**CPI: Annual Corporate Governance Report 2023**

On January 30, 2024, Cai Lan Port Investment Joint Stock Company announced Report No. 20/BC-HDQT on the Corporate Governance in 2023 as follows:

* Name of company: Cai Lan Port Investment Joint Stock Company
* Head office address: No.01 Cai Lan, Bai Chay ward, Ha Long City, Quang Ninh Province
* Tel: 0203.3512866.3512868; Fax: 0203.3512899
* Email: [info@cailanportinvest.com.vn](mailto:info@cailanportinvest.com.vn)
* Charter capital: VND 365,050,000,000
* Securities code: CPI
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:
2. Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 01/NQ-DHDCD | June 24, 2023 | Annual General Mandate 2023 approved the following contents:   1. Approve the report on production and business activities in 2022 and the plan for production and business activities in 2023; 2. Approve the Report on activities of the Board of Directors in the term of 2018-2023 and operational directions in the term of 2023-2028; 3. Approve the audited Financial Statements 2022; 4. Approve the content of remuneration implemented in 2022, remuneration plan for 2023 of the Board of Directors. The Supervisory Board 5. Approve the Report of the Supervisory Board submitted to the Annual General Meeting of Shareholders 2023; 6. Approve authorization for the Board of Directors to select an audit company for the Financial Statements 2023; 7. Elect members of the Board of Directors. The Supervisory Board in the term of 2023-2028 |

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 Quang Trung | Chair of the Board of Directors | November 2, 2019 | June 24, 2023 |
| 2 | Ms. Vu Thi Thanh Duyen | Member of the Board of Directors | April 24, 2022 | June 24, 2023 |
| 3 | Ms. Trinh Thi Ngoc Bien | Chair of the Board of Directors | June 24, 2023 |  |
| 4 | Mr. Pham Van Toan | Vice Chair of the Board of Directors-cum-General Manager | April 24, 2022 | Dismissed as the Vice Chair of the Board of Directors from June 24, 2023 |
| Member of the Board of Directors-cum-General Manager | June 30, 2018  (Continue to be elected as a new member of the Board of Directors on June 24, 2023) |  |
| 5 | Mr. Nguyen Van Manh | Member of the Board of Directors | April 24, 2022  (Continue to be elected as a new member of the Board of Directors on June 24, 2023) |  |
| 6 | Mr. Tham Hong Son | Member of the Board of Directors | June 30, 2018  (Continue to be elected as a new member of the Board of Directors on June 24, 2023) |  |
| 7 | Mr. Do Duc An | Member of the Board of Directors | June 24, 2023 |  |

1. Board Resolutions/Board Decisions in 2023

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| I | Resolution |  |  |
| 1 | 01/NQ-HDQT | February 20, 2023 | On organizing the Annual General Meeting of Shareholders 2023 (April 15, 2023) |
| 2 | 02/NQ-HDQT | April 7, 2023 | Postpone holding the annual general meeting of shareholders 2023 |
| 3 | 03/NQ-HDQT | April 19, 2023 | Approve the starting price for liquidation of fixed assets |
| 4 | 04/NQ- HDQT | May 12, 2023 | On organizing the Annual General Meeting of Shareholders 2023 (June 24, 2023) |
| 5 | 05/NQ-HDQT | May 24, 2023 | On approving CICT's production and business plan in 2023 |
| 6 | 06/NQ-HDQT | June 24, 2023 | Elect the Chair of the CPI Board of Directors in the term of 2023-2028 |
| 7 | 07/ NQ-HDQT | July 6, 2023 | Approve the audit company for CPI's financial statements 2023 |
| 8 | 08/NQ-HDQT | July 25, 2023 | Approve the implementation salary fund 2022 and salary fund plan 2023 |
| 9 | 09/NQ-HDQT | August 15, 2023 | Approve the starting price of liquidated assets |
| 10 | 10/NQ-HDQT | September 26, 2023 | Approve the contents: Vision - Mission and Core Values of CICT |
| 11 | 11/NQ-HDQT | November 10, 2023 | Approve signing terms of CICT loan restructuring |
| 12 | 12/NQ-HDQT | November 17, 2023 | Dismiss the Head of the Financial Accounting Department according to the wishes |
| 13 | 13/NQ-HDQT | November 17, 2023 | On appointing the Head of Financial Accounting Department |
| 14 | 14/NQ-HDQT | December 28, 2023 | Approve CICT's budget plan 2024 |
| 15 | 15/NQ-HDQT | Decemeber 28, 2023 | Sign contracts with relevant units (01 member voted with no opinion on all contents) |
|  |  |  | * Quang Ninh Port Joint Stock Company |
|  |  |  | * Tham Gia Tourism and Trading Construction Investment Joint Stock Company |
|  |  |  | * Cai Lan International Container Port Company Limited |
|  |  |  | * Quang Ninh Ocean Shipping Agency |
|  |  |  | * Hai Phong Port Joint Stock Company |
| II | Board Decision |  |  |
| 1 | 01/QD-HDQT | April 21, 2023 | Assign BSC - KPl targets in 2023 |
| 2 | 02/QD-HDQT | July 25, 2023 | Allowance of the Secretariat of the Board of Directors |

1. The Supervisory Board (2023):
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Thanh Thuy | Chief of the Supervisory Board | Date of appointment as the member of the Supervisory Board: April 24, 2022  Elected as a new member of the Supervisory Board on June 24, 2023 | Master of Accounting - Bachelor of Economics |
| 2 | Mr. Nguyen Tu Thinh | Member of the Supervisory Board | Date of appointment as the member of the Supervisory Board: June 24, 2023 | Bachelor of Accounting |
| 3 | Ms. Duong Thu Hien | Member of the Supervisory Board | Date of appointment as the member of the Supervisory Board: April 24, 2022  Elected as a new member of the Supervisory Board on June 24, 2023 | Master of Economics - Bachelor of Economics |
| 4 | Ms. Pham Thi Hoa | Member of the Supervisory Board | Resign as a member of the Supervisory Board from June 24, 2023 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Pham Van Toan - General Manager | May 21, 1963 | Materials economics engineer | Date of re-appointment: December 3, 2018 |
| 2 | Mr. Do Tuan Hien - Deputy General Manager | March 19, 1974 | Marine Transport Economics Engineer | Appointment date:  February 3, 2021 |
| 3 | Mr. Nguyen Ba Son - Deputy General Manager | September 10, 1970 | Ship control engineer | Appointment expires on August 31, 2023 |

V. The Chief Accountant

(Currently CPI does not have a Chief Accountant)

* The Head of Finance - Accounting Department

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Phan Thi Lien | October 29, 1986 | Bachelor of Accounting | Labor contract terminated: November 18, 2023 |
| Do Vu Linh | January 15, 1989 | Master of Economics - Academy of Finance | Appointment date: November 20, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (annual report 2023) and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and majority shareholders, PDMR, and related person of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\* Date and place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction/ | Note |
| 1 | Cai Lan International Container Port Company Limited | Company with contributed capital | 5700884515 | No. 1, Cai Lan Street, Bai Chay Ward, Ha Long City, Quang Ninh Province | January 1, 2023-  December 31, 2023 | 14/NQ-HDQT dated December 25, 2022 | 3,163,780,285 | Seaport services; freight; human resource management activities |
| 2 | Quang Ninh Port Joint Stock Company | Founding shareholder | 5700100231 | No. 1, Cai Lan Street, Bai Chay Ward, Ha Long City, Quang Ninh Province | January 1, 2023-  12/31/2023 | 14/NQ-HDQT dated December 25, 2022 | 2,204,217,730 | Seaport services; Transport services |
| 3 | Vietnam National Shipping Lines (VIMC) | Shareholder with contributed capital of more than 50% of charter capital | 0100104595 | Ocean Park Building - No. 1 - Dao Duy Anh, Dong Da District - Hanoi | January 01, 2023 -December 31, 2023 | 14/NQ-HDQT dated December 25, 2022 | 766,946,943 | Human resource services, market promotion |
| 4 | Tham Gia Tourism and Trade Construction Investment Joint Stock Company | Mr. Tham Hong Son, member of CPI's Board of Directors, is the Chair of Board of Directors and the Manager of the company | 5700816346 | Group 3, Area 7, Cao Xanh Ward, Ha Long City, Quang Ninh Province, Vietnam | January 1, 2022-December 31, 2023 | 14/NQ-HDQT dated December 25, 2022 | 9,772,000,000 | Warehouse rental and warehouse services |
| 5 | Vietnam Maritime Agency Joint Stock Company | Subsidiary of VIMC | 0300437898-006 | 70 Le Thanh Tong, Hong Gai, Ha Long, Quang Ninh | January 1, 2023-December 31, 2023 | 14/NQ-HDQT dated December 25, 2022 | 2,668,600 | Transportation and warehousing services |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

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

None.

1. Transactions between the Company and other entities/
   1. Transactions between the Company and companies where 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) for the past three (03) years (as at the time of reporting):

* Transactions with Tham Gia Tourism and Trade Construction Investment Joint Stock Company led by Mr. Tham Hong Son - Member of the Board of Directors of CPI as the Chair of the Board of Directors. Manager of Company

Total transaction value in 2023: VND 9,772,000,000

Service: Warehouse rental and warehouse services, machinery and equipment.

* Transaction with Quang Ninh Port Joint Stock Company by Mr. Nguyen Van Manh - Member of the Board of Directors of CP1 as the Member of the Board of Directors, Deputy General Manager of Quang Ninh Port Joint Stock Company.

Total transaction value in 2023: VND 2,204,217,730

Service: Loading and unloading, transportation, warehouse services.

* Transactions with Cai Lan International Container Port Company Limited (CICT) with Ms. Trinh Thi Ngoc Bien, Chair of the CPI Board of Directors (elected from June 24, 2023) as the Chair of the Board of Members (CPI has 51% capital contribution at CICT)

Total transaction value in 2023: VND 3,163,780,285.

Service: Seaport services; freight; human resource management activities.

* 1. Transactions between the Company and the companies whose affiliated persons of members of the Board of Directors, members of the Supervisory Board, Manager (including General Manager) and other managers are members of the Board of Directors, Executive Manager (General Manager).- None
  2. Other transactions of the company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers: None.

1. Share transactions between PDMR and affiliated persons of PDMR (Annual Report 2023)
2. Company’s share transactions between PDMR and affiliated persons:

No transactions in 2023.