



REGULATIONS

ON THE SUPPLEMENTARY ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, Legislature XIV, on June 17, 2020;
- Pursuant to the Charter on Organization and Operation of Hai An Transport and Stevedoring Joint Stock Company



Article 1. Procedures for Nomination and Candidacy for Supplementary Election of Members to the Board of Directors for the 2023–2028 Term

- 1.1. Prior to the General Meeting of Shareholders (GMS), shareholders shall have the right to form groups to nominate and accumulate votes for their nominated candidates. Eligible shareholders or groups of shareholders may nominate or stand for election to the Board of Directors (BOD) and must submit nomination/candidacy dossiers no later than the opening of the GMS to allow the Organizing Committee sufficient time to prepare relevant election materials.
- 1.2. The number of candidates each group may nominate shall depend on the number of positions to be elected as determined by the GMS and the proportion of voting shares held. The nomination rights are as follows:

From 10% to under 20%: entitled to nominate 1 candidate; From 20% to under 30%: up to 2 candidates; From 30% to under 40%: up to 3 candidates; From 40% to under 50%: up to 4 candidates; From 50% to under 60%: up to 5 candidates; From 60% to under 70%: up to 6 candidates; From 70% to under 80%: up to 7 candidates; From 80% and above: entitled to nominate the maximum number of candidates.
- 1.3. If the number of candidates nominated by shareholders or shareholder groups is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the BOD.
- 1.4. The current BOD shall announce its nominated candidates at the GMS, introduce them to attending shareholders, and request the GMS to approve the list.

- 1.5. The list of candidates for the BOD must be approved in full by the GMS prior to the election.
- 1.6. Eligible shareholders or shareholder groups may submit nomination/candidacy dossiers by 17:00 on June 16, 2025, to the following address:
- ***Hai Phong Office – Hai An Transport and Stevedoring Joint Stock Company***
 - ***3rd Floor, Hai An Building, Km 2 Dinh Vu Road, Dong Hai 2 Ward, Hai An District, Hai Phong City***
 - ***Contact: Mr. Nguyen Ngoc Minh***
 - ***Tel: 0225 3979721 | Fax: 0225 3979718***
- Nomination/Candidacy Dossier Includes:
- Application for nomination/candidacy to the BOD (as per template);
 - Candidate's curriculum vitae (as per template);
 - Certified copies of ID card/passport/permanent residence book, academic and professional qualifications;
 - Letter of commitment from the candidate.

Article 2. Qualifications and Conditions for Membership of the Board of Directors

Pursuant to Clause 1, Article 155 of the Law on Enterprises:

Members of the Board of Directors must satisfy the following qualifications and conditions:

- a) Must not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises 2020;
- b) Must possess professional qualifications and experience in business administration or in the Company's business sectors, and are not required to be shareholders of the Company unless otherwise stipulated in the Company's Charter;
- c) May concurrently serve as members of the Board of Directors of other companies;
- d) For state-owned enterprises as defined in Point b, Clause 1, Article 88 of the Law and subsidiaries of such enterprises, members of the Board of Directors must not have familial relationships with the General Director, Director, or other managerial personnel of the company or of the parent company.

Pursuant to Clause 1, Article 28 of the Charter of Hai An Transport and Stevedoring JSC:

Members of the Board of Directors must meet the following basic criteria:

- a) Possess full civil act capacity in accordance with Vietnamese law and must not fall under the categories prohibited from establishing or managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

- b) Possess professional qualifications and experience in business management and are not required to be shareholders of the Company;
- c) May concurrently serve as members of the Board of Directors of other companies;
- d) In addition to the general criteria above, independent members of the Board of Directors must also meet the specific conditions set forth in Clause 2, Article 155 of the Law on Enterprises.

Article 3. Method of Cumulative Voting for Election of Board of Directors Members

3.1 Format of the Ballot for Supplementary Election of BOD Members:

Each shareholder or duly authorized representative attending the General Meeting shall be issued one Ballot for the purpose of electing additional members to the Board of Directors.

Each Ballot shall list the names of the nominated candidates, along with the shareholder's or representative's information and the total number of voting shares represented. Upon receipt, shareholders must verify the accuracy of their shareholder code and number of voting shares. Any discrepancies must be reported immediately to the Registration Committee.

3.2 The cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises shall apply to all joint stock companies, including listed companies, unless otherwise provided by securities law.

3.3 Total number of votes allocated to a shareholder shall be calculated as follows:

Total votes = Number of voting shares held × Number of BOD members to be elected

- To vote for a candidate, the shareholder shall write the number of votes allocated in the "Number of Votes" column;
- If not voting for a candidate, the shareholder shall leave the field blank or cross it out;
- The total number of votes cast by a shareholder must not exceed the total number of votes they are entitled to.

Example:

- If two (02) BOD members are to be elected from a list of four (04) candidates, and Mr. A holds 1,000 voting shares, he will have 2,000 votes (1,000 × 2). Mr. A may allocate all or part of his votes to one or two candidates, as follows:

<i>No.</i>	<i>Candidate Name</i>	<i>Number of Votes</i>
1	Candidate 1	1,500
2	Candidate 2	X
3	Candidate 3	500

4	Candidate 4	X
<i>Total</i>		2,000

- This method allows shareholders to distribute their votes in full or in part among one or more candidates, depending on their level of confidence in each. In this example, since two members are to be elected, each shareholder may allocate votes to a maximum of two candidates. The total number of votes cast must not exceed the product of voting shares held and the number of positions to be filled.

3.4 Determination of Elected Candidates: Candidates shall be elected in descending order of total votes received until the number of positions approved by the General Meeting is filled. In the event of a tie between two or more candidates for the final position(s), a re-vote shall be conducted among those candidates or a selection shall be made based on criteria set forth in these Regulations or the Company's Charter.

Article 4. Invalid Ballots

A Ballot shall be deemed invalid if it exhibits any of the following characteristics:

- It lacks the official seal of Hai An Transport and Stevedoring Joint Stock Company and the signature of the shareholder or authorized representative;
- It allocates more votes than permitted or exceeds the number of BOD members to be elected as approved by the General Meeting;
- It includes names or votes for individuals not listed among the approved nominees;
- It contains markings that erase or obscure all candidate names or otherwise cause confusion for the Vote Counting Committee.

Article 5. Vote Counting Committee and Principles of Vote Counting

5.1. Vote Counting Committee

- The Vote Counting Committee shall be nominated by the Organizing Committee and approved by the General Meeting of Shareholders (GMS);
- Members of the Vote Counting Committee must not be listed among the nominees or candidates for election to the Board of Directors for the 2023–2028 term.

5.2. Principles of Voting and Vote Counting

- Shareholders holding voting shares and their duly authorized representatives shall have the right to vote on resolutions of the GMS and to elect additional members to the Board of Directors;

- Prior to the commencement of voting, the Vote Counting Committee shall inspect the ballot box to confirm it is empty, in the presence of the shareholders;
- Voting shall commence upon the instruction of the Chairperson of the Meeting and conclude when the last shareholder has cast their ballot within the time frame prescribed by the GMS;
- Vote counting shall be conducted immediately following the conclusion of voting during the Meeting;
- The vote counting results shall be recorded in writing and announced before the GMS.

Article 6. Scope and Effectiveness of the Regulations

These Regulations shall apply exclusively to the 2025 Annual General Meeting of Shareholders of Hai An Transport and Stevedoring Joint Stock Company;

The Regulations consist of six (06) articles and shall be publicly disclosed prior to and during the GMS for approval by vote;

Any complaints regarding the voting, vote counting, or election process shall be resolved by the Chairperson of the Meeting and recorded in the Meeting Minutes.

**On behalf of the Organizing Committee
Head of the Vote Counting Committee**