PORT OF HAIPHONG
JOINT STOCK COMPANY

No: 2025/TTr-CHP

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hai Phong, April… , 2025

CÔNG TY CỔ PHẦN CẢNG HẢI PHÒNG

Digitally signed by CÔNG TY CỔ PHẦN CẢNG HẢI PHÒNG
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PROPOSAL

Amending and Supplementing the Charter of Organization and Operation of Port of Hai Phong Joint Stock Company

To: The General Meeting of Shareholders of Port of Hai Phong Joint Stock Company

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

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

Pursuant to the Law amending and supplementing certain provisions of the Law on Public Investment, the Law on Investment under the Public-Private Partnership mode, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Enterprise Law, the Law on Special Consumption Tax, and the Law on Civil Judgment Execution, No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;

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

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

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

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

Pursuant to the corporate governance and operation at Port of Hai Phong Joint Stock Company.

Based on the current legal provisions and the practical operations of the Company, The Board of Mângement of Port of Hai Phong Joint Stock Company has reviewed and finalized the proposed amendments to the Company's Charter of Organization and Operation.

The Board of Directors hereby presents the amendments and supplements proposed for the Company's Charter of Organization and Operation as follows:

AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

Clause	Current provisions	Proposed Amendment	Reason
Point f, Clause 1, Article 1 (Definition of Terms)	"Enterprise Manager" refers to individuals managing the Company, including the Chairman of the Board of Management, Management Board Members, and the General Director.	"Enterprise Manager" refers to individuals managing the Company, including the Chairman of the Board of Management, Management Board Members, the General Director, and **Executive Board Members.**	Supplemented as per the Company's operational needs.
Clause 1, Article 2 (Company Name, Form, Headquarters, Branches, Representative Offices, and Operational Duration)			Reflects the Company's branding update.
Clause 3, Article 2 (Company Headquarters, Branches, Representative Offices, and Operational Duration)	Company headquarters address: No. 8A Tran Phu, May To Ward, Ngo Quyen District, Hai Phong City. Fax: (84-225)3859.973	Company headquarters address: No. 8A Tran Phu, **Gia Vien Ward**, Ngo Quyen District, Hai Phong City. Fax: **(84-225)3552.049**	Updated according to the Company's actual operational situation.
Point m, Clause 1, Article 23 (Rights and Obligations of the General Meeting of Shareholders)	Other rights and obligations as prescribed by law.	Other rights and obligations as prescribed by law, **this Charter, and the Company's internal regulations and policies.**	Broadened to cover all applicable cases.
Point a, Clause 2, Article 37 (Powers and Duties of the Board of Management)	Decides on strategies, medium-term development plans, quarterly/semi-annual/annual business plans, and annual labor recruitment and utilization plans.	Decides on strategies, medium-term development plans, quarterly/semi-annual/annual business plans, annual labor recruitment and utilization plans; **investment in projects, procurement, maintenance, and urgent, unforeseen expenses for business operations beyond the annual plan approved by the General Meeting of Shareholders.**	Reflects the Company's operational needs.
Point j, Clause 2, Article 37 (Powers and Duties of the	Approves transactions of 35% or more of the Company's total asset value as stated in the latest financial report and transactions	Approves transactions of 35% or more of the Company's total asset value as stated in the latest financial report, transactions	Adjusted wording to cover all relevant cases.

Board of Management)	under the authority of the General Meeting of Shareholders as per Article 23, Clause 1, Point d, and Clause 4, Article 57 of this Charter.	under the authority of the General Meeting of Shareholders as per Article 23, Clause 1, Point d, **and other transactions under the Board of Management' authority as prescribed in this Charter**.	
Point o, Clause 2, Article 37. Powers and obligations of the Board of Management	Approve the General Director to appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for Directors/Deputy Directors of affiliated branches, Department Heads/Deputy Department Heads and equivalent.	Approve the General Director to appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for Directors of affiliated branches, Department Heads and equivalent.	The position of Deputy Director of a branch/Deputy Head of Department and equivalent is proposed to be delegated to the General Director for decision.
Point y, Clause 2, Article 37. Powers and obligations of the Board of Management	Other rights and obligations as prescribed by law or not within the authority of the General Meeting of Shareholders as prescribed in Article 23 of this Charter.	Other rights and obligations as prescribed by law, **this Charter and internal management regulations of the Company are not within the decision-making authority of the General Meeting of Shareholders.**	Add content to cover cases
Point f, Clause 4, Article 47. Appointment, dismissal, duties and powers of the General Director	Appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for the positions of Director/Deputy Director of affiliated branches, Department Head/Deputy Department Head and equivalent after being approved by the Board of Management;	Appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for the positions of Directors of affiliated branches, Department Heads and equivalent after being approved by the Board of Management; Decision on appointment, dismissal, contract signing, contract termination, salary, rewards, discipline and other benefits for the positions of Deputy Director of affiliated branches, Deputy Head of Department and equivalent	The position of Deputy Director of a branch/Deputy Head of Department and equivalent is proposed to be delegated to the General Director for decision.
Clause 3, Article 57. Transactions with shareholders, enterprise managers and related persons of these entities	The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the institutional shareholders are related persons of companies operating in a group of companies, including parent companies - subsidiaries, and this transaction must be	The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the institutional shareholders' related persons are companies operating in a group of companies, including parent companies - subsidiaries, and this transaction must be:	Clarifying the content

	approved by the General Meeting of Shareholders or the Board of Management in accordance with the provisions of this Charter and in cases where the law provides otherwise.	**a. The General Meeting of Shareholders shall discuss at the meeting to decide on loans or guarantees for organizations that are related persons of shareholders having parent-subsidiary relationships with the Company with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;** **b. The Board of Management decides and approves the content of contracts for loans or guarantees for organizations that are related to shareholders having parent company - subsidiary company relationships with the Company that are not under the authority of the General Meeting of Shareholders;** **c. In case the law provides otherwise, the Company shall apply relevant legal provisions.**	
Point a Clause 4 Article 57. Transactions with shareholders, enterprise managers and related persons of these entities	The Company may only conduct the following transactions after approval by the General Meeting of Shareholders: a.Providing loans or guarantees to members of the Board of Management, members of the Board of Supervisors, General Directors who are not shareholders and related individuals and organizations of these subjects; In case of granting loans or guarantees to related organizations of members of the Board of Management, members of the Board of Supervisors, General Director, where the Company and such organizations are companies operating in a group of companies, including parent company - subsidiary, the General Meeting of Shareholders or the Board of Management shall approve	The Company may only conduct the following transactions after approval by the General Meeting of Shareholders: a. Granting loans or guarantees to members of the Board of Management, members of the Board of Supervisors, General Director who are not shareholders and related individuals and organizations of these subjects; In case of granting loans or guarantees to related organizations of members of the Board of Management, members of the Board of Supervisors, General Director, where the Company and such organizations are companies operating in a group of companies, including parent companies - subsidiaries, the General Meeting of Shareholders **shall decide on loans/guarantees with a value of 35% or more of the total asset value recorded in the**	Clarify the content and adjust the value of loans/guarantees based on the practical requirements of the Company.

	according to the provisions of this Charter;	**Company's most recent financial report.**	

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

- Approval of amendments and supplements to the Company's Charter in accordance with the proposed content in this document in the form of an Appendix for Amendment and Supplementation of the Charter of Port of Hai Phong Joint Stock Company.

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

+ Amend and supplement the Company's Charter based on the proposals in this document and feedback from shareholders or shareholder representatives attending the General Meeting (if any).

+ Finalize and sign the issuance of the Appendix for Amendment and Supplementation of the Charter of Port of Hai Phong Joint Stock Company (Second Amendment), and publish the Charter's content in compliance with regulations.

Respectfully submitted to the General Meeting of Shareholders./.

Recipients:
- As above;
- Board of Management, Supervisory Board
- Archived: Secretary to the Board of Management.

PP. BOARD OF MANAGEMENT
CHAIRMAN

Pham Hong Minh

APPENDIX OF AMENDED AND SUPPLEMENTED CHARTER ON ORGANIZATION AND OPERATION OF PORT OF HAI PHONG JOINT STOCK COMPANY

(Second time)

(This Appendix is an inseparable part of the Charter of organization and operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29, 2023)

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

Pursuant to the Charter of organization and operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29th, 2023 , the first amendment and supplement to the Charter of organization and operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on April 15th, 2024;

Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 29th, 2025 of the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company,

Article 1. The Charter of organization and operation of Port of Hai Phong Joint Stock Company is amended and supplemented as follows:

1. Amend and supplement Point f, Clause 1, Article 1 - Explain terms as follows:

"f. Enterprise Manager" is the person managing the Company, including: Chairman of the Board of Management , members of the Board of Management , General Director and members of the Executive Board"

2. Amend and supplement Clause 1 , Article 2 - Name, form, headquarters, branches, representative offices and term of operation of the Company as follows:

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3. Amend and supplement Clause 3 , Article 2 - Name, form, headquarters, branches, representative offices and term of operation of the Company as follows:

" *3. Company's head office address: No. 8A Tran Phu, Gia Vien Ward, Ngo Quyen District, Hai Phong City.*

- Fax: (84-225)3552049 "

4. Amend and supplement Point m, Clause 1, Article 23 - Rights and obligations of the General Meeting of Shareholders as follows:

"m. Other rights and obligations as prescribed by law, this Charter and the Company's internal management regulations and rules."

5. Amend and supplement Point a, Clause 2, Article 37 - Powers and obligations of the Board of Management as follows :

"a. Decide on the strategy, medium-term development plan and quarterly/six (06) month/yearly business plan, annual labor use and recruitment plan of the Company; Decide on project investment, procurement, repair, dredging maintenance and urgent unexpected expenses for production and business arising outside the Company's annual plan approved by the General Meeting of Shareholders;"

6. Amend and supplement Point j, Clause 2, Article 37 - Powers and obligations of the Board of Management as follows:

"j. Approve purchase, sale, loan, lending contracts and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23, contracts and transactions under the decision-making authority of the Board of Management as prescribed in this Charter ; "

7. Amend and supplement point o, clause 2, Article 37 - Powers and obligations of the Board of Management as follows:

"o. Approve the General Director to appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for Directors of affiliated branches, Department Heads and equivalent;"

8. Amend and supplement point y, clause 2, Article 37 - Powers and obligations of the Board of Management as follows :

"y. Other rights and obligations as prescribed by law, this Charter and the Company's internal management regulations and rules are not within the decision-making authority of the General Meeting of Shareholders."

9. Amend and supplement Point f, Clause 4, Article 47 - Appointment, dismissal, duties and powers of the General Director as follows :

"f. Appoint, dismiss, sign contracts, terminate contracts, salary, rewards, discipline and other benefits for the positions of Directors of affiliated branches, Department Heads and equivalent after being approved by the Board of Management ;

Decisions on appointment, dismissal, contract signing, contract termination, salary, rewards, discipline and other benefits for the positions of Deputy Directors of affiliated branches, Deputy Heads of Departments and equivalent;"

11. Amend and supplement Clause 3, Article 57 - Transactions with shareholders, business managers and related persons of these entities as follows:

"3. The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the institutional shareholder are related persons of companies operating in a group of companies, including parent companies - subsidiaries, and this transaction must be:

a. The General Meeting of Shareholders shall discuss at the meeting to decide on loans or guarantees for organizations that are related persons of shareholders having parent-subsidiary relationships with the Company with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements ;

b. The Board of Management decides and approves the content of contracts for loans or guarantees for organizations that are related to shareholders having parent company - subsidiary relationships with the Company that are not under the authority of the General Meeting of Shareholders ;

c. In case the law provides otherwise, the Company shall apply relevant legal provisions ; "

12. Amend and supplement Point a, Clause 4, Article 57 - Transactions with shareholders, business managers and related persons of these entities as follows:

"4. The Company may only conduct the following transactions after approval by the General Meeting of Shareholders:

a. Granting loans or guarantees to members of the Board of Management , members of the Board of Supervisors, General Director who are not shareholders and related individuals and organizations of these subjects;

In case of granting loans or guarantees to related organizations of members of the Board of Management , members of the Board of Supervisors, General Director, where the Company and such organizations are companies operating in a group of companies, including parent companies - subsidiaries, the General Meeting of Shareholders decides on loans/guarantees with a value of 35% or more of the total asset value recorded in the Company's most recent financial report."

Article 2. Validity of the Appendix amending and supplementing the Charter

This second supplementary appendix to the Charter of Organization and Operation of Port of Hai Phong Joint Stock Company replaces the corresponding provisions of the Company Charter and takes effect from the date of signing and promulgation. Other provisions of the Company Charter and the first supplementary appendix to the Charter of Organization and Operation of Port of Hai Phong Joint Stock Company approved by the General Meeting of Shareholders on June 29, 2023 and April 15, 2024 remain valid and legally effective.

Hai Phong, May....., 2025
LEGAL REPRESENTATIVE
GENERAL DIRECTOR

Nguyen Tuong Anh