

DRAFT

CHAPTER I
GENERAL PROVISIONS

Article 1. Interpretation of terms

1. In these Regulations, the following terms shall have the meanings as follows:

- a. “Company” means Port of Hai Phong Joint Stock Company;
- b. “Company Charter” means the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved and promulgated by the General Meeting of Shareholders of the Company;
- c. “General Meeting of Shareholders” means the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company;
- d. “Board of Management” means the Board of Management of Port of Hai Phong Joint Stock Company;
- e. “Supervisory Board” means the Supervisory Board of Port of Hai Phong Joint Stock Company;
- f. “Executive Board” includes: the General Director, Deputy General Directors, and the Chief Accountant of the Company.

2. Other terms used in these Regulations shall have the meanings as set forth in the Company Charter and applicable laws.

Article 2. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on the Operation of the Board of Management stipulate the organizational structure, operating principles, powers, and obligations of the Board of Management and its members in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Management and the members of the Board of Management of the Company.

Article 3. Operating principles of the Board of Management

1. The Board of Management operates on the principle of collectivity. Members of the Board of Management are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Management regarding the development of the Company.

2. The Board of Management assigns the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Management.

CHAPTER II

MEMBERS OF THE BOARD OF MANAGEMENT

Article 4. Rights and obligations of members of the Board of Management

1. Members of the Board of Management have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Management have obligations as prescribed in the Company Charter and the following obligations:

a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b. Attend all meetings of the Board of Management and provide opinions on matters brought up for discussion; discuss and vote on matters within the decision-making authority of the Board of Management via mail, fax, or telephone. When unable to attend a meeting of the Board of Management, Board members may authorize another Board member or another person to attend, or send written opinions on the matters scheduled for discussion at the meeting. Such authorization must be made in writing and sent to the Chairman of the Board of Management at least 02 working days in advance; the authorizing person shall bear all responsibilities arising from their authorization. The participation of the person authorized by a Board member to attend the meeting shall only be considered valid if approved by a majority of the Board members;

c. Promptly and fully report to the Board of Management all remuneration received from subsidiaries, affiliated companies, and other organizations;

d. Report to the Board of Management at the nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds control of 50% or more of the charter capital, and Board members or their related persons; and transactions between the Company and companies in which a Board member was a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

e. Disclose information when conducting transactions of the Company's shares in accordance with the provisions of law.

3. Independent members of the Company's Board of Management must prepare assessment reports on the activities of the Board of Management.

In the event that the Company is a listed company, each independent member of the Company's Board of Management must prepare an assessment report on the activities of

the Board of Management.

Article 5. Right of members of the Board of Management to be provided with information

1. Members of the Board of Management have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by the members of the Board of Management.

3. Order and procedures for requesting information:

a. A request for information from a member of the Board of Management may be made in writing or via email and sent to the individuals mentioned in Clause 1 of this Article, while simultaneously sending the request to the Company Secretary department. The request must include the content of the information to be provided and the specialized department responsible for providing it. Depending on specific cases, the member of the Board of Management may request a deadline and method for providing the information (documents sent directly to the member of the Board of Management or through the Company Secretary);

b. The Company Secretary shall report to the Chairman of the Board of Management on the requests of Board members;

c. The General Director, Deputy General Directors, and other managers of the Company shall direct specialized departments to provide information to Board members in the notified manner;

d. The Company Secretary is responsible for monitoring the progress of information provision by specialized departments, ensuring that Board members receive the information as requested.

Article 6. Term of office and number of members of the Board of Management

1. The Board of Management consists of 07 members.

2. The term of office of a Board member shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management for no more than 02 consecutive terms.

3. In the event that all Board members end their terms at the same time, such

members shall continue to serve as Board members until new members are elected to replace them and take over the work, unless otherwise provided in the Company's Charter.

4. The composition of the Board of Management must ensure that at least 02 members are non-executive members

5. Independent members of the Board of Management:

a. Based on governance objectives, the composition of the Board of Management may include independent members.

In the event that the Company is a listed company, the composition and number of independent Board members shall comply with the provisions of law;

b. In addition to the rights and obligations of a member of the Board of Management as prescribed in the Company's Charter and current laws, the Chairman of the Board of Management may assign additional tasks to independent members of the Board of Management based on their areas of expertise to enhance the Board's supervision and direction over the General Director and other members of the Executive Board, provided that such tasks do not exceed the limits of authority of a Board member as prescribed by law and the Company's Charter;

c. Organization and coordination of activities of independent members of the Board of Management:

- Independent members of the Board of Management shall proactively establish organization methods and coordination mechanisms based on mutual agreement and consensus among members, ensuring no violation of the provisions set forth in the Company's Charter, the Company's Internal Governance Regulations, and current laws.

- Independent members of the Board of Management are responsible for reporting to the Board of Management on the organization methods and coordination mechanisms at the beginning of each term or whenever changes occur.

Article 7. Standards and conditions for members of the Board of Management

1. Members of the Board of Management must satisfy the following standards and conditions:

a. Not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b. Possessing professional qualifications and experience in business management or in the Company's business fields, sectors, or industries, and not necessarily being a shareholder of the Company;

c. A member of the Board of Management may concurrently be a member of the Board of Management of another company;

d. Not being a family relative of the General Director and other managers of the Company; or of the managers and persons with the authority to appoint managers of the parent company;

e. Other criteria as prescribed by current laws in the event that the Company is a public company or a listed company.

2. Independent members of the Board of Management as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:

a. Not currently working for the Company, the parent company, or a subsidiary of the Company; not having worked for the Company, the parent company, or a subsidiary of the Company for at least the 03 consecutive preceding years;

b. Not currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Management are entitled to according to regulations;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, or biological sister is a major shareholder of the Company, or a manager of the Company or its subsidiary;

d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e. Not having been a member of the Board of Management or the Supervisory Board of the Company for at least the 05 consecutive preceding years, except for cases of being appointed for 02 consecutive terms.

3. Independent members of the Board of Management must notify the Board of Management of their failure to satisfy the criteria and conditions prescribed in Clause 2 of this Article and shall automatically cease to be independent members of the Board of Management from the date of such failure. The Board of Management must notify the case where an independent member of the Board of Management no longer satisfies the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional member or replace the independent member of the Board of Management within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Management.

Article 8. Chairperson of the Board of Management

1. The Chairperson of the Board of Management shall be elected, removed, or dismissed by the Board of Management from among the members of the Board of Management.

2. The Chairperson of the Board of Management of the Company shall not concurrently hold the position of General Director.

3. The Chairperson of the Board of Management has the following rights and obligations:

a. To establish the programs and activity plans of the Board of Management;

b. To prepare the agenda, content, and documents for meetings or for collecting opinions from members of the Board of Management; to convene, preside over, and chair meetings of the Board of Management; to organize the adoption of resolutions and decisions of the Board of Management;

c. To supervise the implementation of resolutions and decisions of the Board of Management;

d. To convene and chair the General Meeting of Shareholders on behalf of the Board of Management;

e. On behalf of the Board of Management, sign decisions and resolutions of the Board of Management; sign other documents to handle matters within the powers and obligations of the Board of Management;

f. Ensure that members of the Board of Management receive full, objective, and accurate information and have sufficient time to discuss matters that the Board of Management must consider;

g. Prepare work plans and assign duties to members of the Board of Management. The specific task assignments for each member must be in writing and signed by the Chairman of the Board of Management;

h. Supervise members of the Board of Management in the performance of assigned tasks;

i. Exercise the powers and perform the duties of the Legal Representative in accordance with the Company's Charter and current laws;

j. Exercise other powers and perform other duties as prescribed by law and the Company's Charter.

4. In the event that the Chairman of the Board of Management submits a resignation letter or is dismissed or removed from office, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of

dismissal or removal.

5. In the event that the Chairman of the Board of Management is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management. In the event that there is no authorized person or the Chairman of the Board of Management is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or compulsory educational establishment, absconding from his/her place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Management according to the principle of majority approval of the remaining members until a new decision is made by the Board of Management.

6. When deemed necessary, the Board of Management shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

a. Assisting in organizing and convening the General Meeting of Shareholders and meetings of the Board of Management; recording meeting minutes;

b. Assisting members of the Board of Management in exercising their assigned rights and performing their assigned obligations;

c. Assisting the Board of Management in applying and implementing corporate governance principles;

d. Assisting the Company in building shareholder relations and protecting the legal rights and interests of shareholders; complying with obligations regarding information provision, information disclosure, and administrative procedures;

e. Other rights and obligations as prescribed by current laws.

Article 9. Dismissal, removal, replacement, and addition of members of the Board of Management

1. The General Meeting of Shareholders shall dismiss a member of the Board of Management in the following cases:

a. Failure to satisfy the standards and conditions as prescribed in Article 35 of the Company Charter;

b. Submission of a resignation letter which is approved;

c. Having restricted or lost civil act capacity, or having difficulties in cognition or

behavior control.

2. The General Meeting of Shareholders shall remove a member of the Board of Management in the following cases:

a. Failure to participate in the activities of the Board of Management for six (06) consecutive months, except in cases of force majeure;

b. No longer being the authorized representative of an institutional shareholder according to the decision of such organization;

c. Being the authorized representative of an institutional shareholder, but such organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Management; or dismiss or remove a member of the Board of Management in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Management must convene a General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:

a. The number of members of the Board of Management is reduced by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Management is reduced, failing to ensure the minimum number required under Clause 4, Article 34 of the Company Charter.

c. Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Management who have been dismissed or removed at the nearest meeting.

Article 10. Procedures for electing, dismissing, and removing members of the Board of Management

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Management. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Management shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Management must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of Board members, the shareholder or group of shareholders specified in this clause is entitled to nominate one or more persons as candidates for the Board of Management as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Management and other shareholders.

2. In the event that the number of candidates for the Board of Management through nomination and candidacy remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Management shall nominate additional candidates or organize the nomination in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Management. The nomination of additional candidates by the incumbent Board of Management must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

3. The voting to elect members of the Board of Management must be conducted via the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Management, and shareholders have the right to cast all or part of their total votes for one or more candidates. Successful candidates for the Board of Management shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Board of Management, a re-election shall be held among the candidates with equal votes, or a selection shall be made based on the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. The election, dismissal, and removal of members of the Board of Management shall be decided by the General Meeting of Shareholders through voting.

Article 11. Notification of election, dismissal, and removal of members of the Board of Management

1. In cases where candidates for the Board of Management have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of

Management must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Management. Information related to candidates for the Board of Management to be disclosed includes:

- a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work history;
 - d. Other management positions (including Board of Management positions in other companies);
 - e. Interests related to the Company and the Company's related parties;
 - f. The Company is responsible for disclosing information about companies in which the candidate holds the position of a member of the Board of Management, other management positions, and the candidate's interests related to the Company (if any).
2. The Company shall disclose information regarding the election, dismissal, and removal of members of the Board of Management in accordance with regulations on public company governance.

Chapter III

BOARD OF MANAGEMENT

Article 12. Rights and obligations of the Board of Management

1. The Board of Management is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those within the authority of the General Meeting of Shareholders.
2. The Board of Management has the following powers and duties:
 - a. To decide on the strategy, medium-term development plans, and quarterly/semi-annual/annual business plans, as well as the annual labor utilization and recruitment plans of the Company; to decide on project investments, procurement, repairs, maintenance, dredging, and urgent extraordinary expenses for production and business operations arising outside the Company's annual plan approved by the General Meeting of Shareholders;
 - b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. To recommend the classes of shares and the total number of authorized shares to be offered for each class;

d. To decide on the sale of unsold shares within the limit of authorized shares to be offered for each class; to decide on raising capital in other forms;

e. To decide on the selling price of the Company's shares and bonds; to propose the issuance of convertible bonds and bonds with warrants;

f. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 10 of the Company's Charter;

g. To decide on market development, marketing, and technology solutions;

h. To decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements and within the limits prescribed by law;

i. To decide on the liquidation and disposal of assets with a value of less than 35% of the total asset value recorded in the Company's latest financial statements;

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 latest 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;

k. To decentralize or authorize the General Director to decide on investment plans and investment projects; plans for liquidation and disposal of fixed assets, leasing and renting of fixed assets; borrowing and lending; internal regulations of the Company and other matters within the decision-making authority of the Board of Management;

l. To elect, relieve from duty, or remove the Chairman of the Board of Management; to appoint, relieve from duty, sign contracts with, or terminate contracts with the General Director; to decide on the salary, rewards, discipline, and other benefits of the General Director;

m. To appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons; to nominate candidates for the Board of Management or the Supervisory Board, or to recommend the appointment of supervisors in other enterprises;

n. To decide on the appointment, dismissal, signing of contracts, termination of

contracts, salary, rewards, discipline, and other benefits for the Deputy General Director and Chief Accountant upon the recommendation of the General Director;

o. To approve the General Director's appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for Directors of subordinate branches, Heads of departments, and equivalent positions;

p. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

q. To decide on changes to and the form and content of the Company's logo;

r. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital to or purchase of shares in other enterprises; to decide on outbound capital investments;

s. To approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

t. To submit the audited annual financial statements to the General Meeting of Shareholders;

u. To recommend the dividend rate to be paid; to decide on the timeline and procedures for dividend payment or the handling of losses incurred during business operations;

v. To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

w. To decide on the issuance of the Operating Regulations of the Board of Management and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders;

x. Report to the General Meeting of Shareholders at the most recent Annual General Meeting of Shareholders on the contents approved in previous General Meeting of Shareholders resolutions that have not yet been implemented. In case of changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation;

y. Other rights and obligations as prescribed by law, the Company Charter, and the Company's internal management regulations and rules that do not fall under the decision-making authority of the General Meeting of Shareholders.

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:

a. Remuneration, operating expenses, and other benefits of the Board of Management and each member of the Board of Management in accordance with Clause 3, Article 38 of the Company Charter;

b. Summary of Board of Management meetings and Board of Management decisions;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

d. Activities of independent members of the Board of Management and the evaluation results of independent members of the Board of Management regarding the performance 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;

e. Activities of other sub-committees under the Board of Management (if any);

f. Results of supervision over the General Director;

g. Results of supervision over other executives;

h. Future plans.

4. The Board of Management adopts resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Except for the cases specified in Clause 2, Article 167 of the Law on Enterprises, each member of the Board of Management shall have one (01) vote.

5. In the event that a resolution or decision adopted by the Board of Management is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company Charter, thereby causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable personally for such resolution or decision and must compensate the Company for the damages; members who opposed the adoption of the aforementioned resolution or decision shall be exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or annul the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Management in approving and signing contracts and transactions

1. The Board of Management decides on and approves the contents of contracts and transactions in accordance with the Charter, the internal management regulations of the Company, and current laws.

2. For contracts and transactions between the Company and related persons as prescribed in the Company Charter and current laws, 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 enclose 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 Charter stipulates a different time limit; members of the Board of Management with interests related to the parties in the contract or transaction shall not have the right to vote.

Article 14. Responsibilities of the Board of Management in convening the Extraordinary General Meeting of Shareholders

1. The Board of Management must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Management deems it necessary for the interests of the Company;
- b. The remaining number of members of the Board of Management or the Supervisory Board is less than the minimum number of members required by law;
- c. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 18 of the Company Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collect sufficient signatures of the relevant shareholders;

- d. At the request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Management must notify the convening of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board falls below the minimum number required by the Company's Charter, or upon receiving a request as stipulated in points c and d, Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders must perform the following tasks:

a. 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 compiled based on the register of shareholders and the register of security holders of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled 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 compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the resolution of the General Meeting of Shareholders based on the proposed content of the meeting;

e. Determine the time and venue for the meeting;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g. Other tasks to serve the meeting.

Article 15. Sub-committees assisting the Board of Management

1. The Board of Management may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The term of office, roles, responsibilities, and authority of the subcommittee and each of its members are specifically stipulated in the Decision on the establishment of the subcommittee.

2. The Board of Management decides on the number, structure, standards, appointment, dismissal, and replacement of subcommittee members. The number of subcommittee members shall be at least 03, including members of the Board of Management and external members.

3. Operating principles of the subcommittees under the Board of Management:

a. The activities of the subcommittee must comply with the regulations of the Board of Management. A resolution of the subcommittee shall only take effect when it is approved by a majority of members attending and voting at the subcommittee meeting;

b. The implementation of decisions of the Board of Management or its subcommittees must be in accordance with current legal regulations and the provisions of

the Company Charter and the Internal Regulations on Corporate Governance;

c. The subcommittee is responsible for drafting its own regulations and operating principles, including detailed provisions on meeting activities, reporting duties and responsibilities, and other matters to be submitted to the Board of Management for approval;

d. The Head of the subcommittee is responsible for:

- Report to the Board of Management on the sub-committee's activities every six months (prior to the time the Company prepares its periodic corporate governance report) or at the request of the Chairman of the Board of Management or when deemed necessary;

- Implement necessary management measures to ensure the sub-committee successfully fulfills the tasks assigned by the Board of Management.

Article 16. Person in charge of corporate governance

1. The Board of Management shall appoint at least one (01) person as the Person in charge of corporate governance to support the effective conduct of corporate governance activities. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The term of office of the Person in charge of corporate governance shall be decided by the Board of Management, for a maximum of 05 years.

3. The criteria, rights, obligations, and the appointment and dismissal of the Person in charge of corporate governance shall be carried out in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and relevant current legal provisions.

Article 17. Assisting body of the Board of Management

1. Direct assisting departments: including the Company Secretariat and the Internal Audit Department.

a. Company Secretariat: The Board of Management shall decide on the establishment, structure, powers, responsibilities, working mechanism, and other related matters of the Company Secretariat, which shall be specified in a separate regulation.

b. Internal Audit Department: The Board of Management of the Company shall decide on the establishment, structure, powers, responsibilities, working mechanism, and other related contents of the Internal Audit Department, which are specifically provided for in a separate regulation.

2. General Assisting Units: Professional departments, centers, and branches are

established to perform advisory and general assisting functions for the Board of Management and the General Director in the governance and management of the Company, and are responsible for reporting relevant matters upon request.

CHAPTER IV

MEETINGS OF THE BOARD OF MANAGEMENT

Article 18. Meetings of the Board of Management

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 07 working days from the date of completion of the election of that Board of Management. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect one person among them by majority vote to convene the Board of Management meeting.

2. The Board of Management must meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be organized in the form of in-person meetings, online meetings, hybrid meetings (in-person combined with online), and/or other forms as decided by the Chairman of the Board of Management or the person convening the meeting, in accordance with current legal regulations.

3. The Chairman of the Board of Management shall convene a meeting of the Board of Management in the following cases:

a. Upon the request of the Supervisory Board or an independent member of the Board of Management;

b. Upon the request of the General Director or at least 05 other managers;

c. Upon the request of at least 02 members of the Board of Management.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and issues to be discussed and decided upon within the authority of the Board of Management.

5. The Chairman of the Board of Management must convene a meeting of the Board of Management within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman of the Board of Management fails to convene a meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting of the Board of Management instead.

6. The Chairman of the Board of Management or the convener shall send the notice of meeting as follows:

a. The Chairman of the Board of Management or the convener of the Board of Management meeting must send the notice of meeting at least 05 working days prior to the meeting date. The notice of meeting must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice of meeting must be accompanied by documents to be used at the meeting and voting slips for members;

b. The notice of meeting of the Board of Management may be sent by invitation letter, telephone, fax, or electronic means, and the Company Secretary is responsible for checking and ensuring that the members of the Board of Management receive the notice of meeting;

c. Board of Management meeting documents are sent via email prior to the meeting and may be updated or replaced until the time of the meeting. Each attending member shall receive one set of meeting documents;

d. The Chairman of the Board of Management or the convener of the Board meeting shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Management. Members of the Supervisory Board have the right to attend Board of Management meetings and the right to discuss, but do not have the right to vote;

e. The Chairman of the Board of Management or the convener of the Board meeting has the right to invite other participants in addition to the members of the Board of Management and the Supervisory Board. These participants shall receive a set of documents relevant to the content they are required to report on and may provide opinions, but do not have the right to vote.

7. Composition of participants in Board of Management meetings:

a. The composition of invitees to the Board of Management meeting shall be decided by the Chairman of the Board of Management. The Board of Management may invite the General Director (if not a member of the Board of Management) or other individuals (Deputy General Directors, Heads of professional departments/divisions/centers, or leaders of relevant branches to attend, report on work, and provide opinions) to attend Board of Management meetings when necessary;

b. The Supervisory Board has the right to participate in regular meetings of the Board of Management. For extraordinary meetings of the Board of Management, based on the meeting content, the Chairman of the Board of Management shall decide whether

to invite the Supervisory Board or the Head of the Supervisory Board to attend.

8. A meeting of the Board of Management shall be conducted when at least three-quarters (3/4) of the total members are present. In the event that a meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for a second time within 03 days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Management attend.

9. A member of the Board of Management is deemed to attend and vote at a meeting in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11, Article 40 of the Company Charter;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting papers to the meeting via mail, fax, or email;

10. In the case of sending voting papers to the meeting via mail, the voting papers must be placed in a sealed envelope and delivered to the Chairman of the Board of Management no later than 01 hour before the opening. Voting papers shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Management. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Management.

12. Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall belong to the side that has the opinion of the Chairman of the Board of Management.

13. A resolution in the form of collecting written opinions shall be passed on the basis of the approval of the majority of the members of the Board of Management with voting rights. Such resolution shall have the same effect and validity as a resolution passed at a meeting.

Article 19. Minutes of Board of Management meetings

1. Meetings of the Board of Management must be minuted and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in English, including the following main

contents:

- a. Name, head office address, enterprise code;
- b. Time and location of the meeting;
- c. Purpose, agenda, and contents of the meeting;
- d. Full names of each attending member or authorized representative and the method of attendance; full names of members not attending and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions expressed by each attending member in the chronological order of the meeting;
- g. Voting results, clearly stating members who voted in favor, against, or abstained;
- h. Issues that were passed and the corresponding voting ratio;
- i. Full names and signatures of the chairperson and the person recording the minutes, except for the cases specified in Clause 2 of this Article.

2. In the event that the chairperson or the minutes-taker refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Management who attended and agreed to approve the minutes, and contain all the required contents as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The meeting minutes shall clearly state the refusal of the chairperson or the minutes-taker to sign the minutes. Persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Management' meeting minutes. The chairperson and the minutes-taker shall be personally liable for any damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Company's Charter and relevant laws.

3. The chairperson, the minutes-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Management' meeting minutes.

4. The Board of Management' meeting minutes and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and English shall be equally valid. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

6. The Chairman of the Board of Management is responsible for sending the minutes of the Board of Management' meeting to the members, and such minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to

the content of the minutes within 10 days from the date of sending. The minutes must be signed by the chairperson and the minute-taker, except for the cases specified in Clause 2 of this Article.

Article 20. Authority and procedures for collecting written opinions from members of the Board of Management

1. The Board of Management has the right to collect written opinions from members of the Board of Management to adopt resolutions of the Board of Management when passing matters within the authority of the Board of Management as prescribed in Clause 2, Article 37 of the Company Charter.

2. A resolution in the form of collecting written opinions shall be adopted based on the approval of the majority of the members of the Board of Management who have the right to vote. This resolution shall have the same effect and validity as a resolution adopted at a meeting.

3. The collection of written opinions from members of the Board of Management shall be carried out as follows:

a. The Chairman of the Board of Management shall decide on the collection of written opinions from members of the Board of Management;

b. The Company Secretariat shall draft the Opinion Form and compile the necessary documents related to the matters for which opinions are sought. The Opinion Form and accompanying documents must be ensured to be sent to each member of the Board of Management via the most effective method approved by the Board member (*including: mail, email, fax, etc.*). The Opinion Form, responded to and confirmed by the Board member, shall be sent back to the Company Secretariat within the prescribed time limit;

c. The time limit for seeking written opinions from members of the Board of Management must ensure sufficient time for the Board members to study and review the matters for which opinions are sought and must be consistent with the deadline by which the Board of Management needs to provide directing opinions on such matters;

d. In case a member of the Board of Management finds insufficient grounds to provide an opinion, they shall note the request on the Opinion Form so that the Company Secretariat can forward it to the relevant units and individuals to provide additional information, documents, and explanations;

e. For Proposals submitted to the Board of Management by the Chairman of the Board, a Board member, or the General Director (*in cases where the General Director is also a member of the Board of Management*), it is deemed that the signatory of the Proposal has provided a written opinion agreeing with the submitted content;

f. The Company Secretariat shall perform the vote counting procedures and prepare summary minutes of the opinion solicitation forms from the members of the Board of Management; draft resolutions, decisions, and documents to report to the Chairman of the Board of Management or the authorized person for review and issuance if the required approval ratio is met; in cases where there are dissenting opinions or no opinions, report to the Chairman of the Board of Management or the authorized person for instructions on handling measures in accordance with regulations and the Company Charter;

g. Summary minutes of the opinion solicitation forms from the members of the Board of Management and resolutions and decisions of the Board of Management in accordance with the Company's regulations;

h. Completed and confirmed opinion solicitation forms, summary minutes of the opinion solicitation forms from the members of the Board of Management, the full text of approved resolutions and decisions, and relevant documents and records must be archived at the Company Secretariat in accordance with regulations.

Article 21. Archiving of records and documents of the Board of Management

1. Records and documents related to the activities of the Board of Management shall be archived and kept confidential at the Company Secretariat and the Company's headquarters in accordance with the Company's regulations and current laws.

2. The Company Secretariat must maintain a register for incoming and outgoing documents, minutes, and resolutions of the Board of Management in accordance with the law on clerical and archival regimes and the Company's regulations; apply information technology to ensure that searching, researching, and extracting are easy and convenient.

3. For internal documents that affect customers or the Company's business operations, authorized persons such as members of the Board of Management and members of the Supervisory Board are only permitted to review records and documents at the Company's Office. In case there is a need to copy or take these records and documents out of the Company's Office, there must be consent or a written request sent to the Chairman of the Board of Management.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 22. Submission of annual reports

1. At the end of the fiscal year, the Board of Management must submit the following reports to the General Meeting of Shareholders:

a. Report on the Company's business results;

- b. Financial statements;
- c. Report on the evaluation of the Company's management and administration;
- d. Appraisal report of the Supervisory Board;

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's headquarters no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly examine the reports specified in this Article by themselves or together with lawyers, accountants, or auditors who possess practicing certificates.

Article 23. Remuneration, bonuses, and other benefits of members of the Board of Management

1. The Company has the right to pay remuneration and bonuses to members of the Board of Management based on business results and efficiency.

2. Members of the Board of Management are entitled to remuneration for work and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of the members of the Board of Management and the daily remuneration rate. The Board of Management shall estimate the remuneration level for each member based on the principle of consensus. The total amount of remuneration and bonuses for the Board of Management shall be determined by the General Meeting of Shareholders at the annual meeting. The payment of salaries, remuneration, bonuses, and other benefits to members of the Board of Management shall be implemented in accordance with the Company's internal regulations on salaries and bonuses.

3. Remuneration for each member of the Board of Management shall be recorded as business expenses of the Company in accordance with the provisions of corporate income tax law, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Management holding executive positions, or members of the Board of Management working on sub-committees of the Board, or performing other tasks outside the scope of the normal duties of a member of the Board of Management, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of

Management.

5. Members of the Board of Management are entitled to reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Management, including expenses arising from attending General Meetings of Shareholders, meetings of the Board of Management, or sub-committees of the Board of Management.

6. Members of the Board of Management may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law and the Company's Charter.

Article 24. Disclosure of related interests

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers of the Company must disclose their related interests to the Company, including:

a. Name, enterprise identification number, head office address, and business lines of any enterprise in which they are the owner or hold contributed capital or shares; the ownership ratio and the time of becoming the owner or holder of such contributed capital or shares;

b. Name, enterprise identification number, head office address, and business lines of any enterprise in which their related persons are the owner, or jointly or individually hold contributed capital or shares exceeding 10% of the charter capital.

2. The disclosure stipulated in Clause 2 of this Article must be performed within 07 working days from the date the related interest arises; any amendment or supplement must be notified to the company within 07 working days from the date of such amendment or supplement.

3. Members of the Board of Management who, in their own name or on behalf of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Management and may only perform it upon approval by a majority of the remaining members of the Board of Management; if performed without disclosure or without the approval of the Board of Management, all income derived from such activities shall belong to the Company.

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF MANAGEMENT

Article 25. Relationship between members of the Board of Management

1. The relationship between members of the Board of Management is a cooperative relationship; members of the Board of Management are responsible for informing each other of related matters during the process of handling assigned tasks.

2. During the work process, the Board member assigned primary responsibility must proactively coordinate the handling of issues if they relate to areas overseen by other Board members. In the event of differing opinions among Board members, the member with primary responsibility shall report to the Chairman of the Board of Management for consideration and decision within their authority, or organize a meeting, or collect opinions from Board members in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment among Board members, the members must hand over the relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Management.

Article 26. Relationship between the Board of Management and the Board of Management

In its governance role, the Board of Management issues resolutions and decisions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Management inspects and supervises the implementation of these matters.

Article 27. Relationship between the Board of Management and the Supervisory Board

1. The relationship between the Board of Management and the Supervisory Board is a cooperative one. The working relationship between the Board of Management and the Supervisory Board follows the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the Board of Management is responsible for reviewing and directing relevant departments to develop plans and implement timely rectifications.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 28. Amendments and Supplements to the Regulation

During implementation, when it is deemed necessary to amend or supplement this Regulation to align with the Company's actual business operations and current legal regulations, members of the Board of Management may propose to the Board of Management to submit the amendments to the General Meeting of Shareholders for review and approval.

Article 29. Implementation Provisions

1. This Regulation consists of 07 Chapters and 29 Articles, and was unanimously passed and approved in its entirety by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which authorized the Board of Management to issue and implement it starting from April 23, 2026.

2. This Regulation supersedes the Regulation on the Operations of the Board of Management issued with Decision No. 1950/QD-CHP dated June 29, 2023, by the Board of Management of Port of Hai Phong Joint Stock Company and the Appendix on Amendments and Supplements to the Regulation on the Operations of the Board of Management (first time) issued with Decision No. 1858/QD-CHP dated May 7, 2025, by the Board of Management of Port of Hai Phong Joint Stock Company.

3. In the event of any discrepancy between this Regulation and the provisions of the law and/or the Company's Charter, the provisions of the law and/or the Company's Charter shall prevail.

4. In the event that there are legal provisions relating to the activities of the Board of Management not yet addressed in these Regulations, such legal provisions shall automatically apply and govern the operations of the Company.

**ON BEHALF OF BOARD OF MANAGEMENT
CHAIRMAN**

Pham Hong Minh