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
DN: C=VN, S=HẢI PHÒNG, L=Quận Ngô Quyền, CN=CÔNG TY CỔ PHẦN CẢNG HẢI PHÒNG, OID.0.9.2342.19200300.100.1.1=MST:0200236845
Reason: I am the author of this document
Location:
Date: 2025-04-07 21:35:27

DRAFT

PROPOSAL
Amending and Supplementing the Regulations on the Operation of the Board of Management of Port of Hai Phong Join Stock Company

Respectfully to: The General Meeting of Shareholders of Port of Haiphong JSC

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

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

Pursuant to the Law amending and supplementing articles of the Law on Public Investment, the Law on Investment under the 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 Civil Judgment Enforcement of the National Assembly, No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11th, 2022;

Pursuant to the Law amending the Law on Securities, the Law on Accounting, the Law on Independent Auditing, 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, the Law on Handling Administrative Violations 2024 No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29th, 2024;

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

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

In accordance with the Regulations on the Organization and Operations of Port of Haiphong Joint Stock Company;

In accordance with the current management and operational status of Port of Hai Phong Joint Stock Company.

Based on the current legal regulations and the Company's operational practices, The Board of Management of Port of Hai Phong Joint Stock Company (the Company), has reviewed and finalized the proposed amendments to the Operating Regulations of the Board of Management of Port of Haiphong Joint Stock Company.

The Board of Management hereby submit the changes and addition to the Operating Regulations of the Board of Management of Port of Haiphong Joint Stock Company as follows:

AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE OPERATIONS OF THE MANAGEMENT BOARD

Article	Current provisions	Proposed amendments	Reason
Point a, Clause 2, Article 12. Rights and Obligations of the Board of Management	To determine the Company's strategic decisions, mid-term development plans, quarterly/semi-annual/annual business plans, and annual labor utilization and recruitment plans.	To determine the Company's strategic decisions, mid-term development plans, quarterly/semi-annual/annual business plans, and annual labor utilization and recruitment plans.; **To make decisions regarding project investments, procurement, repairs, maintenance dredging, and urgent, unplanned expenses for business production that occur outside of the Company's annual plan as approved by the General Meeting of Shareholders.**	Based on the Company's practical needs
Point j Clause 2 Article 12. Rights and Obligations of the Board of Management	To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 23, clause 4,	To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 23; **Contracts and**	Modify the wording to cover all related cases

Article	Current provisions	Proposed amendments	Reason
	Article 57 of this Regulations	**transactions under the decision-making authority of the Board of Management as stipulated in this Regulation**	
Point o Clause 2 Article 12. Rights and Obligations of the Board of Management	Authorize the General Director to appoint, dismiss, sign contracts, terminate contracts, determine salaries, bonuses, disciplinary actions, and other benefits for Directors/Deputy Directors of affiliated branches, Department Heads/Deputy Department Heads, and equivalent positions;	Authorize the General Director to appoint, remove, enter into contracts, terminate contracts, set compensation, provide rewards, impose disciplinary measures, and determine other benefits for Branch Directors, Department Managers, and comparable roles	The position of Deputy Director of branches/Deputy Head of departments and equivalent positions is proposed to be assigned to the General Director for decision
Point y Clause 2 Article 12. Rights and Obligations of the Board	Other rights and obligations as prescribed by law or not under the decision-making authority of the General Meeting of Shareholders as stipulated in Article 23 of this Regulations	Other rights and obligations as prescribed by law, **This Regulation and the Company's internal management regulations and rules that are not under the decision-making authority of the General Meeting of Shareholders**	Modify the wording to cover all related cases

The Board of Management respectfully requests the General Meeting of Shareholders to consider and approve:

- The changes and additions of the Company's Board of Management's Operating Regulations as proposed in this Proposal, in the form of an Appendix amending and supplementing the Operating Regulations of Board of Management of Port of Hai Phong Joint Stock Company.

- To assign to Board of Management of Port of Haiphong Joint Stock Company:

+ To direct the amendment of the Operating Regulations of Board of Management of Port of Haiphong Joint Stock Company in accordance with the proposed content in this Proposal and the opinions of shareholders and shareholder representatives attending the General Meeting (if any).

+ To finalize the content, sign, and issue the Appendix amending and supplementing the Operating Regulations of the Board of Management of Port of

Haiphong Joint Stock Company (first time) and issue the Regulations in accordance with regulations.

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

PP. BOARD OF MANAGEMENT
CHAIRMAN

Pham Hong Minh

APPENDIX TO THE AMENDED AND SUPPLEMENTED REGULATIONS ON THE OPERATION OF THE BOARD OF MANAGEMENT OF PORT OF HAI PHONG JOINT STOCK COMPANY

(First Amendment)

(*This Appendix is an integral part of the Regulations on the operation of the Board of Management of Port of Haiphong Joint Stock Company, approved by the General Meeting of Shareholders on June 29th, 2023*)

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

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

Pursuant to the Operating Regulations of the Board of Management of Port of Haiphong Joint Stock Company;

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

Pursuant to Decision No. .../QĐ-CHP dated ... of the Board of Management of Port of Haiphong Joint Stock Company,

Article 1. The Operating Regulations of the Board of Management of Port of Haiphong JSC are amended and supplemented as follows:

1. Amendment and supplement to point a, clause 2, Article 12 - Rights and Obligations of the Board of Management as follows:

"a. To determine the Company's strategic decisions, mid-term development plans, quarterly/semi-annual/annual business plans, and annual labor utilization and recruitment plans.; To make decisions regarding project investments, procurement, repairs, maintenance dredging, and urgent, unplanned expenses for business production that occur outside of the Company's annual plan as approved by the General Meeting of Shareholders;"

2. Amendment and supplement to point j, clause 2, Article 12 - Rights and Obligations of the Board of Management as follows:

"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 most recent financial statements, and contracts and transactions under the

decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 23; Contracts and transactions under the decision-making authority of the Board of Management as stipulated in this Regulation;"

3. Amendment and Supplement to point o, clause 2, Article 12 - Rights and Obligations of the Board of Management as follows:

"o. Authorize the General Director to appoint, remove, enter into contracts, terminate contracts, set compensation, provide rewards, impose disciplinary measures, and determine other benefits for Branch Directors, Department Managers, and comparable roles;

4. Amendment and Supplement to point y, clause 2, Article 12 - Rights and Obligations of the Board of Management as follows:

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

Article 2. Effectiveness of the Appendix to the Amended and Supplemented Regulations on the Operation of the Board of Management of Port of Haiphong Joint Stock Company

This first Appendix to the Amended and Supplemented Regulations on the Operation of the Board of Management of Port of Haiphong Joint Stock Company replaces the corresponding provisions of the current Appendix to the Amended and Supplemented Regulations on the Operation of the Board of Management and takes effect from the date of signing and issuance. Other provisions of the Appendix to the Amended and Supplemented Regulations on the Operation of the Board of Management, which were approved by the General Meeting of Shareholders on June 29th, 2023, remain unchanged in value and legal validity.

PP. BOARD OF MANAGEMENT
CHAIRMAN

Pham Hong Minh