



DRAFT

PROPOSAL

Amending and promulgating the Operational Regulations of the Board of Management of Port of Hai Phong Joint Stock Company

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 a number of 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 amending 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 operational situation of the Board of Management of 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 Operating Regulations of the Board of Management in 2023 (Decision No. 1948/QD-CHP dated June 29, 2023) and the first Appendix on amendments and supplements to the Operating Regulations of the Board of Management in 2025 (Decision No. 1858/QD-CHP dated May 07, 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 finalization of the proposed amendments to the Operating Regulations of the Board of Management.

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

(The full draft of the amended Operating Regulations of the Board of Management of the Company is posted on the Company's website)

**PROPOSED AMENDMENTS AND SUPPLEMENTS
TO THE OPERATING REGULATIONS OF THE BOARD OF
MANAGEMENT OF THE COMPANY**

Article/Clause	Current content	Proposed amendment	Reason
A	CONTENT		
Clause 3, Article 4 - Rights and obligations of members of the Board of Management	Independent members of the Company's Board of Management must prepare an evaluation report on the activities of the Board of Management	Independent members of the Company's Board of Management must prepare an evaluation report on the activities of the Board of Management. In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;	Supplemented in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025
Article 6 - Term of office and number of members of the Board of Management	Not yet regulated	The composition of the Company's Board of Management must ensure a minimum of 02 members of the Board of Management are non-executive members	Amended in accordance with the provisions of Point 79, Clause 1, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025
Point a, Clause 4, Article 6 - Term of office and number of members of the Board of	The total number of independent members of the Board of Management must ensure a minimum of 02 independent members;	a. Based on governance objectives, the composition of the Company's Board of Management may include independent members of the Board of Management. In the event that the Company is a	Amended in accordance with current legal regulations

Management		listed company, the composition and number of independent members of the Board of Management shall be implemented in accordance with the provisions of law;	
Point e, Clause 1, Article 7 - Standards and conditions for members of the Board of Management	None	e. Other standards in accordance with current legal regulations in the event that the Company is a public company or a listed company	This content is supplemented to allow for flexible application when there are changes in regulations
Point j, Clause 2, Article 12 - Rights and obligations of the Board of Management	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 the Company's Charter;	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 the Company's Charter;	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 12 - 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: d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the performance of the Board of Management	3. The Board of Management must report its performance results to the General Meeting of Shareholders at the Annual General Meeting of Shareholders on the following contents: d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the performance of the Board of Management. In the event that the Company is	Supplemented in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025

		a listed company, each independent member of the Board of Management shall prepare a separate report	
Article 13 - Duties and powers of the Board of Management in approving and signing transaction contracts	<p>1. The Board of Management shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the latest financial statements, or another smaller percentage or value as stipulated in the Company Charter, between the Company and one of the following parties:</p> <p>a. Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their related persons;</p> <p>b. Shareholders or authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;</p> <p>c. Enterprises related to the parties specified in Clause 2, Article 164 of the Law on Enterprises.</p> <p>2. The Company's representative who signs the aforementioned contracts or transactions must notify the members of the Board of Management and the members of the Supervisory Board of the related parties to such contracts or transactions, accompanied by the draft contract or the main contents of the transaction. The Board of Management shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice,</p>	<p>1. The Board of Management shall decide on and approve the contents of contracts and transactions in accordance with the Charter, the Company's internal management regulations, and current laws.</p> <p>2. For contracts and transactions between the Company and related persons as prescribed in the Company's Charter and current laws, the Company's representative who signs the contract or transaction must notify the members of the Board of Management and the members of the Supervisory Board of the related parties to such contract or transaction, accompanied by the draft contract or the main contents of the transaction. The Board of Management shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter stipulates a different time limit; 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>	Adjust this content to be more comprehensive

	unless the Company's Charter stipulates a different time limit; 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.		
Point a, Clause 3, Article 14 - Responsibilities of the Board of Management in convening an Extraordinary General Meeting of Shareholders	<p>3. The convener of the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a 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 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;</p>	<p>3. The convener of the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a 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 register of security owners of the Company. 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;</p>	Amended in accordance with Clause 21, Article 1 of the Law on Enterprises No. 76/025/QH15
Clause 2, Article 18 - Meetings of the Board of Management	The Board of Management must meet at least once every quarter and may hold extraordinary meetings	The Board of Management must 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 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	Adjust this content to suit practical implementation

		regulations	
Clauses 1 and 2 of Article 29 - Enforcement Provisions and Article 2 of the Appendix on amendments and supplements to the Regulations	<p>Article 29 - Regulations</p> <p>1. These Regulations consist of 07 Chapters and 29 Articles, and were unanimously passed and approved in their entirety by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which authorized the Company's Board of Management to issue and implement them starting from June 29, 2023.</p> <p>2. These Regulations replace the Operating Regulations of the Board of Management issued together with Decision No. 1208/QD-CHP dated April 29, 2021, of the Board of Management of Port of Hai Phong Joint Stock Company.</p> <p>Article 2 – Appendix on amendments and supplements to the Regulations</p> <p>This first Appendix on amendments and supplements to the Operating Regulations of the Board of Management of Port of Hai Phong Joint Stock Company replaces the corresponding provisions of the current Operating Regulations of the Board of Management of Port of Hai Phong Joint Stock Company and takes effect from the date of signing and issuance. Other provisions of the Operating Regulations of the Board of Management of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29, 2023, remain valid and legally effective.</p>	<p>1. These Regulations consist of 07 Chapters and 29 Articles, and were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which accepted their full validity and authorized the Board of Management to issue and implement them starting from April 23, 2026.</p> <p>2. These Regulations replace the Operating Regulations of the Board of Management issued under Decision No. 1950/QD-CHP dated June 29, 2023, of the Board of Management of Port of Hai Phong Joint Stock Company and the Appendix on the first amendment and supplement to the Operating Regulations of the Board of Management issued under Decision No. 1858/QD-CHP dated May 07, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company.</p>	Amend the content to be consistent with the time of re-issuance of the Regulations
	Supervisor	Member of the Supervisory Board	Standardize terminology in accordance with

			the Charter
B	FORMAT		
	Numbering of contents Spelling errors	Adjust the numbering of the amended contents Correct spelling errors	
	Appendix on the first amendment and supplement to the Internal Regulations on Corporate Governance issued under Decision No. 1858/QD-CHP dated May 07, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company	Consolidate these contents into the Regulations and amend/supplement them as proposed in this Submission	

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

- To approve the amendment and issuance of the Operating Regulations of the Board of Management as proposed in this Submission and the Operating Regulations of the Board of Management 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 amendment and supplementation of the Operating Regulations of the Board of Management 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 promulgate the Operating Regulations of the Board of Management 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