**IST: Annual Corporate Governance Report 2023**

On January 29, 2024, Tan Cang Song Than ICD Joint Stock Company announced Report No. 10/BC-HDQT on corporate governance in 2023 as follows:

Company's name: Tan Cang Song Than ICD Joint Stock Company

Address of Head office: No. 7/20, DT 743 Street, Binh Dang Quarter, Binh Hoa Ward, Thuan An City, Binh Duong Province

Phone number: (84-274) 3766 999 Fax: (84-274) 3731 355;

Charter capital: VND 120,086,720,000

Securities code: IST

Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board, and Manager.

Internal audit execution: ICDST is not in the group of businesses required to perform internal audits. However, ICDST carries out work related to internal audit according to the plan of the holding company - Saigon Newport One Member Limited Liability Corporation (enterprise with 100% state capital, operating according to the holding company - subsidiary model).

1. Activities of the General Meeting

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| No. | General Mandate  | Date | Contents |
| 1 | No. 30/NQ-DHDCD | April 26, 2023 | * Approve the full text of Report No. 13/BC-HDQT dated April 05, 2023 of the Board of Directors on the production and business results in 2023 and the plan for 2023
* Approve the full text of Report No. 14/BC-HDQT dated April 5, 2023 of the Board of Directors on the Board of Directors' activities in 2022 and the orientations for 2023.
* Approve the full text of Report No. 68/BC-BKS dated March 13, 2023 of the Supervisory Board on the Supervisory Board’s activities in 2022 and the orientations and tasks for 2023.
* Approve the full text of Prposal No. 15/TTr-HDQT dated April 05, 2024 of the Board of Directors on approving the Audited Financial Statements 2022.
* Approve the full text of Proposal No. 62/TTr-BKS dated March 13, 2023 of the Supervisory Board on selecting the independent audit company for the Financial Statements 2023
* Approve the full text of Proposal No. 16/TTr-HDQT dated April 5, 2023 of the Board of Directors on approving the profit distribution and dividend payment plan in 2022 and in 2023;
* Approve the full text of Proposal No. 17/TTr-HDQT dated April 5, 2023 of the Board of Directors on approving the operating budget of the Board of Directors and the Supervisory Board in 2022 and the plan for 2023.
* Approve the full text of Proposal No. 18/TTr-HDQT dated April 5, 2023 of the Board of Directors on approving the realized salary and bonus fund in 2022 and plan for 2023.
* Approve the full text of Proposal No. 19/TTr-HDQT dated April 5, 2023 of the Board of Directors on approving ICDST and related persons to sign contracts and transactions.
* Approve the full text of Proposal No. 20/TTr-HDQT dated April 5, 2023 of the Board of Directors on approving the plan on increasing charter capital of ICDST.
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| 2 | No. 63/NQ-DHDCD | July 20, 2023 | * Approve the dismissal of Ms. Tran Hong Diem from the position of member of the Supervisory Board for the term 2021-2026.
* Approve the full text of the Regulations on the additional election of 01 (one) member of the ICDST’s Supervisory Board for the term of 2021-2026, according to the content attached to this General Mandate.

Approve the additional election result of 01 members of the Supervisory Board for the term of 2021-2026 Mr. Le Thanh Son |

1. 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 |
| 1 | Ms. Vu Thi Lan Anh | Chair  | June 25, 2021 |
| 2 | Mr. Nguyen Son | Vice Chair | June 01, 2016 |
| 3 | Mr. Tran Tri Dung | Member | June 27, 2020 |
| 4 | Mr. Thanh Quang Vinh | Member | June 01, 2016 |
| 5 | Mr. Pham Thanh Son | Member | June 25, 2021 |

1. Board Resolutions in 2023:

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| --- | --- | --- | --- |
| No. | Resolution  | Date | Contents |
| 1 | 04/NQ-HDQT | February 16, 2023 | * Approve Proposal No. 30/TTr-ICDST dated February 14, 2023 on the time, venue and expected agenda of the Annual General Meeting 2023.
 |
| 2 | 06/NQ-HDQT | March 17, 2023 | * Approve Proposal No. 67/TTr-ICDST dated March 10, 2023 of ICDST and the attached draft Regulations, on the determination of monthly cost norms related to ICDST's production and business activities.
* Approve the establishment of Appraisal Teams for Warehouse Expansion Project No. 7 & 8 at Tan Cang Song Than ICD according to the contents of Report No. 70/TTr-ICDST and Report No. 71/TTr-ICDST dated March 14, 2023 by lCDST.
 |
| 3 | 10/NQ-HDQT | April 04, 2023 | * Approve the contents submitted to the Annual General Meeting 2023.
* Approve the policy on negotiating to adjust the content of the Lease Contract (signed on March 3, 2018) and Business Cooperation Contract (signed on July 9, 2018) with ITL Binh Duong Company Limited (ITLBD) according to contents of Report No. 448/TTr-ICDST dated December 30, 2022.
 |
| 4 | 27/NQ-HDQT | April 18, 2023 | * Approve the draft 02 (two) Contract Appendixes (attached to Proposal No. 25/TTr-ICDST dated April 18, 2023).
 |
| 5 | 38/NQ-HDQT | June 05, 2023 | * Approve the construction drawing design documents and project estimates: Investing in purchasing and erecting 20 warehouse shelf systems according to the content of Report No. 136/TTr-ICDST dated May 5, 2023.
* Approve the loan plan with Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Duong Branch.
* Approve the selection of PWC (Vietnam) Limited as an independent audit company to audit the Company's Financial Statements 2023.
* Approve the record date and procedures to pay dividend of 2022
* Agree with the plan on collecting shareholders' opinions in writing to approve the dismissal and election of additional members of the Supervisory Board for the term of 2021-2026.
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| 6 | 47/NQ-HDQT | June 13, 2023 | * Agree on the policy on transferring all rights and obligations of Asia Shipping Joint Stock Company (ASHICO) in Warehouse Roof 21 Lease Contract (Contract No. 19/ICDSTACHAU/2020) and Warehouse Roof 23 Lease Contract (Contract No. Contract No. 20/HDKT-ACHAU/2020) to Asia Green Energy Development Company Limited.
* Approve the Plan on selecting contractors for investment projects, procurement and erection of Warehouse 20 shelf system according to the contents of Report No. 163/TTr- ICDST dated June 6, 2023.
* Approve the policy on recruiting 6 additional personnel, with the title of Field Staff, according to the contents of Report No. 150/TTr-ICDST dated May 17, 2023.
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| 7 | 50 /NQ-HDQT | June 27, 2023 | * Dismiss Mr. Nguyen Quang Ngoc from the position of Deputy Manager of Tan Cang Song Than ICD Joint Stock Company (pending retirement from June 1, 2023).
* Appoint Mr. Luu Phuoc Hong to the position of Deputy Manager of Tan Cang Song Than ICD Joint Stock Company from July 1, 2023
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| 8 | 58/NQ-HDQT | July 17, 2023 | * Approve the feasibility study report of projects: Expanding warehouse No. 7 & 8 at Tan Cang Song Than ICD Joint Stock Company as proposed in Report No. 94/TTr-ICDST dated March 30, 2023.
* Agree on the policy and assign the capital Representative of ICDST at Binh Duong- Newport Logistics Joint Stock Company (BNP) to participate in giving opinions and voting at the meeting of the Board of Directors and the Annual General Meeting 2023 of BNP.
 |
| 9 | 68/NQ-HDQT | July 21, 2023 | Approve Report No. 56/BC-ICDST dated July 17, 2022 on the results of task implementation in the first 6 months of 2023, plans and solutions for the last 6 months of 2023 |
| 10 | 82/NQ-HDQT | September 11, 2023 | * Approve the Contractor Selection Plan for the Project of expanding warehouse No. 7&8 at Tan Cang Song Than ICD according to the contents of Report No. 76/TTr- ICDST dated August 3, 2023.
* Approve the Economic-Technical Report and plan on selecting the contractor for the Project: Upgrading fiber optic cable system infrastructure at Tan Cang Song Than ICD according to the content of Report No. 272/TTr-ICDST dated August 25, 2023.
 |
| 11 | 91/NQ-HDQT | October 13, 2023 | * Agree on the policy on negotiating and signing a contract of lending Thong Nhat Hospital warehouse No. 23 with an area of 1,500 m2, contract term of 05 (five) years to store records and documents.
 |
| 12 | 94/NQ-HDQT | October 17, 2023 | * Approve the expected production and business results of the first 9 months of the year and the whole year 2023 according to the contents of Report No. 88/BC-ICDST dated October 11, 2023. Agree with proposals and recommendations on the investment works according to Report No. 289/BC- KHKD dated September 28, 2023.
* Agree on the plan on determining the temporary cost of defense land use fees from 2020, 2021, 2022, 2023 and the following years until there is an official land lease contract between the Ministry of National Defense and Saigon Newport Corporation according to the contents of Report No. 55/TTr-ICDST dated September 22, 2023.
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|  |  |  | * Approve borrowing capital at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Duong Branch (hereinafter referred to as “the Bank”) The total loan amount in VND: Up to VND 2,500,000,000
* Approve the policy on carrying out the electronic office system at ICDST according to the content of Report No. 327/TTr-ICDST dated October 11, 2023.
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| 13 | 100/NQ-HDQT | December 06, 2023 | * Approve the project investment plan: Switching equipment system, security equipment and storage system at ICDST according to the contents of Report No. 336/TTr-ICDST dated November 16, 2023.
* Approved the policy on gift checks to celebrate the 23rd anniversary of the Company's traditional day and select the Got It gift voucher service provider according to the content of Proposal 392/TTr- ICDST dated December 5, 2023.
 |
| 14 | 105/NQ-HDQT | December 21, 2023 | * Approving the full text of Report No. 409/BC-ICDST dated December 15, 2023 on the results of implementing tasks in 2023 and orientations and tasks in 2024 of ICDST.
* Agree on the plan to carry out procedures to increase ICDST's charter capital according to the full contents of Proposal No. 396/TTr-ICDST dated December 6, 2023
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1. 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 | Mr. Nguyen Viet Hung | Chief of the Supervisory Board | June 27, 2020 | Doctor majoring in Accounting - Auditing |
| 2 | Ms. Pham Thi Hong Nhung | Supervisor | June 27, 2020 | Bachelor in Business Accounting |
| 3 | Ms. Tran Hong Diem | Supervisor | June 25, 2021July 20, 2023 | Bachelor in Economics in Shipping |
| 4 | Mr. Le Thanh Son | Supervisor | July 20, 2023 | Master in Transport Organization and ManagementBachelor in Business Accounting |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Tran Tri Dung | May 30, 1981 | Master of Financial Management and International Shipping. | April 21, 2020 |
| 2 | Mr. Nguyen Quang Ngoc | May 15, 1966 | Bachelor in Military majoring in Combined Armed Forces | January 15, 2019June 27, 2023 |
| 3 | Mr. Pham Thanh Son | January 10, 1983 | Master in Transport Organization and Management | December 25, 2019 |
| 4 | Mr. Luu Phuoc Hong | September 29, 1974 | Bachelor in Economics in Shipping | July 01, 2023 |
| 5 | Mr. Nguyen Van Huu | October 08, 1978 | Bachelor in Finance and Banking | December 01, 2021 |

1. Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Mr. Nguyen Van Huu | October 08, 1978 | Bachelor in Finance and Banking | December 01, 2021 |

1. Training on corporate governance
2. List of related persons of the Company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

Contents of the contract and transaction: Services of renting assets, infrastructure, providing/receiving the provision of warehousing and storage services (from coal); cargo; transportation-related support services; packing services; domestic distribution services, services of loading and unloading, packing and unloading goods; services of cleaning and repairing containers; services of renting/leasing equipment, loading and unloading vehicles, and transportation; services of renting/leasing yards, offices; business cooperation; provision of training services, information technology solutions, supply fuel (diesel); mechanical equipment repair services...

Details:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Related relationship | NSH Code\* | Address | Time of transaction | General Mandate No. | Content, quantity, total transaction value (VND) |
| 1 | Saigon Newport One Member Limited Liability Corporation | Major shareholder |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 6,442,348,466
* Buy goods and services: 1,434,527,982
* Rent infrastructure: 29,899,844,670
* Rent assets on land: 10,006,427,207
* Pay dividend: 15,678,522,880
 |
| 2 | Unithai Maruzen Logistics (Vietnam) Corporation | Related person of the Company |  |  | 2023 | No. 30/NQ-DHDCDApril 26, 2023 | Sell goods and provide services: 1.463,599,690Receive dividend: 500,426,137 |
| 3 | Binh Duong - Newport Logistics Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 1,718,949,246
* Buy goods and services: 8,498,857,245
* Receive dividend: 1,728,000,000
* Pay dividend: 1,212,221,440
 |
| 4 | Tan Cang Infrastructure Development Investment Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 969,209,215
* Buy goods and services: 25,944,625,656
* Earn profits fro BCC Project: 3,662,627,710
 |
| 5 | Công ty Cổ phần Hàng hải Á Châu (tentatively translated as A Chau Maritime Joint Stock Company) | Major shareholder |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 685,887,650
* Pay dividend: 11,144,588,800
 |
| 6 | Tan Cang - Tay Ninh Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 484,085,681
* Buy goods and services: 43,500,000
 |
| 7 | Tan Cang – STC Human Resource Development Limited Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | Buy goods and services: 118,273,182 |
| 8 | Tan Cang Container Services Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | Buy goods and services: 380,287,000 |
| 9 | Tan Cang Hong Ngoc Phu Quoc Investment Logistics Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | Buy products and services: 153,146,944 |
| 10 | Express Newport Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | Sell goods and provide services 1,975,125,707 |
| 11 | Tan Cang Information Technology Solutions Joint Stock Company | Related person of the Company |  |  | 2023 | 30/NQ-DHDCD dated April 26, 2023 | Buy goods and services: 317,640,000 |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. 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, Executive Manager and other managers have been being founding members or members of the Board of Directors or Executive Manager for the past three (03) years:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Time | General Mandate  | Total value |
| 1 | Unithai Maruzen Logistics (Vietnam) Corporation | In 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: VND 1,463,599,690
* Receive dividend: VND 500,426,137
 |
| 2 | Binh Duong- Newport Logistics Joint Stock Company | In 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: VND 1,718,949,246
* Buy goods and services: VND 8,498,857,245
* Receive dividend: VND 1,728,000,000
* Pay dividend: VND 1,212,221,440
 |
| 3 | A Chau Maritime Joint Stock Company | In 2023 | 30/NQ-DHDCD dated April 26, 2023 | * Sell goods and provide services: 685,887,650
* Pay dividend:

VND 11,144,588,800 |

* 1. Transactions between the Company and the companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers who are members of the Board of Directors or Executive Manager: None.
	2. Other transactions of the Company which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers: None.
1. Share transactions of PDMR and related persons of PDMR
2. Transactions related to Company's shares of PDMR and related persons: None.
3. Other significant issues: