



Hai Phong, April 20, 2026

**ELECTION REGULATIONS FOR MEMBERS OF THE BOARD OF
MANAGEMENT AND THE SUPERVISORY BOARD
at the 2026
Port of Hai Phong Joint Stock Company**

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the form of Public-Private Partnership, 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 adopted by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022; and 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 adopted 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 and guiding the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;

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

Pursuant to Decision No. 1948/QĐ-CHP dated June 29, 2023 of the Board of Management of Port of Hai Phong Joint Stock Company on the promulgation of the Internal

Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company, and its amendments and supplements;

Pursuant to Decision No. 1950/QD-CHP dated June 29, 2023 of the Board of Directors of Port of Hai Phong Joint Stock Company on the promulgation of the Regulation on the operation of the Board of Directors of Port of Hai Phong Joint Stock Company, and its amendments and supplements;

Article 1. Principles and Subjects of the Election

1. Election principles:

a. The election shall comply with the law, the Charter of Port of Hai Phong cJoint Stock Company (*hereinafter referred to as the Company*) and these Regulations in order to ensure democracy and the legitimate rights of all shareholders.

b. The election shall be conducted publicly by ballot.

2. Subjects of the election:

Shareholders holding ordinary shares of the Company or Authorized representatives of shareholders holding ordinary shares of the Company (according to the shareholder list do established by the Vietnam Securities Depository and Clearing Corporation as of March 23, 2026).

Article 2. Number, Standards, Conditions, and Nomination Procedures for Members of the Board of Management and the Supervisory Board

1. Number of members to be elected.

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

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

2.1 Standards 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 Company Charter on Organization and Operation, members of the Board of Management must simultaneously satisfy the following conditions:

- Not being a person specified in Clause 2, Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business management or in the field, industry, or business lines of the Company, and not necessarily being a shareholder of the Company;
- A member of the Board of Management may simultaneously be a member of the

Board of Management of another company;

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

- Other criteria as prescribed by applicable laws in cases where the Company is a public company or a listed company.

2.2 Standards for members of the Supervisory Board

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

- a. Not being a person specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Having been trained in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations;
- c. Not being a family relative of members of the Board of Management, the General Director, and other managers;
- d. Not being a manager of the company; not necessarily being a shareholder or employee of the company;
- e. Not being a family relative of the enterprise managers of the parent company; the capital representative of the enterprise, the representative of state capital at the parent company and at the Company;
- f. Not working in the accounting or finance department of the Company;
- g. Not being a member or employee of an independent audit firm that audited the Company's financial statements in the preceding 03 consecutive years.

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

a. Nomination of members of the Board of Management

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

- A shareholder or group of shareholders: holding from 10% to under 20% of total ordinary shares is entitled to nominate 01 candidate; holding from 20% to under 35% is entitled to nominate a maximum of 02 candidates; holding from 35% to under 40% is entitled to nominate a maximum of 03 candidates; holding from 40% to under 50% is entitled to nominate a maximum of 04 candidates; holding from 50% to under 60% is entitled to nominate a maximum of 05 candidates; holding from 60% to under 65% is

entitled to nominate a maximum of 06 candidates; holding 65% or more is entitled to nominate a maximum of 07 candidates.

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

b. Nomination of members of the Supervisory Board

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

- A shareholder or group of shareholders: holding from 10% to under 35% of total ordinary shares is entitled to nominate 01 candidate; holding from 35% to under 65% is entitled to nominate a maximum of 02 candidates; holding from 65% to under 90% is entitled to nominate a maximum of 03 candidates.

- In the event that the number of Supervisory Board candidates through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms provided in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before electing Supervisory Board members in accordance with legal regulations.

4. Nomination documents for candidates for the Board of Management and the Supervisory Board at the Company's 2026 General Meeting of Shareholders include:

a. Nomination documents for candidates for the Board of Directors and the Supervisory Board (*Shareholders may refer to the template published by Port of Hai Phong Joint Stock Company or use another appropriate format as approved by the Organizing Committee assisting the 2026 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock Company*);

b. Information disclosure form (in accordance with the template provided by the Company), to be self-declared by the candidate;

c. Copies of the candidate's Citizen Identification Card/Passport, diplomas and professional certificates;

d. Other documents as requested by the Company.

Based on the nomination documents from eligible Shareholders and groups of Shareholders, the Organizing Committee shall compile a list of qualified candidates to present to the 2026 Annual General Meeting of Shareholders.

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

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

Brief information about candidates will 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 Company Charter on Organization and Operation:

Voting for the election of members of the Board of Management and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Management/Supervisory Board, and shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Management/Supervisory Board shall be determined by 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 the event that two or more candidates receive the same number of votes for the last position on the Board of Management/Supervisory Board, a re-election shall be conducted among those candidates with equal votes by the voting method (in favor, against, no opinion). The elected candidate shall be the one with more votes in favor and ensuring the approval voting rate in accordance with Clause 2, Article 29 of the Company Charter.

Article 4. Ballot

Ballots have been pre-installed on the electronic voting system. Some terms used in the Ballots are understood and interpreted as follows:

+ "Total representative voting ballots": understood as the number of votes with voting rights, including the number of votes owned by the Shareholder and/or received by authorization from one or more other Shareholders.

+ "Total BOM member election ballots": understood as the total number of representative voting ballots multiplied (x) by the number of Board of Management members to be elected.

+ "Total SB member election ballots": understood as the total number of representative voting ballots multiplied (x) by the number of Supervisory Board members to be elected.

+ "Number of members to be elected": understood as the total number of Board of Management and Supervisory Board members to be elected at the General Meeting.

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

Article 5. How to Complete the Ballot

Each ballot may be cast for a maximum number of candidates as proposed in the Submission of the Board of Management of the Company.

Shareholders/Authorized representatives shall conduct the election according to the following instructions:

Shareholders/Authorized proxies shall perform the voting in accordance with the following instructions:

- Case 1: If a Shareholder/Authorized Representative casts all votes for one (01) candidate or divides votes equally among several candidates.

The Shareholder/Authorized Representative shall tick the box in the "Cumulative Equal Voting" column for the selected candidate(s) or enter the number of votes in the "Number of Votes" section, which must equal the maximum total votes held by the Shareholder/Authorized Representative.

- Case 2: If a Shareholder/Authorized Representative casts unequal votes for multiple candidates.

The Shareholder/Authorized Representative shall enter the specific number of votes for each candidate in the "Number of Votes" section (The total number of votes distributed among candidates must equal the maximum total votes held by the Shareholder/Authorized Representative).

- For the Online Voting System: In all cases, the total number of votes distributed by the Shareholder/Authorized Representative among candidates must be equal to the maximum total votes owned by the Shareholder/Authorized Representative (*All owned votes must be fully utilized*).

- Case 3: If a Shareholder/Authorized Representative does not vote for any candidate.

The Shareholder/Authorized Representative shall leave the fields blank, NOT CLICK/SELECT, OR NOT ENTER any symbols in both the “Cumulative Equal Voting” and “Number of Votes” columns for all candidates. In this case, the Shareholder/Authorized Representative's ballot shall be considered an uncollected vote.

Note: In the event that a Shareholder/Authorized Representative both marks the "Cumulative Equal Voting" box and enters a quantity in the "Number of Votes" box, the result shall be determined based on the quantity in the "Number of Votes" box (*provided that the ballot is valid*).

Article 6. Election Procedure

From 08:00 on 23/4/2026, the electronic voting system will be open. Voting shall begin from when the electronic voting system opens until the Chairperson of the General Meeting or the Ballot Counting Committee announces the end of the voting period. Shareholders/Authorized representatives who exercise their right to vote from the time the electronic voting system opens shall all be counted as attendees of the online General Meeting of Shareholders. The voting closing time will be displayed on the electronic voting system notification for easy shareholder monitoring. After the voting period ends, the system will no longer record electronic voting results from Shareholders/Authorized representatives.

After completing the ballot, the Shareholder/Authorized representative shall click "Vote" to save and send the election results to the system. The Shareholder/Authorized representative has the right to change the election results until the electronic voting period ends. The election results recorded shall be the final election results saved on the system at the time the electronic voting ends in accordance with regulations.

Article 7. Invalid Ballots

The following ballots shall be considered invalid by the system:

+ The number of candidates that the Shareholder/Authorized representative votes for is greater than the number of Board of Management/Supervisory Board members approved by the General Meeting of Shareholders for additional election.

+ The ballot has a total number of votes for candidates that is greater or lesser than the total number of voting ballots for Board of Management/Supervisory Board members as

recorded on the ballot.

+ The ballot was submitted by the Shareholder/Authorized representative after the prescribed voting period has expired.

For invalid ballots, the electronic voting system will issue a warning to the Shareholder/Authorized representative attending the online General Meeting of Shareholders and casting electronic votes. The Shareholder/Authorized representative is responsible for correcting the ballot to make it valid. The system will not record invalid ballots, and the Shareholder/Authorized representative shall be considered as not participating in the election through the electronic voting system.

Article 8. Principles for Election Results

- Elected members of the Board of Management/Supervisory Board shall be determined by 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 the event that two or more candidates receive the same number of votes for the last position on the Board of Management/Supervisory Board, a re-election shall be conducted by the voting method (in favor, against, no opinion) among those candidates with equal votes in accordance with the method specified in Article 3 of these Regulations.

- If the first round of election does not yield the required number of members, additional rounds shall be conducted until the required number of members is elected.

Article 9. Review, Voting, and Ballot Counting

1. The Ballot Counting Committee, introduced by the Presidium and approved by the General Meeting of Shareholders, shall be responsible for conducting ballot counting and announcing the results.

2. Voting shall begin from 08:00 on 23/4/2026 and end when the Chairperson announces the end of the voting period.

3. Ballot counting shall be conducted by the Ballot Counting Committee and must take place at the meeting immediately after the voting ends.

Article 10. Preparation and Announcement of Ballot Counting Results

1. After ballot counting, the Ballot Counting Committee must prepare the Ballot Counting Minutes.

2. The Ballot Counting Minutes must contain the following main contents:

a. Time and place of preparation of the Minutes;

b. Composition of the Ballot Counting Committee;

- c. Purpose and content of the voting;
 - d. Total number of Shareholders/Authorized representatives attending the meeting and corresponding number of votes; total number of Shareholders/Authorized representatives participating in the election and corresponding number of votes; ratio of votes cast by Shareholders/Authorized representatives participating in voting compared to the total votes of Shareholders/Authorized representatives attending the meeting (by cumulative voting method); number of valid/invalid ballots; and number of votes for each Board of Management/Supervisory Board member candidate.
 - e. Election results;
 - f. Signatures of members of the Ballot Counting Committee.
3. The full text of the Ballot Counting Minutes must be disclosed by the Ballot Counting Committee before the General Meeting and recorded in the Resolution of the General Meeting.

Article 11. Complaints Regarding the Election and Ballot Counting

All complaints regarding election results shall only be considered immediately at the General Meeting; shareholders may not challenge the validity at any other time. In the event of disagreement regarding election procedures or results, the Ballot Counting Committee shall re-examine and seek a decision from the General Meeting.

Article 12. Effectiveness of These Regulations

These Regulations shall take effect immediately upon adoption by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company at the General Meeting on April 23, 2026.

**ON BEHALF OF THE BOARD OF MANAGEMENT
CHAIRMAN**

(signed)

Pham Hong Minh

FORM

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**NOMINATION FORM FOR CANDIDATE FOR MEMBER OF THE BOARD OF
MANAGEMENT**

**AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS, YEAR 2026
PORT OF HAI PHONG JOINT STOCK COMPANY**

To: Port of Hai Phong Joint tock 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, and its amending and supplementing documents;

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

I/We am/are:

Citizen ID Card/Passport/Business Registration Certificate No.:

.....

Date of issue:..... Place of issue:.....

Nationality:

Permanent address:

Telephone:, E-mail:

Being a Chareholder holding: ordinary shares (as of March 23, 2026), equivalent to:..... % of the charter capital of Port of Hai Phong Joint tock Company.

Being a group of hareholders holding:ordinary shares (as of March 23, 2026), equivalent to:..... % of the charter capital of Port of Hai Phong Joint Stock Company, comprising:

No.	Full name of Chareholder	Shareholder Code	Number of shares held	LCP held/ Charter capital of Cthe Company ((%))	Signature of Chareholder
	Total: SChareholders, holding:				

After reviewing current legal regulations and the regulations of Port of Hai Phong Joint tock Company (the Company), I/We hereby nominate the following candidate(s) for member(s) of the Board of Management of the Company at the 2026 Annual General Meeting of hareholders:

Number of nominated candidates:, including:

1.,
2.,
3.,
4.,

5.,

6.,

7.,

Attached documents:

1. Minutes of the shareholders group meeting on agreeing to introduce and nominate candidates;
2. Curriculum vitae of the Candidate(s) in accordance with current regulations;
3. Other relevant documents

**Shareholder / Representative of Shareholder
Chareholder**

**NOMINATION FORM FOR CANDIDATE FOR MEMBER OF THE
 SUPERVISORY BOARD
 AT THE 2026
 PORT OF HAI PHONG JOINT STOCK COMPANY**

To: 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, and its amending and supplementing documents;

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

I/We am/are:

Citizen ID Card/Passport/Business Registration Certificate No.:

.....

Date of issue:..... Place of
 issue:.....

Nationality:

Permanent address:

Telephone:, E-mail:

Being a Chareholder holding: ordinary shares (as of 23/3/2026, 2026), equivalent to:..... % of the charter capital of Port of Hai Phong Joint stock Company.

Being a group of hareholders holding:ordinary shares (as of March 23, 2026), equivalent to:..... % of the charter capital of Port of Hai Phong Joint stock Company, comprising:

No.	Full name of Chareholder	hareholder Code	LCP held	LCP held/ Charter capital of Cthe Company ((%))	ignature of Chareholder
	Total:Chareholders, holding:				

After reviewing current legal regulations and the regulations of Port of Hai Phong Joint Stock Company (the Company), I/We hereby nominate the following candidate(s) for member(s) of the Supervisory Board of the Company at the 2026 Annual General Meeting of Shareholders as follows:

Number of nominated candidates:, including:

1.,

2.,

3.,

Attached documents:

1. Minutes of the shareholders group meeting on agreeing to introduce and nominate candidates; C
2. Curriculum vitae of the Candidate(s) in accordance with current regulations;
3. Other relevant documents.

**hareholder / Representative of hareholder
Chareholder**

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....., April, 2026

CURRICULLUM VITAE

Respectfully to: Port of Hai Phong Joint Stock Company

1/ Full name:

2/ Sex:

3/ Date of birth:

4/ Place of birth:

5/ ID card No. (or Passport No.):

Date of issue:

Place of issue:

6/ Nationality:

7/ Ethnic:

8/ Permanent residence:

9/ Telephone number:

10/ Email:

11/ Organization's name subject to information disclosure rules:

12/ Current position in an organization subject to information disclosure:

13/ Positions in other companies:

14/ Number of owning shares:

- Personally owned shares:

- Shares held as a representative (of the State/a strategic shareholder/another organization):

15/ Other owning commitments (if any):

16/ List of affiliated persons of declarant:

Detailed list attached to the Curriculum Vitae

17/ Related interest with public company, public fund (if any):

18/ Interest in conflict with public company, public fund (if any):

I hereby certify that the information provided in this cv is true and correct and I will bear the full responsibility to the law.

DECLARANT

