



DRAFT

**RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
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 amendments and supplements;

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

Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BB-ĐHĐCĐ dated April 23, 2026 of Port of Hai Phong Joint Stock Company (Port of Hai Phong).

RESOLVES:

Article 1. Approve the Report of the Board of Management and the Executive Board on the 2025 business operations results and the 2026 business plan, with the following key targets:

1. Key Business and Production Performance Indicators for 2025:

1.1. Business performance of Port of Hai Phong (Parent Company)

- **Cargo volume:** 23.290 million tons, equivalent to 98.8% compared to the same period in 2024 and 83.4% of the 2025 plan. Of which, container throughput reached 1,240,700 TEUs, equal to 97.4% compared to the same period in 2024 and 85.8% of the 2025 plan.

- **Revenue achieved:** VND 2,315.334 billion, up 33.8% compared to the same period in 2024 and up 2.0% compared to the 2025 plan.

- **Profit achieved:** VND 1,173.235 billion, up 59.0% compared to the same period in 2024 and up 21.3% compared to the 2025 plan.

1.2. Consolidated business performance of Port of Hai Phong (including Port of Hai Phong Joint Stock Company, subsidiaries in which the Company holds over 50% charter capital, and joint ventures, and associates)

- **Cargo volume:** 42.672 million tons, up 6.9% compared to the same period in 2024, reaching 86.21% of the 2025 plan. Of which, container throughput reached 2,072,720

TEUs, up 12.3% compared to the same period in 2024 and 86.6% of the 2025 plan.

- **Revenue achieved:** VND 2,942.930 billion, equal to 98.2% compared to the same period in 2024 and 80.6% of the 2025 plan.

- **Profit achieved:** VND 1,257.174 billion, up 4.8% compared to the same period in 2024 and 92.9% of the 2025 plan.

1.3. Investment: The realized investment volume of the Parent Company in 2025 reached VND 2,332.227 billion, achieving 70.82% of the 2025 annual plan.

1.4. External financial investments.

No.	Company Name	VND
1	Port of Hai Phong TIL International Terminal Company Limited	990,093,997,089
2	Smart Logistics Service (Hai Phong) Company Limited	51,141,200,000
3	Port of Hai Phong Tugboat and Transport Joint Stock Company	16,200,000,000
4	Port of Hai Phong Technical Services and Training Joint Stock Company	31,500,000,000
5	Hoang Dieu Port One-Member Limited Liability Company	209,638,000,000

2. Key Business and Production Targets for 2026:

2.1. Business and Production Plan of Port of Hai Phong (Parent Company)

- Volume: 23.77 million tons, of which container volume is 1,280,000 TEU

- **Revenue:** VND 2,425.0 billion

- **Profit before tax:** VND 1,300.0 billion

2.2. Consolidated business and production targets of Port of Hai Phong (including Port of Hai Phong, subsidiaries in which the Company holds over 50% of charter capital, and joint ventures, and associates):

- Volume: 57.34 million tons, of which container volume is 2,960,000 TEU

- **Revenue:** VND 3,495.0 billion

- **Profit before tax:** VND 1,520.0 billion

2.3. Investment plan for procurement and capital construction

Unit: million VND

No.	Investment Project	Planned Implementation in 2026
1	Infrastructure investment	151,746
2	Equipment procurement investment	350,922
3	Information technology	109,632
4	Port expansion investment projects	112,529
Total		724,829

2.4. Plan for External Investment Capital

No.	Content	Amount (billion VND)	Equivalent (USD)	Note
1	Capital contribution to Smart Logistics Service Company Limited (Hai Phong)	15.7	600,000	Q2/2026
2	Capital contribution to TIL Hai Phong International Port Company Limited	242		Q1/2026
				Q4/2026: Adjustment of the value of contributed assets after finalization of the completed project
3	First capital contribution for the establishment of a legal entity to operate the Port in Bach Dang Industrial Park	640		Q3/2026: (Estimated total investment: 4,200 billion VND; CHP's capital contribution ratio: 51%; Equity: 40%; Capital contribution to be made in multiple phases).

2.5. Plan for Reduction of Investment Capital

- To reduce Port of Hai Phong Joint Stock Company's ownership ratio in Hai Phong Port Technical Services and Training Joint Stock Company to a minimum of 51%

- To divest 100% of the contributed capital in VIMC Logistics Joint Stock Company and Sai Gon Port Logistics Joint Stock Company

2.6. Other targets

- Expected dividend in 2026: 6% of charter capital

- To implement the divestment plan in enterprises operating outside the Company's core business and those operating inefficiently as approved in principle by the Board of Management, and to continue reviewing and developing plans for divestment in inefficient enterprises.

2.7. Arising items beyond the plan: To authorize the Board of Management to decide on investment projects, procurement, repair, maintenance, dredging, and urgent unexpected expenditures serving production and business activities arising beyond the Company's annual plan as approved by the General Meeting of Shareholders.

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 2. Approve the Report on Activities of Independent Members of the Board of Management and Evaluation of the Board of Management's activities in 2025

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 3. Approve the Proposal Regarding the 2025 Audited Financial Statements

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 4. Approve the Proposal on the Distribution of Profit After Tax and Dividend Payment for 2025

- Dividend payment for 2025:

+ Dividend payout ratio: 9% of charter capital

+ Payment method: Cash

+ Payment time: To be decided by the Board of Management

- Profit distribution plan for 2025:

No	Content	Expected Profit Distribution 2025 (VND)	Percentage of Allocation / Distributable Profit After Tax (%)
1	Profit before tax 2025	1,173,235,182,859	
2	Profit after tax 2025	979,629,760,627	
2.1	<i>Of which: Profit after tax from revaluation of capital contribution assets (cash flow not yet received)</i>	245,789,889,258	

3	Retained earnings from prior periods	89,159,188,856	
4	Deferred corporate income tax	799,677,707	
5	Total distributable profit (5=2+3-4)	1,067,989,271,776	
6	Charter capital	3,269,600,000,000	
7	Dividend payment (7 = 6 × 9%)	294,264,000,000	27.55%
8	Allocation to Investment and Development Fund (8= (2-2.1)*30%+2.1)	465,941,850,669	43.63%
9	Allocation to Bonus and Welfare Fund	64,392,000,000	6.03%
10	Allocation to Management Bonus Fund	1,799,000,000	0.17%
11	Allocation to Fund for Supporting Early Retirement of Employees	12,000,000,000	1.12%
12	Undistributed Profit After Tax (12=5-7-8-9-10-11+4)	230,392,098,814	

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 5. Approve the Proposal on 2025 Actual and 2026 Planned Salary and Remuneration Fund for the Board of Management, Supervisory Board, and Executive Board

1. Implementation in 2025:

a. Salary of full-time members of the Board of Management and the Supervisory Board

- Salary of the Chairman of the Board of Management: 212.520 million VND

- Salary of the Head of the Supervisory Board: 118.680 million VND

b. Remuneration for part-time members of the Board of Management and the Supervisory Board

- Part-time members of the Board of Management: 30,000,000 VND/person/month

- Part-time members of the Supervisory Board: 15,000,000 VND/person/month

2. Plan for 2026

a. Planned salary for full-time members of the Board of Management and the Supervisory Board

- Planned salary of the Chairman of the Board of Management: 250 million VND/person/month

- Planned salary of the Vice Chairman of the Board of Management: 210 million VND/person/month

- Planned salary of the Head of the Supervisory Board: 150 million VND/person/month

b. Remuneration for part-time members of the Board of Management and the Supervisory Board

- Part-time members of the Board of Management: 35,000,000 VND/person/month

- Part-time members of the Supervisory Board: 20,000,000 VND/person/month

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 6. Approve the Proposal regarding the amendment and supplementation of business line names, contents, and codes

- Approve the amendment and supplementation of the business sector name, content, and business code of the Company as stipulated in the Charter on Organization and Operation of the Company in accordance with the Proposal presented herein.

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

+ Register the amendment and supplementation of the above-mentioned business sector name, content, and business code of the Company in accordance with the guidance of the competent State management authority (including cases where the State management authority guides or adjusts the way of recording the business sector name, content, and business code for the business sectors mentioned in this Proposal), ensuring consistency with the Company's objectives and planned business fields.

+ Amend and supplement the content regarding the Company's business sectors as stipulated in the Charter on Organization and Operation of the Company after receiving approval from the competent State management authority for changes in the registered business sector content and publicly disclose the information in accordance with regulations.

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 7. Approve the Proposal on the amendment and promulgation of the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company

- Approve the amendment and issuance of the Charter on Organization and Operation of the Company as proposed in this Proposal and in the amended Charter of Port of Hai

Phong Joint Stock Company attached to this Proposal.

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

+ Amend and supplement the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company in accordance with the Proposal and the contributions of shareholders and shareholder representatives attending the General Meeting (if any).

+ Finalize and sign the issuance of the 2026 Charter on Organization and Operation of Port of Hai Phong Joint Stock Company and publicly disclose the Charter in accordance with regulations.

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 8. Approve the Proposal regarding the amendment and promulgation of the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company

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

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

+ Direct the amendment and supplementation of the Internal Regulation on Corporate Governance of Port of Hai Phong Joint Stock Company in accordance with this Proposal and the contributions of shareholders and shareholder representatives attending the General Meeting (if any).

+ Finalize, sign, and issue the 2026 Internal Regulation on Corporate Governance of Port of Hai Phong Joint Stock Company and publicly disclose the Regulation in accordance with regulations.

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 9. Approve the Proposal amending and promulgating the Regulations on the Operation of the Board of Management of Port of Hai Phong Joint Stock Company

- Approve the amendment and issuance of the Regulation on the Operation of the Board of Management as proposed in this Proposal and in the Regulation on the Operation of the Board of Management of Port of Hai Phong Joint Stock Company attached to this Proposal.

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

+ Direct the amendment and supplementation of the Regulation on the Operation of the Board of Management of Port of Hai Phong Joint Stock Company in accordance with this Proposal and the contributions of shareholders and shareholder representatives attending the General Meeting (if any).

+ Finalize, sign, and issue the 2026 Regulation on the Operation of the Board of

Management of Port of Hai Phong Joint Stock Company and publicly disclose the Regulation in accordance with regulations.

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 10. Approve the Report regarding the implementation of the “Investment project for the construction of container berths No. 3 and No. 4 at the Hai Phong International Gateway Port (Lach Huyen Port Area), Hai Phong City” in 2025 and the work implementation plan for 2026

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 11. Approve the Report of the Supervisory Board at the 2026 Annual General Meeting of Shareholders

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 12. Approve Proposal of selection of the auditing firm for the 2026 financial statements of Port of Hai Phong Joint Stock Company:

1. Deloitte Vietnam Limited Liability Company
2. Ernst & Young Vietnam Limited Liability Company
3. PwC Vietnam Limited Liability Company
4. KPMG Limited Liability Company

Approval voting ratio% of the total voting shares of shareholders attending and voting at the meeting.

Article 13. Approval of the Proposal on the Replacement of Members of the Board of Management and the Supervisory Board of Port of Hai Phong Joint Stock Company

The approval ratio is% of the total voting votes of shareholders attending and voting at the Meeting.

Article 14. On the election results of members of the Board of Management and the Supervisory Board of Port of Hai Phong Joint Stock Company for the 2024–2029 term, the elected candidates are as follows:

1. Election results of members of the Board of Management for the 2024–2029 term

No.	Full Name	Position	Number of Votes	Result
1		Member of the Board of Management		Elected
2		Member of the Board of Management		Elected

2. Election results of members of the Supervisory Board for the 2024–2029 term

No.	Full Name	Position	Number of Votes	Result
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1		Member of the Supervisory Board		Elected
2		Member of the Supervisory Board		Elected

Article 15. The General Meeting of Shareholders authorizes the Board of Management, the Supervisory Board, and the General Director of Port of Hai Phong Joint Stock Company to organize, implement, and supervise the execution of the 2026 resolutions of the General Meeting of Shareholders.

This resolution was fully approved at the 2026 General Meeting of Shareholders of Port of Hai Phong Joint Stock Company with an approval voting ratio of% of the total voting shares of shareholders attending and voting at the meeting.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE MEETING**

**Pham Hong Minh
Chairman of the Board of Management**