

Hai Phong, April 26th, 2025

**REGULATIONS ON THE ELECTION OF MEMBERS
OF THE BOARD OF MANAGEMENT AND THE SUPERVISORY BOARD
at the 2025 Annual General Meeting of Shareholders**

Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to the 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;

Pursuant to the Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 amending the Securities Law, the Accounting Law, the Independent Audit Law, the State Budget Law, the Law on Management and Use of Public Assets, the Tax Administration Law, the Personal Income Tax Law, the National Reserve Law, and the Law on Handling Administrative Violations;

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

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, guiding several corporate governance regulations applicable to public companies;

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

Pursuant to Decision No. 1948/QD-CHP dated June 29th, 2023 of the Board of Management of Port of Hai Phong Joint Stock Company on promulgating the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company;

Pursuant to Decision No. 1950/QD-CHP dated June 29th, 2023 of Board of Management of Port of Hai Phong Joint Stock Company on issuing the Regulations of the Board of Management of Port of Hai Phong Joint Stock Company.

Article 1. Principles and Subjects of Election

1. Principles:

a. Elections shall be conducted in accordance with the law, the Charter of Hai Phong Port Joint Stock Company (*hereinafter referred to as the Company*), and these Regulations to ensure democracy and the legitimate rights of all shareholders

b. Election shall be conducted openly through voting.

2. Eligible Voters:

Shareholders holding common shares of the Company or authorized representatives attending on behalf of shareholders holding common shares of the Company (according to the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation on March 24, 2025).

Article 2. Number, Criteria, Conditions, and Procedures for Nominating Members of the Board of Management

1. Number of members of the Board of Management to be elected

The Company shall propose the specific number of members of the Board of Management to be elected based on current regulations and the Company's management needs.

2. Criteria for members of the Board of Management and the Supervisory Board

2.1 Criteria for Members of the Board of Management and Independent Members of the Board of Management

a. Criteria for Members of the Board of Management

Pursuant to Clause 1, Article 155 of the Law on Enterprises 2020 and Clause 1, Article 35 of the Charter of Organization and Operation of the Company, members of the Company's Board of Management must meet the following conditions:

- Not fall under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

- Must possess professional qualifications and experience in business management or in the field of the Company's business and are not necessarily required to be shareholders of the Company;

- May concurrently hold positions on the Board of Management of other companies;

- Not be a family member of the General Director and other managers of the Company; or of the managers or authorized personnel responsible for appointing managers of the parent company.

b. Criteria for Independent Members of the Board of Management

According to Clause 2, Article 155 of the 2020 Law on Enterprises and Clause 2, Article 35 of the Company's Charter, an Independent Member of the Board of Management must satisfy all of the following conditions:

- Not currently working for the Company, its parent company, or subsidiaries, and has not worked for the Company, its parent company, or subsidiaries for at least three consecutive years prior to the nomination;
- Not receiving salaries or remuneration from the Company, except for allowances entitled to Board members according to regulations;
- Not having a spouse, biological/adoptive parents, biological/adoptive children, or siblings who are major shareholders or executives of the Company or its subsidiaries;
- Not directly or indirectly owning at least 1% of the total voting shares of the Company;
- Not having served as a Board or Supervisory Board member of the Company for at least five consecutive years prior, unless reappointed for a maximum of two consecutive terms.

2.2 Criteria for Members of the Supervisory Board

Pursuant to Article 169 of the Law on Enterprises 2020 and Clause 2, Article 50 of the Charter on Organization and Operation of the Company, members of the Supervisory Board must meet the following criteria and conditions:

- a. Not be subject to the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Have received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
- c. Not be a family member of a member of the Board of Management, the General Director, and other managers;
- d. Not be a company manager; it is not mandatory to be a shareholder or employee of the company;
- e. Not be a family member of a manager of the parent company; the representative of capital contribution, the representative of state capital at the parent company and at the Company;
- f. Not work in the accounting or finance department of the Company;
- g. Not be a member or employee of the independent auditing firm that has audited the Company's financial statements for the three consecutive years prior.

3. Nomination of members of the Board of Management and the Supervisory Board

a. Nomination of members of the Board of Management

Pursuant to Clause 2, Clause 3, Article 33 of the Charter of Organization and Operation of the Company:

- Shareholders or groups of shareholders: owning from 10% to less than 20% of the total common shares have the right to nominate 01 candidate; owning from 20% to less than 35% of the total common shares have the right to nominate a maximum of 02 candidates; owning from 35% to less than 40% of the total common shares have the right to nominate a maximum of 03 candidates; owning from 40% to less than 50% of the total common shares have the right to nominate a maximum of 04 candidates; owning from 50% to less than 60% of the total common shares have the right to nominate a maximum of 05 candidates; owning from 60% to less than 65% of the total common shares have the right to nominate a maximum of 06 candidates; owning 65% or more of the total common shares have the right to nominate a maximum of 07 candidates.

- In case the number of candidates for the Board of Management through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Regulations of the Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

b. Nomination of members of the Supervisory Board

Pursuant to Clause 2 and Clause 3, Article 49 of the Charter of Organization and Operation of the Company:

- Shareholders or groups of shareholders: owning from 10% to below 35% of the total number of common shares with voting rights may nominate 01 candidate; owning from 35% to below 65% of the total number of common shares with voting rights may nominate a maximum of 02 candidates; owning from 65% to below 90% of the total number of common shares with voting rights may nominate a maximum of 03 candidates.

- In case the number of Supervisory Board candidates through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the Internal Regulations on Corporate Governance and the Regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced prior to the election of Supervisory Board members in accordance with the law.

4. Dossier for nominating candidates for members of the Board of Management at the 2025 General Meeting of Shareholders of the Company includes:

- a. Nomination letter for candidates to the Board of Management and the Supervisory Board;
- b. Candidate Information Sheet (as per the form provided by the Company) completed by the candidate;
- c. Certified copies of ID card/Citizen ID/Passport, degrees, and professional certificates of the candidate.
- d. Other documents as requested by the Company.

Based on the nomination dossiers of Shareholders and groups of Shareholders, the Organizing Committee shall compile a list of candidates meeting the criteria and submit to the 2025 Annual General Meeting of Shareholders.

5. Information of candidates for members of the Board of Management and the Supervisory Board to be reported at the General Meeting includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Management and Supervisory Board of other companies);
- e. Interests related to the Company and its related parties.

Brief information of the candidates shall be presented by the Presidium at the General Meeting of Shareholders before the election is conducted.

Article 3. Election method

Pursuant to Clause 3, Article 148 of the Law on Enterprises 2020 and Clause 3, Article 29 of the Charter of Organization and Operation of the Company:

The voting for members of the Board of Management and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares held multiplied by the number of members of the Board of Management to be elected, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The elected members of the Board of Management shall be determined based on the number of votes, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members to be elected at the General Meeting is reached. In case two or more candidates receive the same number of votes for the last member of the Board of Management, a vote shall be conducted (approval, disapproval, no opinion) to re-elect among the candidates with the same number of votes. The voting ratio for approval by

voting method shall be implemented in accordance with Clause 2, Article 29 of the Company's Charter.

Article 4. Ballot

The ballot is pre-installed in the electronic voting system. Some terms used in the ballot are understood and explained as follows:

+ "Total number of Represented Voting Shares": is understood as the number of voting shares including the number of shares owned by the Shareholder and/or authorized by one or more other Shareholders.

+ "Total number of votes for electing members of the Board of Management": is understood as the Total number of represented voting shares multiplied by (x) the number of BoM members to be elected.

+ "Total number of votes for Supervisory Board": is understood as the Total number of represented voting shares multiplied by (x) the number of Supervisory Board members to be elected.

+ "Number of Members to be Elected": is understood as the Total number of members of the Board of Management and the Supervisory Board to be elected at the General Meeting

Shareholders/Authorized attendees shall prepare electronic devices with internet connection (e.g., computers, tablets, mobile phones, etc.) to log in to the online General Meeting of Shareholders system and conduct the election via electronic voting.

Article 5. Method of completing the ballot

Each ballot may be used to vote for a maximum number of candidates as proposed in the Board of Management's proposal.

Shareholders/Authorized representatives attending the meeting shall cast their votes according to the following instructions:

- Case 1: Voting for one (01) candidate

The Shareholder/Authorized representative attending the meeting shall tick the square box in the "Cumulative Voting" column of the selected candidate or enter the number of votes in the "Number of Votes" section, which must equal the maximum number of votes of the Shareholder/Authorized attendee.

- Case 2: Voting for multiple candidates

+ The Shareholder/Authorized representative attending the meeting shall tick the square box in the "Cumulative Voting" column for the selected candidates, and the System will automatically distribute the votes equally among the candidates, or

+ The Shareholder/Authorized representative attending the meeting shall enter the number of votes for each candidate in the "Number of Votes" section.

- For the online voting system, in all cases, the total number of votes the Shareholder/Authorized attendee casts for the candidates must equal the maximum number of votes the Shareholder/Authorized attendee holds (*using all the votes the Shareholder/Authorized attendee holds*).

Note: If the Shareholder/Authorized attendee both ticks the “Equally Distributed Cumulative Voting” box and enters a number in the “Number of Votes” box, the result will be based on the number of votes in the “Number of Votes” box (*in case of a valid ballot*).

Article 6. Voting Procedure

Starting from 08:00 on April 29, 2025, the electronic voting system shall be opened. The voting process shall commence when the electronic voting system is opened and continue until the Chairman of the General Meeting or the Vote Counting Committee announces the end of the voting period. Shareholders/Authorized attendees who exercise their voting rights from the time the electronic voting system is opened shall be counted as attendees of the online AGM. The voting deadline shall be displayed on the electronic voting system’s notification for shareholders to easily monitor. After the voting period ends, the system will no longer accept any additional votes.

After completing the ballot, the Shareholder/Authorized attendee shall click “Vote” to save and send the voting results to the system. The Shareholder/Authorized attendee has the right to change the voting results until the electronic voting period ends. The final recorded vote will be the last one submitted before the electronic voting period concludes.

Article 7. Invalid ballots

The following ballot shall be deemed invalid by the system:

+ The number of candidates selected by the Shareholder/Authorized attendee exceeds the number of members of the Board of Management/Supervisory Board approved for supplementary election by the General Meeting of Shareholders.

+ The total number of votes cast for candidates is either more or less than the total number of voting ballots allocated for electing Board of Management/Supervisory Board members.

+ The ballot is submitted after the voting period has ended.

For invalid ballot, the electronic voting system will issue a warning to the Shareholders/Authorized attendees participating in the online General Meeting of Shareholders and casting electronic votes. The Shareholders/Authorized attendees are responsible for adjusting the ballot. The system will not record invalid ballots, and the Shareholders/Authorized representative shall be deemed as having not participated in the electronic voting process.

Article 8. Principle for Determining Election

- The elected members of the Board of Management/Supervisory Board shall be determined based on the number of votes, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case two or more candidates receive the same number of votes for the last member of the Board of Management/Supervisory Board, a vote shall be conducted (approval, disapproval, no opinion) to re-elect among the candidates with the same number of votes using the method as stipulated in Article 3 of this Regulation.

- If the first voting round does not produce a sufficient number of elected members, additional rounds shall be conducted until the required number of members is elected.

Article 9. Vote Checking, Casting, and Counting

1. The Vote Counting Committee, introduced by the Presidium and approved by the General Meeting of Shareholders, is responsible for conducting the vote counting and announcing the vote counting results.

2. The voting process will start at 08:00 on April 29, 2025 and end when the Chairman declares the conclusion of the voting period.

3. The vote counting will be conducted by the vote counting committee immediately after the voting period has ended.

Article 10. Preparation and Announcement of Vote Counting Results

1. After counting the votes, the Vote Counting Committee shall prepare a Vote Counting Report.

2. The Vote Counting Report must include the following key details:

a. Time and location of the Vote Counting Report preparation;

b. Composition of the Vote Counting Committee;

c. Purpose and content of the vote;

d. Total number of Shareholders/Authorized attendees participating in the meeting and the corresponding number of votes, total number of Shareholders/Authorized attendees participating in the election and the corresponding number of votes; the ratio of votes of Shareholders/Authorized attendees participating in the vote to the total number of votes of Shareholders/Authorized attendees participating in the meeting (by cumulative voting method), number of valid/invalid votes, number of votes for each candidate for member of the Board of Management/Supervisory Board;

e. Election results;

f. Signatures of the members of the Vote Counting Committee.

3. The full text of the Vote Counting Report shall be announced by the Vote Counting

Committee before the General Meeting and recorded in the Resolution of the General Meeting.

Article 11. Complaints Regarding the Election and Vote Counting

Any complaints regarding the election results shall only be considered at the General Meeting; shareholders shall not object to this validity at any other time. In case of disagreement regarding the election procedures or election results, the Vote Counting Committee shall review and seek the General Meeting's decision.

Article 12. Effectiveness of this Regulation

This regulation shall take effect immediately upon approval by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company at the General Meeting on April 29, 2025.

**PP. BOARD OF MANAGEMENT
CHAIRMAN**

(Signed)

Pham Hong Minh