



SAIGON PORT JOINT STOCK COMPANY

Address: No. 03 Nguyen Tat Thanh, Xom Chieu Ward, District 4, Ho Chi Minh City.
Tel: (84.28)3940.2184 Fax: (84.28)3940.0168 Website : www.saigonport.vn

REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION TO REPLACE MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS SAIGON PORT JOINT STOCK COMPANY

Legal Basis:

- **Law on Enterprises No. 59/2020/QH14** passed by the National Assembly on June 17, 2020, and its guiding documents;
- **Law on Securities No. 54/2019/QH14** passed by the National Assembly on November 26, 2019, and its guiding documents;
- **Decree 155/2020/ND-CP** passed by the Government on December 31, 2020, and its guiding documents;
- **Charter of Saigon Port Joint Stock Company.**

The election of the Board of Directors (BOD) and the Supervisory Board (SB) for the 2026–2031 term at the 2026 Annual General Meeting of Shareholders (AGM) shall be conducted according to the following provisions:

Article 1. Interpretation of Terms/Abbreviations

- **Company:** Saigon Port Joint Stock Company.
- **BOD:** Board of Directors.
- **SB:** Supervisory Board.
- **OC:** Meeting Organizing Committee.
- **AGM:** General Meeting of Shareholders.
- **Delegates:** Shareholders or authorized representatives.

Article 2. Subjects of Election Shareholders holding voting shares and authorized representatives of shareholders holding voting shares present at the Meeting.

Article 3. Chairperson of the Meeting The Chairperson is responsible for presiding over the election, specifically:

1. Introducing the list of nominees for the BOD and SB.
2. Resolving election-related complaints (if any).

Article 4. Vote Counting Committee

1. Nominated by the Chairperson and approved by the Meeting. Members must not be candidates for the BOD or SB.

2. Responsibilities: Introduce and distribute ballots, conduct the count, and announce results.

Article 5. Quantity, Term, and Criteria for BOD and SB Members

1. **Quantity (2026–2031 term):** 07 BOD members and 03 SB members.

2. **Maximum Candidates:** Unlimited.

3. **BOD Candidate Criteria:** Must meet legal requirements (Art. 17 Law on Enterprises), possess professional expertise/experience, hold no more than 05 concurrent directorships, and must not have family relationships with parent company managers or Company executives.

4. **SB Candidate Criteria:** Must meet legal requirements, be trained in economics, finance, law, or related fields, and must not be a family member of BOD members or managers. They must not work in the Company's finance department or have worked for the Company's independent audit firm in the last 03 years.

Article 6. Nomination and Candidacy Documentation

1. **Required Documents:** Nomination form, Curriculum Vitae (CV), certified copies (within 6 months) of ID/Passport and professional degrees, and share ownership certification.

2. Candidates are legally responsible for the accuracy of their documents.

3. Groups nominating at the Meeting must submit dossiers to the Secretary before voting begins.

Article 7. List of Candidates Based on the dossiers, the Secretary will compile the final list of qualified candidates.

Article 8. Election Principles and Method

1. Compliance with the Law and Company Charter.

2. Voting via **secret ballot** using the **cumulative voting method**.

3. Total votes = Total voting shares (owned/authorized) × Number of members to be elected.

4. Delegates may cast all votes for one candidate or distribute them among several.

5. If a mistake is made, delegates may request a new ballot from the Counting Committee by returning the old one.

Article 9. Nomination for the Board of Directors

1. Shareholders/groups holding **10% or more** of ordinary shares have the right to nominate.

2. Nomination Quotas:

- 10% to <20%: Max 01 candidate.
- 20% to <30%: Max 02 candidates.
- 30% to <40%: Max 03 candidates.
- 40% to <50%: Max 04 candidates.
- 50% to <60%: Max 05 candidates.
- 60% to <70%: Max 06 candidates.
- 70% to <80%: Max 07 candidates.

- 80% to <90%: Max 08 candidates.

3. If insufficient nominees are found, the current BOD may introduce additional candidates.

Article 10. Nomination for the Supervisory Board

1. Shareholders/groups holding **10% or more** have the right to nominate.

2. Nomination Quotas:

- 10% to <30%: Max 01 candidate.
- 30% to <50%: Max 02 candidates.
- 50% to <70%: Max 03 candidates.
- 70% to <90%: Max 04 candidates.

3. If insufficient nominees are found, the current SB may introduce additional candidates.

Article 11. Ballots

1. Ballots include delegate codes, share count, and the Company's official stamp.

2. **Recording Votes:** Delegates distribute their total votes across the list. If "Vote Equally" and a specific number are both marked, the specific number prevails.

3. **Invalid Ballots:** Those with unauthorized additions, pencil writing, deleted names, no stamp, erasures, or if the total votes cast exceed the allowed total.

Article 12. Voting and Counting Principles Voting begins after ballots are distributed and ends when the last shareholder votes. Counting is conducted under the supervision of shareholder representatives.

Article 13. Election Results

1. The top 07 (BOD) and 03 (SB) candidates with the highest votes are elected.

2. In case of a tie for the final slot, a re-vote will be held among the tied candidates.

3. If a tie persists after the second vote, the Chairperson may call for a third vote or leave the position vacant for a future meeting.

Article 14. Minutes of the Counting Committee The minutes must include the total participants, total voters, voting ratios, and the results for each candidate. The full minutes must be announced before the Meeting.

Article 15. Implementation Complaints are resolved by the Chairperson. These Regulations consist of 15 articles and take effect immediately upon approval by the AGM./.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

Huỳnh Văn Cường