**DXP: Annual Corporate Governance Report 2023**

On January 29, 2024, Doan Xa Port JSC announced Report No. 03/2024/BCQT-DXP on the corporate governance situation in 2023, as follows:

* Name of listed company: Doan Xa Port JSC
* Head office address, No. 15 Ngo Quyen Street, Van My Ward, Ngo Quyen District, Hai Phong City, Vietnam
* Tel: 0225 3765029 Fax: Fax: 0225 3825364 [contact@doanxaport.com.vn](mailto:contact@doanxaport.com.vn)
* Charter capital: VND 599,101,330,000
* Securities code: DXP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Not executed

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 opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 01/NQ-DHDCD | June 23, 2023 | * Approve the production and business results for 2022. * Agree to approve the production and business plan 2023: * Approve the activity report of the Company's Board of Directors for 2022. * Approve the activity report of the Company's Supervisory Board for 2022. * Approve the audited Financial Statements for 2022. * Approve the profit distribution plan for 2022. * Approve the plan on share issuancce to increase charter capital from the owner's equity for existing shareholders (According to Proposal No. 04/2023/TTr-HDQT). * Approve the list of 06 independent audit companies to provide auditing services for the Financial Statements for 2023. * Approve the amendment of the Company's Charter, changing the legal representation of the Company from having 02 (two) legal representatives, including the Chair of the Board of Directors and the General Manager, to having 01 (one) legal representative, which is: General Manager. * Approve the total remuneration for 2023 for the Board of Directors, Supervisory Board. The person in charge of corporate governance is up to 1.5% of the total profit before tax. * The meeting voted based on the nomination list for members of the Board of Directors, Supervisory Board of the Company for the term 2023 - 2028. * The meeting agreed with the report of the first session of the Board of Directors, Supervisory Board of the Company for the term 2023-2028 electing the positions of Vice Chair of the Board of Directors, Head of the Company's Supervisory Board |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Hoang Van Quang | Chair of the Board of Directors | June 07, 2015 | - |
| 2 | Mr. Tran Viet Hung | Vice Chair of the Board of Directors | July 21, 2015 | - |
| 3 | Mr. Nguyen Ngoc Dao | Member of the Board of Directors | March 12, 2016 | - |
| 4 | Mr. Le Manh Hoan | Member of the Board of Directors | June 23, 2023 | - |
| 5 | Ms. Hoang Thi Huong | Member of the Board of Directors | June 23, 2023 | Submitted application for dismissal on October 31, 2023 |
| 6 | Ms. Mai Thi Yen The | Member of the Board of Directors | March 27, 2008 | June 23, 2023 |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 01 | No. 02/2023/NQ-HDQT | January 18, 2023 | * Approve the replacement of Article 2 of the Board Resolution No. 56/2022/DXP/NQ-HDQT dated September 23, 2022, regarding the detailed plan for the use of capital raised from the private placement of shares. * Approve the replacement of Article 3 of the Board Resolution No. 56/2022/DXP/NQ-HDQT dated September 23, 2022, regarding the list of professional securities investors expected to participate in the purchase of shares from the private placement. * Approve the replacement of Article 8 of the Board Resolution No. 56/2022/DXP/NQ-HDQT dated September 23, 2022, regarding the registration dossier for the private placement of shares. * Authorize Mr. Le Manh Hoan - General Manager to select partners, equipment suppliers, and goods related to the plan for the use of capital raised from the private placement of the Company's shares, and to implement tasks, sign related legal documents ensuring compliance with the resolution and current legal regulations. |
| 02 | No. 03/2023/QD-HDQT | January 18, 2023 | Decision on rewarding individuals who excellently completed the Production and Business Plan for 2022. |
| 03 | No. 05/2023/NQ-HDQT | January 18, 2023 | * Approve the policy to sign and implement contracts between Doan Xa Port JSC and related Companies (Including the holding company, affiliated companies...). * Approve on authorizing the General Manager of Doan Xa Port JSC to organize the implementation of signing, executing the transactions mentioned in this Resolution ensuring compliance with legal regulations and the interests of the Company. |
| 04 | No. 07/2023/NQ-HDQT | February 15, 2023 | * Approve the results of the share issuance for dividend payment of Doan Xa Port JSC. * Approve the adjustment of the Business Registration Certificate; Amendment of the Company's Charter according to the new charter capital after completing the share issuance for dividend payment. * Approve the registration of additional securities at the Vietnam Securities Depository and the additional listing of securities at the Hanoi Stock Exchange for the additional issued shares. |
| 05 | No. 09/2023/NQ-HDQT | February 27, 2023 | - Accept the transfer of deposit certificates issued by Vietnam Prosperity Joint Stock Commercial Bank SMBC (VPBank) from Trading and Transport Materials Import Export Jsc. |
| 06 | No. 11/2023/NQ-HDQT | April 19, 2023 | * Approve the extension of the time for organizing the Annual General Meeting of Shareholders for 2023 of Doan Xa Port JSC to June 2023. * Approve the Audited Financial Statements 2022 * Approve the organization of an Annual General Meeting of Shareholders 2023 * Authorize the Chair of the Board of Directors of the Company to implement the next steps related to the preparation and organization of the Annual General Meeting of Shareholders for 2023, ensuring compliance with legal regulations and the Company's Charter. |
| 07 | No. 12/2023/NQ-HDQT | June 01, 2023 | Approve the draft content of documents to be presented at the General Meeting of Shareholders for the term 2023-2028. |
| 08 | No. 27/2023/NQ-HDQT | June 01, 2023 | Approve the policy of liquidating fixed assets of High Technology Transport Company Limited (Transvina). |
| 09 | No. 25/2023/QD-HDQT | June 28, 2023 | Approve the liquidation of the Cummins/Power world - China generator set, capacity 750/825KVA/2029. |
| 10 | No. 17/2023/QD-HDQT | June 30, 2023 | Approve UHY Audit And Advisory Services Limited as the audit company to review the Financial Statements for the first 6 months and audit for the fiscal year ending December 31, 2023. |
| 11 | No. 19/2023/NQ-HDQT | July 04, 2023 | * Approve the results of the payment for the purchase of shares in the private placement of professional securities investors approved at Board Resolution No. 02/2023/DXP/RES-HDQT dated January 18, 2023. * Approve the further offering of shares for investors who did not pay for the purchase. * Authorize Mr. Le Manh Hoan - General Manager of the Company to direct the implementation and completion of legal procedures related to the above content. |
| 12 | No. 21/2023/NQ-HDQT | July 06, 2023 | * Approve the results of the private placement of shares to increase charter capital of the Company according to the Annual General Mandate for 2022. * Assign and authorize the General Manager of the Company - the legal representative - Mr. Le Manh Hoan to implement and complete related procedures to report the results of the share offering to state agencies; Amend the Company's Charter; Adjust the Business Registration Certificate; Register additional securities and apply for additional listing for the newly offered shares in accordance with legal regulations. |
| 13 | No. 23/2023/NQ-HDQT | July 13, 2023 | * Approve the adjustment of the Business Registration Certificate: Amend the Company's Charter according to the new charter capital after completing the share offering. * Approve the registration of additional securities at the Vietnam Securities Depository and the additional listing at the Hanoi Stock Exchange for the additional issued shares.   Assign and authorize the Company's General Manager - the legal representative - Mr. Le Manh Hoan to implement and complete related procedures to adjust the Business Registration Certificate; register additional securities and apply for additional listing for the newly issued shares according to legal regulations. |
| 14 | No. 30/2023/QD-HDQT | July 31, 2023 | Approve the investment in upgrading the P1MS software (goods management software). |
| 15 | No. 34/2023/QD-HDQT | July 31, 2023 | Approve the investment in a 110-ton tire crane. |
| 16 | No. 36/2023/NQ-HDQT | August 31, 2023 | * Approve the implementation of dividend payment for 2022 in cash. * Approve the plan on share issuance to increase share capital from the owner's equity for existing shareholders. * Approve the amendment of terms regarding the number of shares and charter capital in the Company's Charter and Business Registration Certificate after completing the share issuance to increase share capital from the owner's equity for existing shareholders. * Approve the registration of additional securities at the Vietnam Securities Depository and additional listing at the Hanoi Stock Exchange for all newly issued shares to increase share capital from the owner's equity for existing shareholders. |
| 17 | No. 38/2023/NQ-HDQT | September 26, 2023 | Approve the resignation of the Chief Accountant of High Technology Maritime Transport Company Limited (Transvina). |
| 18 | No. 263/2023/NQ-HDQT | October 16, 2023 | * Approve the results of the share issuance to increase share capital from the owner's equity of Doan Xa Port JSC. * Approve the adjustment of the Business Registration Certificate; Amend the Company's Charter according to the new charter capital after completing the share issuance. * Approve the registration of additional securities at the Vietnam Securities Depository and additional listing at the Hanoi Stock Exchange for the additional issued shares. * Assigne and authorized the Company's General Manager - the legal representative - Mr. Le Manh Hoan to implement and complete related procedures to adjust the Business Registration Certificate; register additional securities and apply for additional listing for the newly issued shares. |
| 19 | No. 40/2023/QD-HDQT | October 20, 2023 | Approve the project for the expansion of the 40,000 DWT vessel turning basin. |
| 20 | No. 42/2023/QD-HDQT | November 16, 2023 | Appoint Ms. Nguyen Thi Thao - Accounting staff of the Company as the representative for Doan Xa Port JSC's capital contribution at Hai Phong Marine Investment And Trading Joint Stock Company. |
| 21 | No. 45/2023/QD-HDQT | December 12, 2023 | * Appoint Mr. Tran Viet Hung - Vice Chair of the Board of Directors of the Company as the representative for 19% of Doan Xa Port JSC's capital contribution at High Technology Maritime Transport Company Limited (Transvina). * Appointed Mr. Le Manh Hoan - member of the Board of Directors and and General Manager of the Company as the representative for 20% of Doan Xa Port JSC's capital contribution at High Technology Goods Transport Company Limited (Transvina). |

1. The Supervisory Board (Annual Report 2021)

I. Information about members of the Supervisory Board/Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position: | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 01 | Hoang Thi Phuong Dung | Chief of the Supervisory Board | Appointed on: June 23, 2023 | Bachelor |
| 02 | Nguyen Thi Hoa | Chief of the Supervisory Board | Appointed on April 21, 2018  Dismissed on March 16, 2023 | Bachelor |
| 03 | Tran Thi Hang | Members of the Supervisory Board | Appointed on: April 26, 2019 | Bachelor |
| 04 | Dinh Thi Thu Trang | Member of the Supervisory Board | Appointed on: April 26, 2019  Dismissed on June 23, 2023 | Bachelor |
| 05 | Hoang Thanh Mai | Members of the Supervisory Board | Appointed on: June 23, 2023 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Mr. Le Manh Hoan | November 08, 1962 | Bachelor | Appointed on October 27, 2013 |
| 02 | Mr. Tran Van Son | November 08, 1982 | Bachelor | Appointed on September 05, 2022 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mai Thi Yen The | November 12, 1967 | Bachelor | Dismissed on June 26, 2023 |
| Hoang Thi Huong | August 04, 1980 | Bachelor | Appointed on June 26, 2023, dismissed on October 24, 2023 |
| Truong Thi My | June 17, 1984 | Bachelor | Appointed as Deputy Head in charge of Finance and Accounting Department on October 24, 2023 |

1. Training on corporate governance:
2. Share transactions of PDMR and affiliated persons of PDMR:
3. Listing company’s share transactions of PDMR and affiliated persons of PDMR.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase, decrease (purchase, sale, conversion, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Hoang Van Quang | Chair of the Board of Directors | 6,570,000 | 24.08 | 7,805,160 | 13.03 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 2 | Hoang Van Minh | Affiliated person of Mr. Hoang Van Quang | 13,036 | 0.05 | 15,485 | 0.03 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 3 | Trading Abd Transport Materials Import Export Jsc | Affiliated person of Mr. Hoang Van Quang | 943,040 | 3.46 | 1,120,331 | 1.87 | * Receive dividends 2021 by shares * Receive shares issued from the increase of share capital from the owner's equity. |
| 4 | Tratimex P&L Joint Stock Company | Affiliated person of Mr. Hoang Van Quang, Mr. Tran Viet Hung | 6,270,000 | 22.98 | 3,248,760 | 5.42 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. * Selling |
| 5 | Tran Viet Hong | Vice Chair of the Board of Directors | 160,000 | 0.59 | 14,080 | 0.02 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. * Selling |
| 6 | Nguyen Ngoc Dao | Member of the Board of Directors | 165 | 0.0006 | 195 | 0.0003 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 7 | Le Manh Hoan | Member of the Board of Directors -cum- General Manager | 35,000 | 0.13 | 41,580 | 0.07 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 8 | Tran Thi Hang | Members of the Supervisory Board | 183,000 | 0.67 | 217,404 | 0.36 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 9 | Hoang Thi Huong | Member of the Board of Directors (submitted resignation effective on October 31, 2023) | 10,516 | 0.04 | 10,539 | 0.02 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 10 | Tran Thi Thu | Affiliated person of Ms. Hoang Thi Huong | 5,940 | 0.02 | 7,056 | 0.01 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 11 | Nguyen Thi Loan | Affiliated person of Ms. Hoang Thi Huong | 330 | 0.001 | 391 | 0,001 | * Receive dividends 2021 by shares * Receive shares issued by increasing share capital from source of owner’s equity. |
| 12 | Pham Quang Tuan | Person in charge of Corporate Governance | 7,015 | 0.03 | 0 | 0 | * Receive dividends 2021 by shares * Selling |