



PROPOSAL
Amending and Supplementing the Internal Regulations on Corporate Governance of
Port of Haiphong Joint Stock Company

To: The General Shareholders' Meeting of Port of Haiphong Joint Stock Company

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

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

Pursuant to the Law on Amendments and Supplements to Certain Articles of the Law on Public Investment, the Law on Public-Private Partnerships, 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, No. 03/2022/QH15, adopted by the National Assembly of the Socialist Republic of Vietnam on January 11th, 2022;

Pursuant to the Law on Amendments to the Securities Law, the Law on Accounting, the Law on Independent Auditing, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Management, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Administrative Violations, No. 56/2024/QH15, adopted by the National Assembly of the Socialist Republic of Vietnam on November 29th, 2024;

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

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

Pursuant to the Article of Organization and Operations of Port of Haiphong Joint Stock Company;

Pursuant to the management and operation situation at Port of Haiphong Joint Stock Company,

The Board of Management of Port of Haiphong Joint Stock Company (the Company), based on current legal regulations and the actual operations of the Company, has reviewed and completed the proposed amendments to the internal regulations on corporate governance.

The Board of Management of the Company respectfully reports the proposed amendments and supplements to the internal regulations on corporate governance of Port of Haiphong Joint Stock Company as follows:

AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article	Current provisions	Proposed amendments	Reason
Point m, Clause 2, Article 3. Roles, rights, and obligations of the General Shareholders' Meeting	Other rights and obligations as prescribed by law	Other rights and obligations as prescribed by law, this Article, and the Company's internal management regulations and rules	Supplement the content to cover all cases
Point a, Clause 2, Article 46. Roles, rights, and obligations of the Board of Management	Decisions on strategic plans, mid-term development plans, and quarterly/bi-annual/annual business plans, as well as the annual labor utilization and recruitment plans of the Company.	Decisions on strategic plans, mid-term development plans, and quarterly/bi-annual/annual business plans, as well as annual labor utilization and recruitment plans of the Company; decisions on project investments, procurement, repairs, maintenance dredging, and urgent, unexpected expenditures related to production and business operations arising outside the Company's annual plans, which have been approved by the General Shareholders' Meeting.	Based on the practical requirements of the Company
Point j, Clause 2, Article 46. Roles, rights, and obligations	Approval of purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets as recorded in the most recent financial	Approval of purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets as recorded in the most recent financial	Adjust the phrasing to encompass all relevant cases

of the Board of Management	statements of the Company, as well as contracts and transactions within the decision-making authority of the General Shareholders' Meeting as stipulated in Point d, Clause 1, Article 23, and Clause 4, Article 57 of this Article.	statements of the Company, as well as contracts and transactions within the decision-making authority of the General Shareholders' Meeting as stipulated in Point d, Clause 1, Article 23; and contracts and transactions within the decision-making authority of the Board of Management as stipulated in this Article.	
Point o, Clause 2, Article 46. Roles, rights, and obligations of the Board of Management	Approval for the General Director to appoint, dismiss, sign contracts, terminate contracts, determine salaries, rewards, disciplinary actions, and other benefits for the Directors/Deputy Directors of subsidiaries, Heads/Deputy Heads of departments, and equivalent positions.	Approval for the General Director to appoint, dismiss, sign contracts, terminate contracts, determine salaries, rewards, disciplinary actions, and other benefits for the Branch Directors, Heads of Departments, and equivalent positions	The position of Deputy Branch Director/Deputy Head of Department and equivalent proposes to delegate the authority to the General Director to make decisions
Point z, Clause 2, Article 46. Roles, rights, and obligations of the Board of Management	Other rights and obligations as prescribed by law or not within the decision-making authority of the General Shareholders' Meeting as stipulated in Article 23 of this Article	Other rights and obligations as prescribed by law, this Article, and the internal management regulations of the Company, which are not within the decision-making authority of the General Shareholders' Meeting	Supplement the content to cover all cases
Point f, Clause 2, Article 65. Roles, responsibilities, rights, and obligations of the General Director	Appointment, dismissal, signing of contracts, termination of contracts, determination of salaries, rewards, disciplinary actions, and other benefits for the positions of Director/Deputy Director of subsidiaries, Head/Deputy Head of departments, and equivalent	Appointment, dismissal, signing of contracts, termination of contracts, determination of salaries, rewards, disciplinary actions, and other benefits for the positions of Branch Director, Head of Department, and equivalent positions, after	The position of Deputy Branch Director/Deputy Head of Department and equivalent proposes to delegate the decision-making

	positions, after approval by the Board of Management;	approval by the Board of Management;	authority to the General Director
	The Presidium of the Board of Management presides over the General Shareholders' Meeting	The Board of Chairpersons presides over the General Shareholders' Meeting	Renaming

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

- Approval of the amendments and supplements to the Company's internal governance regulations as proposed in this Proposal, in the form of an Appendix to the Amended and Supplemented Internal Governance Regulations of Port of Haiphong JSC.

- Authorizing the Board of Management of Port of Haiphong JSC to:

- + Direct the amendment of the Company's internal governance regulations according to the content proposed in this Proposal and the feedback from shareholders and shareholder representatives attending the General Meeting (if any).

- + Finalize the content, sign, and issue the Appendix to the Amended and Supplemented Internal Governance Regulations of Port of Haiphong JSC (first version), and publicly announce the regulations in accordance with legal requirements.

Respectfully submitted to the General Shareholders' Meeting./.

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 INTERNAL
REGULATIONS ON CORPORATE GOVERNANCE OF PORT OF
HAIPHONG JOINT STOCK COMPANY
(First Edition)**

(This Appendix is an integral part of the Internal Regulations on Corporate Governance of Port of Haiphong Joint Stock Company, which were approved by the General Shareholders' Meeting on June 29th, 2023)

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

Pursuant to the Article on Organization and Operations of Port of Haiphong Joint Stock Company;

Pursuant to the Internal Governance Regulations of Port of Haiphong Joint Stock Company;

Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 29th, 2025, of the General Shareholders' Meeting 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 Internal Governance Regulations of Port of Haiphong Joint Stock Company are amended and supplemented as follows:

1. Change the designation of the Presidium throughout the Internal Governance Regulations of the Company to the Board of Chairpersons.

2. Amend and supplement point m, paragraph 1, Article 3 - Roles, Rights, and Obligations of the General Shareholders' Meeting as follows:

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

3. Amend and supplement point a, paragraph 2, Article 46 - Roles, Rights, and Obligations of the Board of Management as follows:

"a. Decisions on strategic plans, mid-term development plans, and quarterly/bi-annual/annual business plans, as well as annual labor utilization and recruitment plans of the Company; decisions on project investments, procurement, repairs, maintenance dredging, and urgent, unexpected expenditures related to production and business operations arising outside the Company's annual plans, which have been approved by the General Shareholders' Meeting;"

4. Amend and supplement point j, paragraph 2, Article 46 - Roles, Rights, and Obligations of the Board of Management as follows:

"j. Approval of purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets as recorded in the most recent financial statements of the Company, as well as contracts and transactions within the decision-making authority of

the General Shareholders' Meeting as stipulated in Point d, Clause 1, Article 23; and contracts and transactions within the decision-making authority of the Board of Management as stipulated in this Article;”

5. Amend and supplement point o, paragraph 2, Article 46 - Roles, Rights, and Obligations of the Board of Management as follows:

"Approval for the General Director to appoint, dismiss, sign contracts, terminate contracts, determine salaries, rewards, disciplinary actions, and other benefits for the Branch Directors, Heads of Departments, and equivalent positions;”

6. Amend and supplement point z, paragraph 2, Article 46 - Rights and Obligations of the Board of Management as follows:

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

7. Amend and supplement point f, paragraph 2, Article 65 - Roles, Responsibilities, Rights, and Obligations of the General Director as follows:

“Appointment, dismissal, signing of contracts, termination of contracts, determination of salaries, rewards, disciplinary actions, and other benefits for the positions of Branch Director, Head of Department, and equivalent positions, after approval by the Board of Management;”

Article 2. Effectiveness of the Appendix to the Amended and Supplemented Internal Governance Regulations of Port of Haiphong Joint Stock Company

The Appendix to the Amended and Supplemented Internal Governance Regulations of Port of Haiphong Joint Stock Company (First Edition) replaces the corresponding provisions of the current Internal Regulations on Corporate Governance of Port of Haiphong Joint Stock Company and shall take effect from the date of signing and issuance. Other provisions of the Internal Regulations on Corporate Governance of Port of Haiphong Joint Stock Company, which were approved by the General Shareholders' Meeting on June 29th, 2023, shall remain valid and legally effective.

**PP. BOARD OF MANAGEMENT
CHAIRMAN**

Pham Hong Minh