to the General Meeting of Shareholders on its performance at the Annual General Meeting of Shareholders regarding the following contents:</p> <p>d. Activities of independent members of the Board of Management and the results of the independent members' assessment of the Board of Directors' performance.</p> <p>In the event that the Company is a listed company, each independent member of the</p>	Supplemented in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025

		Board of Management shall prepare a separate report;	
Clause 2, Article 40 - Meetings of the Board of Directors	The Board of Management shall meet at least once every quarter and may hold extraordinary meetings	The Board of Management shall meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online meetings, and/or other forms as decided by the Chairperson of the Board of Management or the person convening the meeting, in accordance with current legal regulations.	Adjusting this content to suit practical implementation
Point j, Clause 3, Article 44 - Person in charge of corporate governance	3. The person in charge of corporate governance has the following rights and obligations: j. Other rights and obligations as prescribed by law.	3. The person in charge of corporate governance has the following rights and obligations: j. Other rights and obligations as prescribed by the internal management regulations of the Company and current law.	Adjust this content to be more comprehensive
Point e, Clause 3, Article 48 - Standards and conditions for the General Director	3. The General Director shall be dismissed or removed in one of the following cases: e. Other cases as prescribed by current law	3. The General Director shall be dismissed or removed in one of the following cases: e. Other cases as prescribed by the internal management regulations of the Company and current law	Adjust this content to be more comprehensive
Clause 3, Article 57 - Transactions with shareholders, enterprise managers, and their related persons	The Company shall not provide loans or guarantees to related persons of a shareholder that is an organization, except where the Company and the organization being the related person of the shareholder are companies operating within a group of companies, including parent company - subsidiary, and such transaction must be: 	The Company shall not provide loans or guarantees to related persons of a shareholder that is an organization (provided that such organization is not a shareholder of the Company as prescribed in Clause 2 of this Article), except where the Company and the organization being the related person of the shareholder are companies operating within a group of companies, including parent company - subsidiary, and such transaction must be: 	Amended as prescribed in Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025
Point a, Clause 4, Article 57 -	4. The Company shall only conduct the following transactions	4. The Company shall only conduct the following transactions	Amended according to the

<p>Transactions with shareholders, enterprise managers, and their related persons</p>	<p>upon approval by the General Meeting of Shareholders:</p> <p>a. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director who are not shareholders, and their related individuals and organizations;</p> <p>In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, or the General Director, where the Company and such organizations are companies operating within a group of companies, including parent company - subsidiary, the General Meeting of Shareholders shall decide on loans/guarantees with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;</p>	<p>upon approval by the General Meeting of Shareholders:</p> <p>a. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and their related individuals and organizations;</p> <p>In cases of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, or other managers where the Company and such organization (except where the organization is a shareholder of the Company as prescribed in Clause 2 of this Article) are companies operating under a group of companies, including parent-subsidiary companies, the General Meeting of Shareholders shall decide on loans/guarantees with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;</p>	<p>provisions of Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</p>
<p>Point b, Clause 4, Article 57 - Transactions with shareholders, enterprise managers, and their related persons</p>	<p>4. The Company may only conduct the following transactions upon approval by the General Meeting of Shareholders:</p> <p>b. Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the latest financial statements between the Company and one of the following subjects:</p> <p>- Members of the Board of Directors, members of the Supervisory Board, the General Director, and their related persons;</p> <p>.....</p>	<p>4. The Company may only conduct the following transactions upon approval by the General Meeting of Shareholders:</p> <p>b. Transactions with a value of 35% or more, or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the latest financial statements between the Company and one of the following parties:</p> <p>- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;</p> <p>.....</p>	<p>Amended in accordance with the provisions of Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</p>

<p>Clause 5, Article 57 - Transactions with shareholders, enterprise managers, and their related persons</p>	<p>The Board of Management shall approve contracts and transactions between the Company and one of the parties specified in Point b, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Management and members of the Supervisory Board of the related parties to such contract or transaction, and must enclose the draft contract or the principal contents of the transaction. The Board of Management shall approve the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Management with related interests in such contracts or transactions shall not have the right to vote.</p>	<p>The Board of Management shall approve contracts and transactions between the Company and one of the subjects specified in Point b, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Management and members of the Supervisory Board of the related parties to such contract or transaction and must enclose the draft contract or the main contents of the transaction. The Board of Management shall approve the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Management who have interests related to the parties in the contract or transaction shall not have the right to vote.</p>	<p>Clarification of content</p>
<p>Clauses 1 and 2 of Article 78 - Effective Date and Article 2 of the Appendix on amendments and supplements to the Charter</p>	<p>Article 78 - Charter</p> <p>1. This Charter consists of 05 chapters and 78 articles, which were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on March 29, 2023, in Hai Phong, and the full text of this Charter was jointly approved for effectiveness.</p> <p>2. This Charter is the sole and official Charter of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 29, 2021, and the Appendix on adjustments and supplements to the Charter approved by the General Meeting of Shareholders</p>	<p>1. This Charter consists of 05 chapters and 78 articles, which were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 23, 2026, in Hai Phong, with mutual agreement on the effectiveness of the full text of this Charter.</p> <p>2. This Charter is the sole and official Charter of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on June 29, 2023, and related Appendices on the amendment and supplement to the Charter on Organization and Operation of the Company issued prior to April 23,</p>	<p>Amend the content to be consistent with the time of re-issuance of the Charter</p>

	<p>of Port of Hai Phong Joint Stock Company on April 28, 2022</p> <p>Article 2 - First Appendix on amendments and supplements to the Charter</p> <p>This first Appendix on the amendment and supplement to the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company replaces the corresponding provisions of the Company's Charter and shall take effect from the date of signing and issuance. Other provisions of the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29, 2023, shall remain in full force and effect.</p> <p>Article 2 - Second Appendix on the amendment and supplement to the Charter</p> <p>This second Appendix on the amendment and supplement to the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company replaces the corresponding provisions of the Company's Charter and shall take effect from the date of signing and issuance. Other provisions of the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29, 2023, and the (first) Appendix on the amendment and supplement to the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company dated April 22, 2024, shall remain in full force and effect.</p>	2026.	
	Controller	Member of the Supervisory Board	Standardizing terminology in the Charter

B	FORM		
	Symbols for content sequence numbers Spelling error	Adjusting the sequence numbering of the revised contents Correct spelling errors	
	Addendum on Amendments and Supplements to the Charter of Organization and Operation of the Company (First Amendment) approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 15, 2024. Addendum to the Charter of Organization and Operation of the Company (Second Amendment) approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 29, 2025.	Consolidate these contents into the Charter and amend and supplement them as proposed in this Proposal.	

The Board of Management of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval:

- To approve the amendment and issuance of the Company's Charter on Organization and Operation as proposed in this Submission and the amended Charter of Port of Hai Phong Joint Stock Company attached to the Submission.

- Assign the Board of Management of Port of Hai Phong Joint Stock Company to proactively direct the General Director of the Company:

- + Amend and supplement the Charter of Port of Hai Phong Joint Stock Company in accordance with the contents proposed in this Proposal and the comments of shareholders and shareholder representatives attending the General Meeting (if any).

- + Finalize and sign for issuance the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company for 2026, and disclose the contents of the Charter in accordance with regulations.

Respectfully submitted to the General Meeting of Shareholders.

Recipients:

- General Meeting of Shareholders;
- Board of Management, Supervisory Board;
- Filing: Secretary to the Board of Management.

**ON BEHALF OF BOARD OF MANAGEMENT
CHAIRMAN**

Pham Hong Minh