



**PORT OF HAI PHONG
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hai Phong, April....., 2025

Số:2025/TTr-CHP

DRAFT

PROPOSAL
(Regarding the Election of Board of Management Member)

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 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;

On December 13, 2024, Port of Hai Phong Joint Stock Company (Port of Hai Phong) received Document No. 536/HHVN-TCNS from Vietnam Maritime Corporation - JSC (VIMC), the major shareholder holding 92.56% of Port of Hai Phong's charter capital, regarding personnel matters at Port of Hai Phong. Accordingly, VIMC requested the Company to report the following contents at the 2025 Annual General Meeting of Shareholders:

- VIMC revokes the appointment of Ms. Trinh Thi Ngoc Bien - Head of Market Development Department of VIMC, as the representative of VIMC's capital contribution at Port of Hai Phong.

- VIMC appoints Mr. Ly Quang Thai - Head of Investment Department of VIMC as the representative of VIMC's capital contribution at Port of Hai Phong, representing 18% of Port of Hai Phong's charter capital.

- VIMC requests that Port of Hai Phong submit to the General Meeting of Shareholders for approval of the dismissal of Ms. Trinh Thi Ngoc Bien from her position as a Member of the Board of Management of Port of Hai Phong.

- VIMC requests that Port of Hai Phong submit to the General Meeting of Shareholders the procedures for electing Mr. Ly Quang Thai as a Member of the Board of Management of Port of Hai Phong.

To ensure the management and operational activities of the Company, the Board of Management of Port of Hai Phong Joint Stock Company (the Company) respectfully submits the following contents for the General Meeting of Shareholders' approval:

1. Dismissal of Board of Management Member

The Board of Management of Port of Hai Phong Joint Stock Company respectfully submits for the General Meeting of Shareholders' approval of the dismissal of Ms. Trinh Thi Ngoc Bien from her position as a member of the Board of Management of Port of Hai Phong.

2. Election of Additional Board of Management Member

Based on current regulations and the management needs of the Company, the Board of Management of the Company would like to submit to the General Meeting of Shareholders for consideration and conduct of the election of Mr. Ly Quang Thai as a Member of the Board of Management of the Company for the term of 2024-2029.

(Summary information of the candidate is attached to this Proposal)

For the General Meeting of Shareholders' consideration and approval.

Recipients:

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

**PP. BOARD OF MANAGEMENT
CHAIRMAN**

Pham Hong Minh

**SUMMARY OF CANDIDATE'S CURRICULUM VITAE FOR
THE BOARD OF MANAGEMENT MEMBER**

*(Attached to Proposal No.2025/TTr-CHP dated April 2025
of the Board of Management of Port of Hai Phong Joint Stock Company)*

MR. LY QUANG THAI

1. Mr. : Ly Quang Thai
2. Date of Birth : October 31st, 1981
3. Hometown : Thanh Van Commune - Cho Moi District - Bac Kan Province
4. Current Residence : Apartment S2 3106 Vinhomes Skylake Pham Hung - Nam Tu Liem - Hanoi
5. Date of Party Admission : June 12th 2003 Official Admission: June 12th 2004
6. Education Level : 12/12
- + Highest Academic Qualification : Ph.D. in Economics
- + Political Theory : Advanced
- + Foreign Language : English Level B2 (European Framework)
7. Current Positions
- + At Port of Hai Phong : Representative of VIMC's Capital Contribution at Port of Hai Phong Joint Stock Company
- + At Other Enterprises : Head of Investment Department - Vietnam Maritime Corporation - JSC (VIMC); Member of the Board of Management at Saigon Port JSC; Member of the Board of Management at Da Nang Port JSC; Member of the Executive Committee of the Party Committee of VIMC
8. Educational and Professional Background:

From (Month/Year) to (Month/Year)	Title, Position, Working Unit (Party, Government, Union, Social Organization), including the time of professional training, etc.
7/2003 – 5/2010	Specialist of Finance and Accounting Department (now Finance and Accounting Division), Song Da Corporation - JSC
6/2010 - 10/2011	Deputy Chief Accountant cum Deputy Director of Finance

	and Accounting Division, Song Da Group (now Song Da Corporation - JSC)
2004 - 10/2011	<p>Concurrent positions:</p> <ul style="list-style-type: none"> - Member of the Board of Management, Na Loi Hydropower Joint Stock Company - a member unit of Song Da Corporation; - Head of the Supervisory Board, Song Da 2 Joint Stock Company - a member unit of Song Da Corporation; - Head of the Supervisory Board, Song Da Minerals Joint Stock Company - a member unit of Song Da Corporation; - Member of the Supervisory Board, Huong Son Hydropower Joint Stock Company - a member unit of Song Da Corporation; - Member of the Supervisory Board, Cua Dat Hydropower Joint Stock Company - a member unit of Song Da Corporation; - Member of the Supervisory Board, Song Da Urban Development and Investment Joint Stock Company - a member unit of Song Da Corporation; - Deputy Secretary of the Youth Union, Parent Company - Song Da Group
11/2011 - 03/2018	<p>Chief Accountant, Vietnam-Laos Power Joint Stock Company - a member unit of Song Da Corporation.</p> <p>Concurrent Positions:</p> <ul style="list-style-type: none"> - Deputy Secretary of the Party Committee, Vietnam-Laos Power Joint Stock Company, under the Party Committee of Song Da Corporation; - Chairman of the Trade Union, Vietnam-Laos Power Joint Stock Company, under the Trade Union of Song Da Corporation; - Member of the Board of Management, Xekaman 3 Power Limited Company (from August 2013) - a member unit of Vietnam-Laos Power Joint Stock Company; - Head of the Supervisory Board, Xekaman 1 Power Limited Company (from January 2012) - a member unit of Vietnam-Laos Power Joint Stock Company; - Director, Vietnam-Laos Power Building Limited Company (from March 2013 to September 2015) - a member unit of Vietnam-Laos Power Joint Stock Company
04/2018 - 7/2018	Legal and Risk Management Department, Song Da Corporation
7/2018 - 6/2019	<p>Assistant to the General Director, Vietnam Maritime Corporation.</p> <p>Concurrent Position: Member of the Board of Management, Vietnam Ocean Shipping Joint Stock Company (from April 2019)</p>
7/2019 - 8/2021	<p>Deputy Head of Finance and Accounting Division, Vietnam Maritime Corporation.</p> <p>Concurrent Positions:</p> <ul style="list-style-type: none"> - Member of the Board of Management, Quy Nhon Port Joint Stock Company (from July 2019 to June 2021);

	<ul style="list-style-type: none"> - Member of the Board of Management, Vietnam Ocean Shipping Joint Stock Company (from April 2019 to June 2021); - Member of the Board of Management, Saigon Port Joint Stock Company (from April 2021 to present); - Member of the Executive Committee of the Party Committee, Vietnam Maritime Corporation (from July 2020 to present)
8/2021 - 04/2022	<p>Head of Finance and Accounting Division, Vietnam Maritime Corporation.</p> <p>Concurrent Positions:</p> <ul style="list-style-type: none"> - Member of the Board of Management, Saigon Port Joint Stock Company (from April 2021 to present); - Member of the Executive Committee of the Party Committee, Vietnam Maritime Corporation (from July 2020 to present); - Member of the Board of Management, Dong Do Maritime Joint Stock Company (from April 2022)
04/2022 - present	<p>Head of Investment Division, Vietnam Maritime Corporation.</p> <p>Concurrent Positions:</p> <ul style="list-style-type: none"> - Member of the Board of Management, Dong Do Maritime Joint Stock Company (from April 2022 to December 2023); - Member of the Board of Management, Saigon Port Joint Stock Company (from April 2021 to present); - Member of the Board of Management, Da Nang Port Joint Stock Company (from April 2023 to present); - Member of the Board of Management, Hai Phong Port Joint Stock Company (from November 2024 to present); - Member of the Executive Committee of the Party Committee, Vietnam Maritime Corporation (from July 2020 to present)

9. Related Interests with Port of Hai Phong Joint Stock Company and its related parties:

- Authorized Representative of Vietnam Maritime Corporation - JSC's capital contribution (Major shareholder holding 92.56% of Port of Hai Phong's charter capital) at Port of Hai Phong Joint Stock Company (representing 18% of the charter capital of Port of Hai Phong)
- Authorized Representative of Vietnam Maritime Corporation - JSC's capital contribution at Saigon Port Joint Stock Company (Saigon Port is a subsidiary of Vietnam Maritime Corporation - JSC)
- Authorized Representative of Vietnam Maritime Corporation - JSC's capital contribution at Da Nang Port Joint Stock Company (Da Nang Port is a subsidiary of Vietnam Maritime Corporation - JSC)

10. Conflict of Interests with Port of Hai Phong Joint Stock Company: None

**REGULATIONS ON THE ELECTION OF MEMBERS
OF THE BOARD OF MANAGEMENT
at the 2025 Annual General Meeting of Shareholders**

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 No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 amending and supplementing several articles of Law on Public Investment, Law on Investment in the form of Public-Private Partnership, Law on Investment, Law on Housing, Law on Bidding, the Law on Electricity, Law on Enterprises, Law on Special Consumption Tax, and Law on Enforcement of Civil Judgments;

Pursuant to the Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 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;

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 Decision No. 1948/QD-CHP dated June 29th, 2023 of the Board of Management of Port of Hai Phong Joint Stock Company on promulgating the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company;

Pursuant to Decision No. 1950/QD-CHP dated June 29th, 2023 of Board of Management of Port of Hai Phong Joint Stock Company on issuing the Regulations of the Board of Management of Port of Hai Phong Joint Stock Company.

Article 1. Principles and Subjects of Election

1. Principles:

a. Elections shall be conducted in accordance with the law, the Charter of Hai Phong Port Joint Stock Company (*hereinafter referred to as the Company*), and these Regulations to ensure democracy and the legitimate rights of all shareholders

b. Election shall be conducted openly through voting.

2. Eligible Voters:

Shareholders holding common shares of the Company or authorized representatives attending on behalf of shareholders holding common shares of the Company (according to the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation on March 24, 2025).

Article 2. Number, Criteria, Conditions, and Procedures for Nominating Members of the Board of Management

1. Number of members of the Board of Management to be elected

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

2. Criteria 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 Charter of Organization and Operation of the Company, members of the Company's Board of Management must meet the following conditions:

- Not fall under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

- Must possess professional qualifications and experience in business management or in the field of the Company's business and are not necessarily required to be shareholders of the Company;

- May concurrently hold positions on the Board of Management of other companies;

- Not be a family member of the General Director and other managers of the Company; or of the managers or authorized personnel responsible for appointing managers of the parent company.

3. Nomination of members of the Board of Management

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

- Shareholders or groups of shareholders: owning from 10% to less than 20% of the total common shares have the right to nominate 01 candidate; owning from 20% to less than 35% of the total common shares have the right to nominate a maximum of 02 candidates; owning from 35% to less than 40% of the total common shares have the right to nominate a maximum of 03 candidates; owning from 40% to less than 50% of the total common shares

have the right to nominate a maximum of 04 candidates; owning from 50% to less than 60% of the total common shares have the right to nominate a maximum of 05 candidates; owning from 60% to less than 65% of the total common shares have the right to nominate a maximum of 06 candidates; owning 65% or more of the total common shares have the right to nominate a maximum of 07 candidates.

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

4. Dossier for nominating candidates for members of the Board of Management at the 2025 General Meeting of Shareholders of the Company includes:

a. Candidate nomination form (as per the template provided on the Company's website);

b. Curriculum vitae and information disclosure form (as per the template provided on the Company's website) completed by the candidate;

c. Certified copies of ID card/Citizen ID/Passport, degrees, and professional certificates of the candidate.

Based on the nomination dossiers of Shareholders and groups of Shareholders, the Organizing Committee shall compile a list of candidates meeting the criteria and submit to the 2025 Annual General Meeting of Shareholders.

5. Information of candidates for members of the Board of Management to be reported at the General Meeting includes:

a. Full name, date, month, and year of birth;

b. Professional qualifications;

c. Work history;

d. Other management positions (including positions on the Board of Management and Supervisory Board of other companies);

e. Interests related to the Company and its related parties.

Brief information of the candidates shall 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 Charter of Organization and Operation of the Company:

The voting for members of the Board of Management shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares held multiplied by the number of members of the Board of Management to be elected, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The elected members of the Board of Management shall be determined based on 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 case two or more candidates receive the same number of votes for the last member of the Board of Management, a vote shall be conducted (approval, disapproval, no opinion) to re-elect among the candidates with the same number of votes. The voting ratio for approval by voting method shall be implemented in accordance with Clause 2, Article 29 of the Company's Charter.

Article 4. Ballot

The ballot is pre-installed in the electronic voting system. Some terms used in the ballot are understood and explained as follows:

+ "Total number of representative voting rights" is understood as the number of voting rights, including the number of votes held and/or authorized by one or more other shareholders;

+ "Total number of votes for electing members of the Board of Management" is understood as the Total number of representative voting rights multiplied (x) by the number of members of the Board of Management to be elected.

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

Article 5. Method of completing the ballot

Each ballot may be used to vote for a maximum number of candidates as proposed in the Board of Management's proposal.

Shareholders/Authorized representatives attending the meeting shall cast their votes according to the following instructions:

- Case 1: Voting for one (01) candidate

The Shareholder/Authorized representative attending the meeting shall tick the square box in the "Cumulative Voting" column of the selected candidate or enter the number of votes in the "Number of Votes" section, which must equal the maximum number of votes of the Shareholder/Authorized attendee.

- Case 2: Voting for multiple candidates

+ The Shareholder/Authorized representative attending the meeting shall tick the square box in the “Cumulative Voting” column for the selected candidates, and the System will automatically distribute the votes equally among the candidates, or

+ The Shareholder/Authorized representative attending the meeting shall enter the number of votes for each candidate in the “Number of Votes” section.

- For the online voting system, in all cases, the total number of votes the Shareholder/Authorized attendee casts for the candidates must equal the maximum number of votes the Shareholder/Authorized attendee holds (*using all the votes the Shareholder/Authorized attendee holds*).

Note: If the Shareholder/Authorized attendee both ticks the “Equally Distributed Cumulative Voting” box and enters a number in the “Number of Votes” box, the result will be based on the number of votes in the “Number of Votes” box (*in case of a valid ballot*).

Article 6. Voting Procedure

Starting from 08:00 on April 29, 2025, the electronic voting system shall be opened. The voting process shall commence when the electronic voting system is opened and continue until the Chairman of the General Meeting or the Vote Counting Committee announces the end of the voting period. Shareholders/Authorized attendees who exercise their voting rights from the time the electronic voting system is opened shall be counted as attendees of the online AGM. The voting deadline shall be displayed on the electronic voting system’s notification for shareholders to easily monitor. After the voting period ends, the system will no longer accept any additional votes.

After completing the ballot, the Shareholder/Authorized attendee shall click “Vote” to save and send the voting results to the system. The Shareholder/Authorized attendee has the right to change the voting results until the electronic voting period ends. The final recorded vote will be the last one submitted before the electronic voting period concludes.

Article 7. Invalid ballots

The following ballot shall be deemed invalid by the system and shall be counted as unreturned ballots:

+ The number of candidates selected by the Shareholder/Authorized attendee exceeds the number of members of the Board of Management approved for supplementary election by the General Meeting of Shareholders.

+ The total number of votes cast for candidates is either more or less than the total number of voting ballots allocated for electing Board of Management members.

+ The ballot is submitted after the voting period has ended.

For invalid ballot, the electronic voting system will issue a warning to the Shareholders/Authorized attendees participating in the online General Meeting of

Shareholders and casting electronic votes. The Shareholders/Authorized attendees are responsible for adjusting the ballot. The system will not record invalid ballots, and the Shareholders/Authorized representative shall be deemed as having not participated in the electronic voting process.

Article 8. Principle for Determining Election

- The elected members of the Board of Management shall be determined based on 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 case two or more candidates receive the same number of votes for the last member of the Board of Management, a vote shall be conducted (approval, disapproval, no opinion) to re-elect among the candidates with the same number of votes.

- If the first voting round does not produce a sufficient number of elected members, additional rounds shall be conducted until the required number of members is elected.

Article 9. Vote Checking, Casting, and Counting

1. The Vote Counting Committee, introduced by the Presidium and approved by the General Meeting of Shareholders, is responsible for conducting the vote counting and announcing the vote counting results.

2. The voting process will start at 08:00 on April 29, 2025 and end when the Chairman declares the conclusion of the voting period.

3. The vote counting will be conducted by the vote counting committee immediately after the voting period has ended.

Article 10. Preparation and Announcement of Vote Counting Results

1. After counting the votes, the Vote Counting Committee shall prepare a Vote Counting Report.

2. The Vote Counting Report must include the following key details:

a. Time and location of the Vote Counting Report preparation;

b. Composition of the Vote Counting Committee;

c. Purpose and content of the vote;

d. Total number of Shareholders/Authorized attendees participating in the meeting and the corresponding number of votes, total number of Shareholders/Authorized attendees participating in the election and the corresponding number of votes; the ratio of votes of Shareholders/Authorized attendees participating in the vote to the total number of votes of Shareholders/Authorized attendees participating in the meeting (by cumulative voting method), number of valid/invalid votes, number of votes for each candidate for member of the Board of Management;

e. Election results;

f. Signatures of the members of the Vote Counting Committee.

3. The full text of the Vote Counting Report shall be announced by the Vote Counting Committee before the General Meeting and recorded in the Resolution of the General Meeting.

Article 11. Complaints Regarding the Election and Vote Counting

Any complaints regarding the election results shall only be considered at the General Meeting; shareholders shall not object to this validity at any other time. In case of disagreement regarding the election procedures or election results, the Vote Counting Committee shall review and seek the General Meeting's decision.

Article 12. Effectiveness of this Regulation

This regulation shall take effect immediately upon approval by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company at the General Meeting on April 29, 2025.

**PP. BOARD OF MANAGEMENT
CHAIRMAN**

Pham Hong Minh