**CDN: Annual Corporate Governance Report 2023**

On January 25, 2024, Danang Port Joint Stock Company announced Report No. 13/BC-CDN on the corporate governance in 2023 as follows:

* Name of Company: Danang Port Joint Stock Company
* Head office address: No. 26, Bach Dang, Thach Thang Ward, Hai Chau District, Da Nang City, Vietnam
* Phone: 02363 822513 Fax: 02363 822565 Email: cangdn@danangport.com
* Charter capital: VND 990,000,000,000
* Securities code: CDN
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Establishment of the Internal Audit Committee according to Decision No. 25/QD-CDN dated March 15, 2022 of the Company's Board of Directors
1. Activities of the General Meeting of Shareholders:

Information about Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 43/NQ-DHDCD | March 31, 2023 | Annual General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors:

The Board of Directors includes: 07 members

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Dinh Chung | Chair of the Board of Directors | April 19, 2021, term of 2019-2024 |  |
| 2 | Mr. Tran Le Tuan | Member of the Board of Directors | April 19, 2022, re-appointed for the term of 2019-2024 |  |
| 3 | Mr. Phan Bao Loc | Member of the Board of Directors | June 19, 2019, term of 2019-2024 |  |
| 4 | Mr. Nguyen Hoai An | Member of the Board of Directors | April 19, 2022, term of 2019-2024 |  |
| 5 | Mr. Wang Chil Shiang | Member of the Board of Directors | March 31, 2023, term of 2019-2024 |  |
| 6 | Mr. To Minh Thuy | Independent member of the Board of Directors | April 19, 2021, term of 2019-2024 |  |
| 7 | Ms. Hoang Ngoc Bich | Independent member of the Board of Directors | April 19, 2021, term of 2019-2024 |  |
| 8 | Mr. Chen Jung Chan | Member of the Board of Directors | November 18, 2019, term of 2019-2024 | March 31, 2023 |

1. Board Resolutions/Decisions:

The Board of Directors has also collected opinions of members of the Board of Directors via a ballot according to the prescribed order and procedures. During the year, the Board of Directors has promulgated a total of 61 Board Resolutions and Board Decisions for the Company's Executive Board to implement, aiming to complete the common goals and targets for 2023 assigned by the General Meeting of Shareholders.

List of Board Resolutions and Board Decisions in 2023 is attached in Appendix 01.

1. The Supervisory Board
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/Audit Committee | Qualification |
| 1 | Phan Thi Nhi Ha | Chief  | Appointed as the Chief of the Supervisory Board on June 19, 2019 | Bachelor of Economics - Major in Corporate Accounting |
| 2 | Tran Thi Kieu Oanh | Member | Appointed as Member of the Supervisory Board on June 19, 2019 | Bachelor of Economics - Major in Corporate Accounting |
| 3 | Nguyen Quang Phat | Member | Appointed as Member of the Supervisory Board on June 19, 2019 | Bachelor of Economics - Major in Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Le Tuan | January 10, 1973 | Master of Business Administration | First appointed on March 16, 2021 |
| 2 | Mr. Le Quang Duc | August 10, 1967 | Bachelor of Economics | Re-appointed on January 22, 2020 |
| 3 | Mr. Duong Duc Xuan | August 28, 1964 | Bachelor of Economics | Re-appointed on July 05, 2021 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Nguyen Ngoc Tam | April 30, 1976 | Bachelor of Finance and Accounting | April 19, 2021. Head of Finance and Accounting Department |

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: according to Appendix 02 attached to this Report.
* Major shareholder: Wan Hai Line Ltd
* Service provision: VND 69,512,992,740

Subsidiary of the major shareholder: Wan Hai (Vietnam) Ltd

* Service provision: VND 95,359,032
1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) in the past three years (from January 1, 2021 to December 31, 2023)
* Da Nang Port Logistics Joint Stock Company
* Goods sales and service provision: VND 22,975,855,638
* Goods and service purchase: VND 74,490,278,154
* Danang Port Tugboat Joint Stock Company
* Goods sales and service provision: VND 6,820,244,880
* Goods and service purchase: VND 81,360,715,309
	1. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors or the Executive Manager (General Manager): None
	2. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None
1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transactions of PDMR and affiliated persons: None.
3. Other significant issues: None

Appendix 01: List of Board Resolutions and Board Decisions in 2023

|  |  |  |
| --- | --- | --- |
| No. | Promulgation date | Content and No.1 |
| [1] | [2] | [3]  |
|  |  |  |
| 1 | January 05, 2023 | Resolution on the policy of signing economic contracts and contract annexes between Danang Port Joint Stock Company and Da Nang Port Logistics Joint Stock Company |
| No: 01/NQ-CDN |
| 2 | January 05, 2023 | Resolution on the policy of signing economic contracts between Danang Port Joint Stock Company and Danang Port Tugboat Joint Stock Company |
| No: 02/NQ-CDN |
| 3 | January 05, 2023 | Resolution on the policy of signing economic contract annexes between Danang Port Joint Stock Company and VIMC Shipping Company |
| No: 03/NQ-CDN |
| 4 | January 05, 2023 | Resolution on the policy of signing economic contract annexes between Danang Port Joint Stock Company and Biendong Shipping Company Limited |
| No: 04/NQ-CDN |
| 5 | January 12, 2023 | Decision on promulgating regulations on competency dictionary, competency framework, and employee assessment methods of Departments/Functional Committees/Centers and Tien Sa Port Enterprise under Danang Port Joint Stock Company |
| No: 05/NQ-CDN |
| 6 | January 18, 2023 | Resolution on approving the investment and repair plan 2023  |
| No. 06/NQ-CDN |
| 7 | February 02, 2023 | Resolution on the policy of signing economic contracts and contract annexes between Danang Port Joint Stock Company and the Branch of Viet Nam Ocean Shipping Agency Corporation -Shipping Agency Da Nang |
| No: 09/NQ-CDN |
| 8 | February 10, 2023 | Decision on approving the contractor selection results for the Ms bidding package - Purchase life insurance for employees |
| No. 12/NQ-CDN |
| 9 | February 14, 2023 | Resolution on the plan to organize the Annual General Meeting of Shareholders 2023 of Danang Port Joint Stock Company |
| No: 13/NQ-CDN |
| 10 | February 24, 2023 | Resolution on the policy of signing economic contract between Danang Port Joint Stock Company and Biendong Shipping Company Limited |
| No: 14/NQ-CDN |
| 11 | February 24, 2023 | Resolution on the policy of signing economic contracts between Danang Port Joint Stock Company and VIMC Shipping Company |
| No: 15/NQ-CDN |
| 12 | February 24, 2023 | Resolution on approving the additional repair plan 2022  |
| No: 16/NQ-CDN |
| 13 | February 24, 2023 | Resolution on approving the investment policy of the Hydrometeorological Observation Station investment project |
| No: 17/NQ-CDN |
| 14 | February 24, 2023 | Decision on promulgating the internal audit process of Danang Port Joint Stock Company |
| No: 18/NQ-CDN |
| 15 | March 03, 2023 | Resolution on approving the production, business and investment plan 2023 of Danang Port Logistics Joint Stock Company |
| No: 20/NQ-CDN |
| 16 | March 03, 2023 | Resolution on approving the production, business and investment plan 2023 of Danang Port Tugboat Joint Stock Company |
| No: 21/NQ-CDN |
| 17 | March 03, 2023 | Decision on using contingency costs for the investment project of 01 hydraulic wheeled crane with lifting capacity greater than 100 tons |
| No: 22/NQ-CDN |
| 18 | March 07, 2023 | Resolution on approving the opening of the bidding package TB02 - Supply and install 02 mobile cranes on rails for the Investment project of 02 mobile cranes at TS5 wharf and 01 QCC crane at TS4 wharf at Tien Sa Port |
| No: 23/NQ-CDN |
| 19 | March 10, 2023 | Decision on extending the contract implementation time of Contract No. 79/2022/HDXL dated January 12, 2022 on the bidding package XL 01 - Construct the yard behind the wharf for the Investment project to build the yard behind the wharf No. 4 and 5 of Tien Sa Port |
| No: 25/NQ-CDN |
| 20 | March 17, 2023 | Regarding the Board of Directors asking for opinions from the Party Committee on establishing the Production Operations Center under Da Nang Port and converting the Exploitation Department into a Department of Quality Supervision and Labor Safety |
| No: 26/CDN-QTTK |
| 21 | March 23, 2023 | Decision on approving corrections and supplements to a number of contents in the Decision on approving the investment project of 02 mobile cranes at TS5 wharf and 01 QCC crane at TS4 wharf at Tien Sa Port |
| No: 27/QD-CDN |
| 22 | March 24, 2023 | Decision on establishing the Production Operations Center and converting the Exploitation Department into the Quality and Labor Safety Supervision Department |
| No: 28/NQ-CDN |
| 23 | March 24, 2023 | Resolution on the program and document submitted to the Annual General Meeting of Shareholders 2023 of Danang Port Joint Stock Company |
| No: 29/NQ-CDN |
| 24 | March 24, 2023 | Decision on approving the contractor selection results for the bidding package TB01 - Supply and install 01 QCC crane for the Investment project of 02 mobile cranes at TS5 wharf and 01 QCC crane at TS4 wharf at Tien Sa Port |
| No: 30/NQ-CDN |
| 25 | March 28, 2023 | Resolution on the voting content at the Annual General Meeting of Shareholders 2023 of Da Nang Port Logistics Joint Stock Company |
| No: 38/NQ-CDN |
| 26 | March 28, 2023 | Resolution on the voting content at the Annual General Meeting of Shareholders 2023 on the Board of Directors meeting of Danang Port Tugboat Joint Stock Company |
| No: 39/NQ-CDN |
| 27 | March 30, 2023 | Resolution on supplementing the voting content at the Annual General Meeting of Shareholders 2023 of Da Nang Port Logistics Joint Stock Company |
| No: 40/NQ-CDN |
| 28 | March 31, 2023 | Annual General Mandate 2023 of Danang Port Joint Stock Company |
| No: 43/NQ-CDN |
| 29 | April 03, 2023 | Resolution on signing the economic contract annexes between Danang Port Joint Stock Company and Da Nang Port Logistics Joint Stock Company |
| No: 46/NQ-CDN |
| 30 | April 12, 2023 | Decision on approving the Investment Project to build a Logistics Service Center in Hoa Vang District |
| No: 47/NQ-CDN |
| 31 | April 19, 2023 | Resolution on approving the plan for appropriating and using the bonus fund and welfare fund in 2023 of Danang Port Joint Stock Company |
| No: 48/NQ-CDN |
| 32 | April 21, 2023 | Resolution on assigning tasks to Mr. Tran Quang Chau |
| No. 49/NQ-CDN |
| 33 | April 24, 2023 | Decision on establishing a team to verify the final settlement of the completed project of Danang Port Joint Stock Company |
| No: 50/QD-CDN |
| 34 | April 28, 2023 | Decision on approving tasks, consulting cost estimates and contractor selection plan for a number of consulting packages under the Logistics Service Center Construction Investment Project in Hoa Vang District |
| No: 51/QD-CDN |
| 35 | May 09, 2023 | Decision on promulgating Life Insurance Policy Regulations at Danang Port Joint Stock Company |
| No: 52/QD-CDN |
| 36 | May 09, 2023 | Resolution on approving the settlement of the 2022 salary fund and the labor plan and salary plan 2022 of managers and employees of Danang Port Joint Stock Company |
| No: 53/QD-CDN |
| 37 | May 12, 2023 | Decision on approving the estimate and contractor selection plan for the bidding package: Audit and review the Financial Statements 2023 of Danang Port Joint Stock Company |
| No: 54/QD-CDN |
| 38 | May 16, 2023 | Resolution on dividend payment in 2022 of Danang Port Joint Stock Company |
| No. 55/NQ-CDN |
| 39 | May 16, 2023 | Resolution on offering shares owned at Vietnam Maritime Commercial Joint Stock Bank (Share code: MSB)  |
| No: 56/NQ-CDN |
| 40 | May 25, 2023 | Decision on approving the contractor selection for the bidding package TB02: Supply and install 02 mobile cranes on rails for the Investment project of 02 mobile cranes at TS5 wharf and 01 QCC crane at TS4 wharf at Tien Sa Port |
| No: 57/QD-CDN |
| 41 | May 25, 2023 | Resolution on approving investment policies for projects arising outside the 2023 investment plan |
| No: 58/NQ-CDN |
| 42 | June 12, 2023 | Resolution on signing Economic Contract Annex No. 02 of Contract No. 38-2023/DNL-DNP between Danang Port Joint Stock Company and Da Nang Port Logistics Joint Stock Company |
| No: 59/NQ-CDN |
| 43 | June 12, 2023 | Decision on approving the final settlement of the completed project for the investment project of 04 ER.TG cranes at Tien Sa Port |
| No: 60/QD-CDN |
| 44 | June 14, 2023 | Resolution on signing economic contracts between Danang Port Joint Stock Company and Wanhai Lines Ltd |
| No: 61/NQ-CDN |
| 45 | July 12, 2023 | Resolution on changing the Legal Representative of Danang Port Joint Stock Company |
| No. 65/NQ-CDN |
| 46 | August 14, 2023 | Resolution on approving the Mid-year Reviewed Financial Statements 2023 of Danang Port Joint Stock Company |
| No: 69/NQ-CDN |
| 47 | August 17, 2023 | Resolution on the policy of converting land use purposes for extended land plot A1-5 Bach Dang, land plot in group 27, Thuan Phuoc Ward, Hai Chau District, Da Nang and implementing the merger of the above land plot of Danang Port Joint Stock Company |
| No: 70/NQ-CDN |
| 48 | September 15, 2023 | Decision on approving the investment project of 02 40-foot automatic rails |
| No: 71/QD-CDN |
| 49 | September 15, 2023 | Decision on approving the contractor selection plan for the Investment Project of 02 40-foot automatic rails |
| No: 72/QD-CDN |
| 50 | September 19, 2023 | Decision on approving the final settlement of the completed project for the Investment project of 01 hydraulic wheeled crane with lifting capacity greater than 100 tons |
| No: 73/QD-CDN |
| 51 | October 05, 2023 | Resolution on the staff policy of Danang Port Joint Stock Company |
| No. 76/NQ-CDN |
| 52 | October 24, 2023 | Decision on approving the technical construction plan, estimate and contractor selection plan for the bidding package CP01 - Clear bombs, mines and explosives under the Construction Investment Project of the Logistics Service Center in Hoa Vang District |
| No: 80/QD-CDN |
| 53 | October 24, 2023 | Resolution on approving the investment policy of Da Nang Port Hotel Project |
| No: 79/NQ-CDN |
| 54 | October 26, 2023 | Resolution on the voting content for approval at the Board of Directors meeting of Danang Port Tugboat Joint Stock Company |
| No: 81/NQ-CDN |
| 55 | October 30, 2023 | Resolution on the voting content to approve the investment project to build 01 new tugboat with a total capacity of 3,200 - 3,800 CV of Da Nang Port Tugboat Joint Stock Company |
| No: 82/NQ-CDN |
| 56 | November 08, 2023 | Decision on appointing the management staff of Danang Port Joint Stock Company |
| No: 83/QD-CDN |
| 57 | November 08, 2023 | Resolution on appointing the management staff of Danang Port Joint Stock Company |
| No. 84/NQ-CDN |
| 58 | November 08, 2023 | Resolution on approving the supplement of the repair plan 2023 |
| No. 85/NQ-CDN |
| 59 | November 30, 2023 | Decision on approving the contractor selection results for the bidding package MS - Procure 02 40-foot automatic rails for the Investment project of 02 40-foot automatic rails |
| No. 86/QD-CDN |
| 60 | December 26, 2023 | Decision on promulgating Regulations on labor management, salary and remuneration of managers in Danang Port Joint Stock Company |
| No: 87/QD-CDN |
| 61 | December 29, 2023 | Decision on approving the supplement of the salary fund in 2023 at Danang Port Joint Stock Company |
| No: 88/QD-CDN |