



## **PROPOSAL**

### **Regarding the amendment and promulgation of the Internal Regulations on Corporate Governance 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; the 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; the Law on amendments and supplements to several articles of the Law on Public Investment, the Law on Investment under Public-Private Partnership Method, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the 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; the Law on amendments to the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the 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 corporate 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) issued the Internal Regulations on Corporate Governance in 2023 (Decision No. 1950/QD-CHP dated June 29, 2023) and the first Appendix on amendments and supplements to the Internal Regulations on Corporate Governance in 2025 (Decision No. 1857/QD-CHP dated May 7, 2025).

Based on references to current legal regulations and the Company's operational practices, the Board of Management of the Company has directed the review and completion of the proposed amendments to the Internal Regulations on Corporate Governance.

The Board of Management of the Company would like to report the amendments and supplements to the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company as follows:

*(The full draft of the amended Internal Regulations on Corporate Governance is posted on the Company's website)*

**PROPOSED AMENDMENTS AND SUPPLEMENTS  
TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

| Article/Clause   | Current content   | Proposed amendment  | Reason   |
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| <b>A</b>   | <b>CONTENT</b>  |   |  |
| Points g, h, and i, Clause 1, Article 1 - <b>Interpretation</b> of terms                                   | 1. In this Regulation, the following terms shall have the meanings as follows: g. SSC means the State Securities Commission;<br><br>h. Stock Exchange means the Stock Exchange where Port of Hai Phong Joint Stock Company registers its securities listing;<br><br>i. TTLKCK means the Vietnam Securities Depository;  | Discard this content  | These terms do not appear frequently in the Regulations. |
| Point k, Clause 2, Article 3 - Roles, rights and obligations of the General Meeting of Shareholders        | 2. The General Meeting of Shareholders has the following rights and obligations:<br><br>k. Approve the Internal Corporate Governance Regulations; the Regulations on the operation of the Board of Management and the Supervisory Board;  | 2. The General Meeting of Shareholders has the following rights and obligations:<br><br>k. Approve the Internal Corporate Governance Regulations; the Operating Regulations <b>of</b> the Board of Management and the Supervisory Board;      | Spelling error   |
| Points q and r, Clause 3, Article 3 - Roles, rights and obligations of the General Meeting of Shareholders | 3. The General Meeting of Shareholders discussed and approved the following matters:<br><br>q. The Company enters into contracts or transactions with the parties specified in Point b, Clause 4, Article 57 of the Company's Charter with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial | 3. The General Meeting of Shareholders discussed and approved the following matters:<br><br>q. The Company enters into contracts and transactions specified in Point a, Clause 3, Article 57 and Clause 4, Article 57 of the Company Charter; | Merge content  |

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|  | statements;<br>Done. Approve transactions stipulated in Clause 4, Article 57 of the Company Charter;  |  |  |
| Clause 1<br>Article 6 -<br>Preparation of the list of shareholders entitled to attend the meeting                                  | The convener of the General Meeting of Shareholders must prepare a list of shareholders entitled to attend the General Meeting of Shareholders, which shall be established no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders.   | The convener of the General Meeting of Shareholders must prepare a list of shareholders entitled to attend the General Meeting of Shareholders. <b>The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's shareholder register or securities holder register.</b> 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 invitation to the General Meeting of Shareholders.  | Amended in accordance with Clause 21, Article 1 of the Law on Enterprises No. 76/2025/QH15 |
| Article 7 -<br>Notification of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders | 1. A complete and valid dossier for notification of rights exercise must be sent to the Vietnam Securities Depository at least 08 working days prior to the record date, unless otherwise provided by current law.<br>2. Information regarding the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders must be disclosed on the Company's website and the information disclosure systems of the State Securities Commission and the Stock Exchange in accordance with regulations on listed company corporate governance. | 1. A complete and valid dossier for notification of rights exercise must be sent to the <b>Vietnam Securities Depository and Clearing Corporation</b> at least 08 working days prior to the record date, unless otherwise provided by current law.<br>2. Information on the record date for the list of shareholders entitled to attend the General Meeting of Shareholders must be published on the Company's website, the information disclosure system <b>of the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading</b> in accordance with regulations on corporate governance for listed companies. | Write the full name of the specialized management agency                                   |
| Clause 2,<br>Article 8 -<br>Notice of Convocation of the General Meeting of Shareholders   | The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and simultaneously published on the website of the Company, the  | The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and simultaneously published on the website of the Company, the State   | Write the full name of the specialized management agency                                   |

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|  | SSC, and the Stock Exchange where the Company's shares are listed or registered for trading.   | Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.  |  |
| Point d, Clause 6, Article 9 - Agenda and Content of the General Meeting of Shareholders               | 6. The convener of the General Meeting of Shareholders has the right to reject the proposals specified in Clause 5 of this Article in any of the following cases:<br><br>d. Other cases as prescribed by law   | 6. The convener of the General Meeting of Shareholders has the right to reject the proposals specified in Clause 5 of this Article in any of the following cases:<br><br>d. Other cases <b>as prescribed by the Company's internal management regulations</b> and applicable laws.  | Adjust this content to be more comprehensive             |
| Clause 1, Article 10 - Authorization for representatives 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 prescribed in the Charter, the Company's internal management regulations, and applicable laws.   | 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 prescribed in the <b>Charter, the Company's internal management regulations, and applicable laws.</b>   | Adjust this content to be more comprehensive             |
| Clause 3, Article 10 - Authorization for representatives to attend the General Meeting of Shareholders | The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration. In the case of sub-authorization, the attendee must also present the original authorization document 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 a written authorization <b>to attend the meeting.</b> 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). <b>The timing and method for submitting the written authorization/re-authorization shall follow the Company's instructions.</b> | Adjust this content to suit practical implementation     |
| Point b, Clause 1, Article 14 - Voting on matters at the General Meeting of                            | 1. General principles:<br><br>b. Voting cards, voting ballots, and election ballots are printed and stamped with the Company's seal. In which:<br><br>- Samples of voting cards, voting  | 1. General principles:<br><br>b. Voting cards, voting ballots, and election ballots are printed and stamped with the Company's seal. In which:<br><br>- Samples of voting cards, voting   | Write the full name of the specialized management agency |

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| Shareholders  | ballots, and election ballots must be disclosed on the Company's website and the information disclosure systems of the SSC and the Stock Exchange.   | ballots, and election ballots must be disclosed on the Company's website and the information disclosure systems of the <b>State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading</b>   |  |
| Clause 2, Article 26 - Providing login information and conducting electronic voting                                   | When a shareholder requests the re-issuance of login information, the Meeting Organizing Committee may provide notification via the following methods: in person or via email/telephone. The provision of login information via email or telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote established by the Vietnam Securities Depository (VSD) in accordance with the Company's notice of exercise of rights. | When a shareholder requests the re-issuance of login information, the Meeting Organizing Committee may provide notification via the following methods: in person or via email/telephone. The provision of login information via email or telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote established by the <b>Vietnam Securities Depository and Clearing Corporation</b> in accordance with the Company's notice of exercise of rights. | Write the full name of the specialized management agency |
| Point b, Clause 4, Article 27 - Authorization of representatives to attend the General Meeting of Shareholders online | 4. Notes when performing online authorization:<br><br>b. The Power of Attorney is printed according to the online authorization form with full signatures, full names, and seals (if an organization) of both the authorizer and the authorized party.   | 4. Notes when performing online authorization:<br><br>b. The Power of Attorney is printed from the online meeting system or according to the form attached to the Company's Meeting Invitation Notice or other forms approved by the Organizing Committee, with full signatures, full names, and seals (if an organization) of both the authorizer and the authorized party.   | Adjust this content to suit practical implementation     |
| Point c, Clause 4, Article 27 - Authorization of representatives to attend the General Meeting of Shareholders online | 4. Notes when performing online authorization:<br><br>c. Shareholders shall send an official document requesting the cancellation of online authorization to the Company before the official opening of the meeting. Note that the effective time for recording the cancellation of authorization is calculated based on the time the Company receives the official document   | 4. Notes when performing online authorization:<br><br>c. Shareholders shall send an official document requesting the cancellation of online authorization to the Company before the official opening of the meeting or perform the cancellation of authorization on the online meeting system. Note that the effective time for recording the cancellation of authorization is calculated based on the time the  | Adjust this content to suit practical implementation     |

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|   | requesting the cancellation of online authorization.  | Company receives the official document requesting the cancellation of online authorization.   |  |
| Point c, Clause 2, Article 31 - Online voting method  | <p>2. Online voting method:</p> <p>c. Shareholders with voting rights are those who have registered to attend the General Meeting online as of the time of voting, and this number of shareholders serves as the basis for calculating the percentage of shareholder votes. In the event that a shareholder has registered to attend the General Meeting online but does not cast a vote, it shall be understood that the shareholder has voted "No opinion" for the corresponding matters being consulted.</p>   | <p>2. Online voting method:</p> <p>c. Voting shareholders are those who have registered to attend the online Meeting as of the time of voting, and this number of shareholders shall be the basis for calculating the voting ratio of shareholders</p>  | Adjust this content to suit practical implementation |
| Point d, Clause 3, Article 31 - Online voting methods | <p>3. Other requirements when conducting electronic voting:</p> <p>d. In the event that shareholders perform numerical voting, an invalid ballot is a ballot that has one of the following characteristics:</p> <ul style="list-style-type: none"> <li>- A ballot where the total number of votes for candidates is different from (greater than or less than) the total number of votes of the shareholder calculated at the time of vote counting.</li> <li>- A ballot where the number of candidates voted for by the Shareholder/Authorized Representative is greater than the number of members of the Board of Management/Supervisory Board approved by the General Meeting of Shareholders for additional election.</li> <li>- A ballot sent by the Shareholder/Authorized Representative after the prescribed voting time has expired.</li> </ul> | <p>3. Other requirements when conducting electronic voting:</p> <p>d. In the event that shareholders perform numerical voting, the method of filling out the ballot shall be specifically stipulated in the Election Regulations. These Regulations shall be announced and approved at the Meeting before the election is conducted</p> | Adjust this content to suit practical implementation |
| Point e, Clause 3, Article 31 -                       | 3. Other requirements when conducting electronic voting:  | 3. Other requirements when conducting electronic voting:  | Adjust this content to suit                          |

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| Online voting methods   | e. The electronic voting period is specifically stipulated in the working regulations of the general meeting. Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the conclusion of the voting period, the system will no longer record any further electronic voting results from shareholders.   | e. The electronic voting period is specifically stipulated in the regulations on organizing the General Meeting of Shareholders and the instructional documents. Delegates may access the electronic voting system to study documents 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. The time at which delegates are entitled to vote/elect on the system is stipulated in the Regulations on organizing the General Meeting of Shareholders. Upon the conclusion of the voting period, the system will no longer record any further electronic voting results from shareholders | practical implementation  |
| Point b, Clause 4, Article 31 - Online voting methods                                     | 4. Voting time<br>b. To ensure continuous proceedings and focus time on the meeting's progress, shareholders attending upon logging into the System may conduct voting on the meeting agenda, the composition of the Vote Counting Committee, and amendments to the Regulations on Organizing the General Meeting of Shareholders (if any). The closing time for voting on these items on the System will be announced by the Organizing Committee at the opening of the online Meeting; | Remove this content   | Adjust this content to suit practical implementation  |
| Point j, Clause 2, Article 46 - Roles, rights, and obligations of the Board of Management | 2. The Board of Management has the following powers and obligations:<br>j. 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  | 2. The Board of Management has the following powers and obligations:<br>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   | Amended in accordance with Point h, Clause 2, Article 153 of the Law on Enterprises 2020 and Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 |

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|   | 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 the Company's Charter;   | Charter; <b>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;</b>   |  |
| Point d, Clause 3, Article 46 - Roles, rights, and obligations of the Board of Management   | 3. The Board of Management must report to the General Meeting of Shareholders on the performance results of the Board of Management at the Annual General Meeting of Shareholders regarding the following contents:<br><br>d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the activities of the Board of Management | 3. The Board of Management must report to the General Meeting of Shareholders on the performance results of the Board of Management at the Annual General Meeting of Shareholders regarding the following contents:<br><br>d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the activities of the Board of Management.<br><br><b>In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;</b>              | Supplemented in accordance with Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 |
| Point d, Clause 1, Article 47 - Number, term of office, composition, criteria and conditions for members of the Board of Management | 1. Number, term of office, composition of members of the Board of Management:<br><br>d. 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 minimum number of non-executive Board members shall be determined by rounding down. The total number of independent Board members must be at least 02.                   | 1. Number, term of office, composition of members of the Board of Management:<br><br>d. The composition of the Company's Board of Management must ensure at least 02 Board members are non-executive members<br><br>e. <b>Based on governance objectives, the composition of the Company's Board of Management may include independent Board members.</b><br><br><b>In the event that the Company is a listed company, the composition of the Company's Board of Management must include independent Board members and the number of independent Board members must ensure compliance with</b> | - Amended in accordance with current legal regulations   |

|  |  | <b>legal regulations</b>   |   |
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| Clause 1, Article 55 - Order and procedures for organizing Board of Management meetings  | 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.<br><b>Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online conferences, and/or other forms as decided by the Chairman of the Board of Management or the person convening the Board of Management meeting in accordance with current legal regulations</b>   | Adjust this content to suit practical implementation                              |
| Point f, Clause 2, Article 65 - Roles, responsibilities, rights, and obligations of the General Director                                       | 2. The General Director has the following rights and obligations:<br>f. Appoint, dismiss, sign contracts, terminate contracts, determine salary levels, rewards, discipline, and other benefits for the positions of Directors of subordinate branches, Heads of Departments, and equivalents after approval by the Board of Management  | 2. The General Director has the following rights and obligations:<br>f. Appoint, dismiss, sign contracts, terminate contracts, determine salary levels, rewards, discipline, and other benefits for the positions of Directors of subordinate branches, Heads of Departments, and equivalents after approval by the Board of Management;<br><br>Decide on the appointment, dismissal, signing of contracts, termination of contracts, salary levels, rewards, discipline, and other benefits for the positions of Deputy Directors of subordinate branches, Deputy Heads of Departments, and equivalents | Amended in accordance with the Company's Charter                                  |
| Clauses 1 and 2, Article 85 - Validity of the Regulations and Article 2 of the First Appendix on amendments and supplements to the Regulations | Article 85 - Regulations<br>1. These Regulations consist of 08 Chapters and 85 Articles and were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which accepted the full text and authorized the Board of Management of the Company to issue and implement them starting from June 29, 2023.<br>2. These Regulations replace the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company issued together with Decision No. | 1. These Regulations consist of 08 Chapters and 85 Articles and were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which accepted the full text and authorized the Board of Management of the Company to issue and implement them starting from June 29, 2023.<br>2. This Regulation replaces the Internal Regulation on Corporate Governance of Port of Hai Phong Joint Stock Company issued together with Decision No. 1950/QD-CHP dated June 29,  | Amend the content to be consistent with the time of re-issuance of the Regulation |

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|          | <p>1207/QD-CHP dated April 29, 2021, by the Board of Management of Port of Hai Phong Joint Stock Company.</p> <p>Article 2 - First Appendix on amendments and supplements to the Regulations</p> <p>This first Appendix on amendments and supplements to the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company replaces the corresponding provisions of the current Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company and takes effect from the date of signing and issuance. Other provisions of the Internal Regulations on Corporate Governance 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>2023, of the Board of Management of Port of Hai Phong Joint Stock Company and the Appendix on amendments and supplements to the Internal Regulation on Corporate Governance (first time) issued together with Decision No. 1857/QD-CHP dated May 7, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company.</p> |  |
|          | Supervisor   | Member of the Supervisory Board   | Standardize the terminology used in the Regulation |
| <b>B</b> | <b>FORMAT</b>  |   |  |
|          | <p>Numbering symbols of the contents</p> <p>Spelling errors</p>  | <p>Adjust the numbering symbols of the adjusted contents</p> <p>Correct spelling errors</p>   |  |
|          | <p>Appendix on amendments and supplements to the Internal Regulation on Corporate Governance (first time) issued together with Decision No. 1857/QD-CHP dated May 7, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company</p>   | <p>Consolidate these contents into the Regulation and amend/supplement them as proposed in this Proposal</p>  |  |

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

- Approve the amendment and issuance of the Internal Regulation on Corporate Governance as proposed in this Proposal and the Internal Regulation on Corporate Governance of Port of Hai Phong Joint Stock Company attached to the Proposal.

- Authorize the Board of Management of Port of Hai Phong Joint Stock Company to proactively:

+ Direct the amendment and supplementation of the Internal Regulations on Corporate Governance 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 the content, sign and issue the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company for 2026 and disclose the Regulations 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**