**NAP: Annual Corporate Governance Report 2023**

On January 24, 2024, Nghetinh Port Joint Stock Company announced Report No. 21/BC-CNT on the corporate governance in 2023 as follows:

* Name of listed company: Nghetinh Port Joint Stock Company
* Head office address: No. 10 Truong Thi Street, Truong Thi Ward, Vinh City, Nghe An Province
* Tel: 0238.3847143 Fax: 0238.3847142
* Charter capital: VND 215,172,000,000
* Securities code: NAP
* Corporate Governance Model:

General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Manager.

1. Activities of the General Meeting of Shareholders.

In 2023, 01 Annual General Meeting of Shareholders 2023 was held on April 24, 2023. The General Meeting of Shareholders approved 01 General Mandate at this annual meeting with details as follows:

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| No. | General Mandate No. | Date | Contents |
| 1 | 01-23/NQ-DHDCD | April 24, 2023 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| 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. Le Doan Long | Chair | June 17, 2020 | - |
| 2 | Mr. Bui Kieu Hung | Member | June 17, 2020 | - |
| 3 | Mr. Tran Van Dat | Member | June 17, 2020 | - |
| 4 | Mr. Nguyen Hong Son | Member | June 17, 2020 |  |
| 5 | Mr. Nguyen Thac Hoai | Independent member of the Board of Directors | April 27, 2021 | - |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| I | * Board Resolution | | |
| 1 | 39 /NQ-HDQT | January 30, 2023 | * Approve the liquidation of assets after the inventory in 2022 according to the content of Proposal No. 21/TTr-CNT of the General Manager dated January 10, 2023. * Decide on using the bonus fund of the Executive Management Board in 2021 and advance the bonus fund of the Executive Management Board in 2022. The total amount requested for bonus prepayment is: VND 300,000,000 |
| 2 | 81/NQ-HDQT | February 23, 2023 | Approve the Audited Financial Statement 2022. |
| 3 | 131/NQ-HDQT | March 24, 2023 | The action plan of the Board of Directors of Nghetinh Port Joint Stock Company in 2023 |
| 4 | 17/NQ-HDQT | March 28, 2023 | Approve the loan at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Vinh City Branch. |
| 5 | 168/NQ-HDQT | April 24, 2023 | Approve the contents reported at the Annual General Meeting of Shareholders 2023 of Cua Lo Port Tugboat and Maritime Service Joint Stock Company |
| 6 | 181/NQ-HDQT | May 4, 2023 | Agree to hire a consulting company to conduct internal audit in 2023 for Nghetinh Port Joint Stock Company. |
| 7 | 198/NQ-HDQT | May 22, 2023 | Assign Production, Business, and Investment Plan in 2023 of Nghetinh Port Joint Stock Company |
| 8 | 214/NQ-HDQT | May 26, 2023 | Approve the policy and authorize the General Manager of Nghetinh Port Joint Stock Company to sign  the transaction contract between the company and Vietnam Maritime Corporation, the related units of Vietnam Maritime Corporation, and Cua Lo Port Tugboat and Maritime Service Joint Stock Company.   * Authorize the General Manager to sign a contract with COM.PT Auditing, Investment, Tax, Finance, Accounting, and Consultancy Company limited to be the Internal Audit Company in 2022. * Approve the work list, contents and cost estimate of Internal Audit in 2023 at Nghe Tinh Port and authorize the General Manager to sign contracts and relevant documents in accordance with legal regulations during the implementation process. * Approve on demolition of fixed assets: Demolish Garage House close to Gate B at Cua Lo Terminal (Code TS040.05,0009) and approve Additional Investment in 2023: Invest in a production planning house and waiting room for employees at Cua Lo Terminal. |
|
| 9 | 243/NQ-HDQT | June 07, 2023 | Approve the plan and Audit Program of COM.PT Auditing, Investment, Tax, Finance, Accounting, Consultancy Company limited for the audit work in 2022 at Nghetinh Port Joint Stock Company |
| 10 | 286/NQ-HDQT | July 04, 2023 | Approve the loan at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Vinh City Branch. |
| 11 | 322/NQ-HDQT | July 17, 2023 | Select an Audit Company for the Financial Statements 2023: |
| 12 | 357/NQ-HDQT | August 07, 2023 | Approve the Plan of labor arrangement at the human resources Project for the period 2023 - 2025 of Nghetinh Port Joint Stock Company |
| 13 | 361/NQ-HDQT | August 08, 2023 | Approve the Audited Financial Statement 2023. |
| 14 | 379/NQ-HDQT | August 10, 2023 | Approve the contents of the bidding package contract: The feasibility study report of the Project: Invest in 02 fixed gantry cranes at Bridge No. 01 to serve the production and business activities of Cua Lo Terminal with the following details: |
| 15 | 374/NQ-HDQT | August 10, 2023 | Dividend payment 2022 in cash |
| 16 | 416/NQ-HDQT | August 30, 2023 | Adjust the record time for dividend payment in 2022 in cash |
| 17 | 472/NQ-HDQT | September 29, 2023 | Approve the project of dust treatment at Cua Lo Terminal under Nghetinh Port Joint Stock Company |
| 18 | 479/NQ-HDQT | October 05, 2023 | Approve the results of the Plan of labor arrangement at Nghetinh Port Joint Stock Company in 2023 |
| 19 |  | October 30, 2023 | Confirm the results of the confidence vote for the positions and titles of leaders and managers at Nghetinh Port Joint Stock Company |
| 20 | 577/NQ-HDQT | November 08, 2023 | Personnel appointment at Nghetinh Port Joint Stock Company |
| II | Board Decisions | | |
| 1 | 08/QD- HDQT | January 09, 2023 | Approve the plan of contractor selection for the Project of investment in the construction of Warehouse No. 04 at Cua Lo Port (Project implementation step) |
| 2 | 40/QD- HDQT | January 30, 2023 | Establish Dossier Appraisal team for the project approval and the final settlement of the completed project of the project of interesting 01 40-ton gantry crane at Bridge No. 03 of Cua Lo Port for the production and business activities of Cua Lo Terminal. |
| 3 | 121/QD- HDQT | March 24, 2023 | Decision on organizing the Annual General Meeting of Shareholders 2023 |
| 4 | 122/QD- HDQT | March 24, 2023 | Decision on promulgating Working Regulation of the Annual General Meeting of Shareholders 2023 |
| 5 | 132/QD- HDQT | March 24, 2023 | Approve the settlement to complete the project Invest in 01 40-ton gantry crane at Bridge No. 02 of Cua Lo Port for the production and business activities of Cua Lo Terminal. |
| 6 | 177/QD-HDQT | April 28, 2023 | Re-establish the Project Appraisal team and the bidding packages under the project of investment in construction of Warehouse No. 04 at Cua Lo Port |
| 7 | 230/QD-HDQT | June 02, 2023 | Decision on promulgating the Regulations on risk management of Nghetinh Port Joint Stock Company |
| 8 | 244/QD-HDQT | June 07, 2023 | Assign the responsibility and authority of the Secretary of Nghetinh Port Joint Stock Company |
| 9 | 249/QD-HDQT | June 09, 2023 | Decision on promulgating the Regulations on risk management of Nghetinh Port Joint Stock Company, (replace Decision No. 230/QD- HDQT dated June 02, 2023) |
| 10 | 250/QD-HDQT | June 09, 2023 | Promulgate the risk control sheet in the activities of Nghetinh Port Joint Stock Company |
| 11 | 271/QD-HDQT | June 20, 2023 | Establish the Appraisal Team for the bidding packages under the project of investing in 02 fixed gantry cranes to serve the production and business activities of Cua Lo Terminal |
| 12 | 276/QD-HDQT | June 28, 2023 | Approve the Plan of contractor selection for consulting, preparing, and appraising the feasibility study report of the Project of investing in 02 fixed gantry cranes to serve the production and business activities of Cua Lo Terminal |
| 13 | 276/QD-HDQT | June 28, 2023 | Approve the Plan of contractor selection for consulting, preparing and appraising the feasibility study report of the Project of investing in 02 fixed gantry cranes to serve the production and business activities of Cua Lo Terminal |
| 14 | 276/QD-HDQT | July 25, 2023 | Approve the results of contractor selection for the bidding package: Preparing the feasibility study report under the project of investing in 02 fixed pedestal cranes to serve the production and business activities of Cua Lo Terminal |
| 15 | 358/QD-HDQT | August 07, 2023 | Approve the adjustment of investment plan for 2023 |
| 16 | 373/QD-HDQT | August 10, 2023 | Approve the additional investment of the project: Invest in upgrading and synchronizing the report forms of Vietnam Maritime Corporation on the accounting software Bravo at Nghe Tinh Port |
| 17 | 398/QD-HDQT | August 21, 2023 | Approve the contractor selection plan for the bidding package: Invest in 01 40-ton gantry crane at Cua Lo Port for the production and business activities of Cua Lo Terminal |
| 18 | 473/QD-HDQT | September 29, 2023 | Approve the contractor selection result for bidding package: Appraise the feasibility study report under the project of investing in 02 fixed pedestal cranes to serve the production and business activities of Cua Lo Terminal |
| 19 | 474/QD-HDQT | September 29, 2023 | Establish the appraisal team for the finalization dossier of the completed project: Project of investing in 01 40-ton gantry crane at Cua Lo Port to serve the production and business activities of Cua Lo Terminal |
| 20 | 496/QD-HDQT | October 09, 2023 | Promulgate Regulation on Investment activities Management of the Company |
| 21 | 552/QD-HDQT | October 17, 2023 | Approve the settlement to complete project: Invest in 01 40-ton gantry crane at Cua Lo Port for the production and business activities of Cua Lo Terminal |
| 22 | 553/QD-HDQT | October 18, 2023 | Approve the adjustment and supplementation of the design drawings -  Construction Estimate of the project of investment in construction of Warehouse No. 04 at Cua Lo Port |
| 23 | 534/QD-HDQT | October 18, 2023 | Personnel management at Nghetinh Port Joint Stock Company |
| 24 | 535/QD-HDQT | October 18, 2023 | Approve feasibility study report of projects: Investing in 02 fixed gantry cranes to serve the production and business activities of Cua Lo Terminal |
| 25 | 536/QD-HDQT | October 18, 2023 | Approve the Additional Investment Plan for 2023. |
| 26 | 555/QD-HDQT | November 01, 2023 | Send officials on business trips abroad |
| 27 | 579/QD-HDQT | November 10, 2023 | Appoint the Person in charge of corporate governance-cum-the Secretariat of the Company |
| 28 | 05/QD-HDQT | December 29, 2023 | Promulgate the Regulation on settlement, appraisal, and approval of the settlement of capital for completed projects of Nghetinh Port Joint Stock Company |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Minh Thu | Chief of the Supervisory Board | May 16, 2019 | Master |
| 2 | Mr. Nguyen The Tien | Member of the Supervisory Board | May 29, 2017 | Bachelor of Economics |
| 3 | Ms. Nguyen Ngoc Thuy Dung | Member of the Supervisory Board | April 27, 2021 | Master of Economics |

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. Bui Kieu Hung | September 19, 1972 | Master in Economic Management | March 31, 2015 |
| 2 | Mr. Tran Van Dat | August 20, 1963 | Master in Economic Management | March 31, 2015 |
| 3 | Mr. Nguyen Danh Hai | August 02, 1974 | Master of  Business Administration | October 11, 2021 |
| 4 | Mr. Tran Nam Hai | June 27, 1975 | Engineer of sea transport economics | October 11, 2021 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Mr. Nguyen Xuan Hung | January 25, 1980 | Master in Economic Management | March 31, 2015 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Report 6 months/year) and transactions between affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR in 2023 specifically as follow: Contract between Nghe Tinh Port and VIMC Shipping Company on the contract of providing Container service; Contract between VOSA Corporation - VOSA Ben Thuy on the contract of providing services: Arrange the berth, provide the ship with the services of tying and untying the rope, opening and closing the hatch cover, supplying fresh water, dumping garbage, providing shore gear to load and unload cargo and other ship services when requested.

Contract between Nghe Tinh Port (shareholder holding 36% of the charter capital of Cua Lo Port Tugboat and Maritime Service Joint Stock Company) and Cua Lo Port Tugboat and Maritime Service Joint Stock Company on providing services of anchoring and berthing; providing electricity, water for living and providing services for renting office space.

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company:

None.

1. Transactions between the Company and other entities/
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).

None.

* 1. Transactions between the Company and the company that members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):

None.

* 1. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager:

None.

1. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
2. Company’s share transactions between PDMR and affiliated persons

None.

1. Other significant issues: