**CIA: Annual Corporate Governance Report 2023**

On January 30, 2024, Cam Ranh International Airport Services JSC announced Report No. 01/2024/BC-HDQT/CIAS on the corporate governance in 2023 as follows:

* Name of company: Cam Ranh International Airport Services JSC (CIAS)
* Head office address: Cam Ranh International Airport, Cam Nghia Ward, Cam Ranh City, Khanh Hoa Province.
* Tel: 0258.6265588 Fax: 0258.6266262 Email: contact@cias.vn
* Charter capital: VND 197,099,040,000
* Securities code: CIA
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Executed.
1. Activities of the General Meeting of Shareholders

On June 29, 2023, Cam Ranh International Airport Services JSC held the Annual General Meeting of Shareholders 2023 and approved General Mandate, as follows:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQ-DHDCD/CIAS | June 29, 2023 | Approve the Reports and Proposals:1. Report on the business results in 2022 and the business plan for 2023 of the Board of Managers;
2. Report on activities of the Board of Directors in 2022 and directions, duties for 2023
3. Report of the Supervisory Board;
4. Proposal on approving the Audited Financial Statement 2022 of the Company;
5. Proposal on approving the profit distribution plan in 2022 and the profit distribution plan for 2023;
6. Proposal on the remuneration settlement in 2022 and the remuneration plan for 2023 of the Board of Directors and the Supervisory Board;
7. Proposal on approving the targets of the production and business plan for 2023;
8. Proposal on the selection of audit company for the Financial Statements 2023-2025;
9. Proposal on approving the transaction with related parties;
10. Proposal on approving the amendment and supplement to the business lines of the Company;
11. Proposal on dismissing members of the Board of Directors.
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1. The Board of Directors
2. Information about members of the Board of Directors

The Board of Directors of the Company for the 2022-2027 term was elected at the Annual General Meeting of Shareholders on June 24, 2022, the information about the members of the Board of Directors is as follows:

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Truong Minh Hoang | Chair of the Board of Directors | June 24, 2022 |  |
| 2 | Mr. Dong Luong Son | Non-executive member of the Board of Directors | June 24, 2022 |  |
| 3 | Mr. Nguyen Van Thang | Non-executive member of the Board of Directors | June 24, 2022 | June 30, 2023 |
| 4 | Mr. Ly Lam Duy | Member of the Board of Directors | June 24, 2022 |  |
| 5 | Mr. Khong Minh Dung | Independent member of the Board of Directors | June 24, 2022 |  |

1. Board Resolutions/Board Decisions

In 2023, the Board of Directors of Cam Ranh International Airport Services JSC held 24 meetings in which there are 02 live meetings and 22 meetings by collecting shareholders’ opinions via ballot to review, approve the contents under the authority of the Board of Directors.

The Board of Directors of Cam Ranh International Airport Services JSC approved 35 Resolutions and Decisions by holding live meeting and sending letters to collect opinions of members of the Board of Directors.

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| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1. Board Resolutions
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| 1 | 01/2023/NQ-HDQT/CIAS | April 26, 2023 | Extend the time to hold the Annual General Meeting of Shareholders 2023; Approve the record date for the list of shareholders entitled to attend and the expected time and venue of the Annual General Meeting of Shareholders 2023 |
| 2 | 02/2023/NQ-HDQT/CIAS | June 02, 2023 | * Approve the production and business plan 2023 proposed to the Annual General Meeting of Shareholders 2023;
* Approve the salary fund and manpower allocation for 2023;
* Approve the time, venue and establishment of the Organizing Committee serving the Annual General Meeting of Shareholders 2023;
* Approve the meeting agenda and the contents for the Annual General Meeting of Shareholders 2023.
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| 3 | 03/2023/NQ-HDQT/CIAS | June 16, 2023 | Establish business locations and change the contents of registration on business locations at Cam Ranh International Airport |
| 4 | 04A/2023/NQ-HDQT/CIAS | July 20, 2023 | Approve the investment plan for 2023 |
| 5 | 04/2023/NQ-HDQT/CIAS | July 27, 2023 | Approve the capital loan of ASG Aviation Services Company Limited |
| 6 | 05/2023/NQ-HDQT/CIAS | August 02, 2023 | Approve the establishment of business location at Cam Ranh International Airport |
| 7 | 06/2023/NQ-HDQT/CIAS | August 23, 2023 | Approve the Loan Contract Extension of Long Thanh Investment and Consultant Joint Stock Company |
| 8 | 07/2023/NQ-HDQT/CIAS | September 09, 2023 | Approve the contents of internal audit execution of the Company |
| 9 | 08/2023/NQ-HDQT/CIAS | September 15, 2023 | Approve the adjustments to the Transportation Service Business Plan |
| 10 | 09/2023/NQ-HDQT/CIAS | September 29, 2023 | Approve the establishment of business location at Vinh International Airport |
| 11 | 10/2023/NQ-HDQT/CIAS | October 06, 2023 | Approve the adjustments to the Loan Contract of ASG Corporation |
| 12 | 11/2023/NQ-HDQT/CIAS | October 11, 2023 | Approve the extension of the Loan Contract of Vietnam Waterway Transport and General Import - Export Joint Stock Company |
| 13 | 12/2023/NQ-HDQT/CIAS | October 18, 2023 | Approve the service incentive policies for Leaders, Officers and Employees |
| 14 | 13/2023/NQ-HDQT/CIAS | November 16, 2023 | Approve the Loan Capital of ASG Corporation |
| 15 | 14/2023/NQ-HDQT/CIAS | November 30, 2023 | Approve the Loan Contract Adjustments of Long Thanh Investment and Consultant Joint Stock Company |
| 16 | 15/2023/NQ-HDQT/CIAS | December 06, 2023 | Approve the capital loan of ASG Aviation Services Company Limited |
| 17 | 16/2023/NQ-HDQT/CIAS | December 21, 2023 | Approve the loan with collateral |
| 18 | 17/2023/NQ-HDQT/CIAS | December 29, 2023 | Approve the establishment of Branch and Business Location at Tan Son Nhat International Airport |
| 1. Board Decisions
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| 1 | 01/2023/QD-HDQT/CIAS | January 06, 2023 | Establish the business location at Dong Hoi Airport |
| 2 | 02/2023/QD-HDQT/CIAS | March 23, 2023 | Establish the business location at Tan Son Nhat International Airport |
| 3 | 03/2023/QD-HDQT/CIAS | April 18, 2023 | Establish the business location at the International Terminal - Cam Ranh International Airport |
| 4 | 04/2023/QD-HDQT/CIAS | April 18, 2023 | Establish the business location at Phu Bai International Airport |
| 5 | 05/2023/QD-HDQT/CIAS | April 18, 2023 | Change the content of business location registration of CIAS Service Center of the Company |
| 6 | 06/2023/QD-HDQT/CIAS | May 15, 2023 | Extend the Loan of ASG Corporation |
| 7 | 07/2023/QD-HDQT/CIAS | June 02, 2023 | Approve the production and business plan for 2023 proposed to the Annual General Meeting of Shareholders 2023 |
| 8 | 08/2023/QD-HDQT/CIAS | June 02, 2023 | Approve time, venue, agenda and documents for the Annual General Meeting of Shareholders 2023 |
| 9 | 09/2023/QD-HDQT/CIAS | June 16, 2023 | Appoint the Chief Accountant |
| 10 | 10/2023/QD-HDQT/CIAS | June 16, 2023 | Decide the salary and allowances for Mr. Nguyen Dinh Viet (Chief Accountant) |
| 11 | 11/2023/QD-HDQT/CIAS | July 27, 2023 | Approve the capital loan of ASG Aviation Services Company Limited |
| 12 | 12/2023/QD-HDQT/CIAS | October 06, 2023 | Approve the adjustments to the Loan Contract of ASG Corporation |
| 13 | 13/2023/QD-HDQT/CIAS | October 11, 2023 | Approve the Loan Contract Extension of Vietnam Waterway Transport and General Import - Export Joint Stock Company |
| 14 | 14/2023/QD-HDQT/CIAS | November 16, 2023 | Approve the Loan Capital of ASG Corporation |
| 15 | 15/2023/QD-HDQT/CIAS | December 06, 2023 | Approve the capital loan of ASG Aviation Services Company Limited |
| 16 | 16/2023/QD-HDQT/CIAS | December 11, 2023 | Approve the labor contract extension and reappointment of managers |
| 17 | 17/2023/QD-HDQT/CIAS | December 29, 2023 | Approve the Branch establishment at Tan Son Nhat International Airport |

1. The Supervisory Board (Annual Report 2021)
2. Information about the members of the Supervisory Board

The Supervisory Board of the Company for the 2022 - 2027 term was elected at the Annual General Meeting of Shareholders on June 24, 2022, the information about the members of the Supervisory Board is as follows:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Dang Thi Phuong Nga | Chief | June 24, 2022 | Bachelor of Accounting |
| 2 | Ms. Nguyen Thi Bich Ngoc | Member | June 24, 2022 | Master of Business Administration, Bachelor of English Linguistics, Hospitality Management |
| 3 | Mr. Luu Viet Bac | Member | June 24, 2022 | Master of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Ly Lam Duy - Manager | October 23, 1983 | Master of Business Administration (MBA) | Appointed on June 29, 2022 |
| 2 | Mr. Tran Xuan Binh - Deputy Manager | September 15, 1976 | Bachelor of Accounting | Appointed on June 15, 2022 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Dinh Viet | November 14, 1989 | Bachelor of Economics (Major: Accounting)  | Appointed on June 16, 2023 |

1. Training on corporate governance:
2. List of affiliated person of the public Company and transactions between the affiliated person 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:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH No. , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | Approved General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. | Content, quantity, total value of transaction | Note |
| 1 | ASG Corporation | Owner of holding company | 0104960269, Date of issue: October 22, 2010, Place of issue: Department of Planning and Investment of Hanoi  | Logistics service area, Noi Bai International Airport, Phu Minh Commune, Soc Son District, Hanoi  | January 01, 2023 - December 31, 2023. | 18/2022/QD-HDQT/CIAS; 06/2023/QD-HDQT/CIAS; 01/2023/NQ-DHDCD/CIAS; 12/2023/QD-HDQT/CIAS; 14/2023/QD-HDQT/CIAS | * Services and sales provisions: VND 4,996,295
* Short-term loan: VND 24,000,000,000
* Loan interest: VND 1,821,835,615
 |  |
| 2 | ASG Aviation Services Company Limited | Holding Company | 0109240049, Date of issue: June 24, 2020, Place of issue: Department of Planning and Investment of Hanoi | Logistics service area, Noi Bai International Airport, Phu Minh Commune, Soc Son District, Hanoi  | From January 01, 2023 to December 31, 2023 | 01/2023/NQ- DHDCD/CIAS; 11/2023/QD-HDQT/CIAS; 15/2023/QD-HDQT/CIAS | * Short-term loan: VND 24,000,000,000
* Loan interest: VND 247,013,699
 |  |
| 3 | Cam Ranh Aviation Trading Liability Company Limited | Subsidiary | 4201728325, Date of issue: The 2nd change on May 17, 2018, Place of issue: Department of Planning and Investment of Khanh Hoa Province | Cam Ranh International Airport, Cam Nghia Ward, Cam Ranh City, Khanh Hoa Province.  | From January 01, 2023 to December 31, 2023 | 03/2019/NQ-HDQT/CIAS | * Services and sales provisions:

VND 153,861,985.* Services purchase and rental of premises: VND 298,870,119.
 |  |
| 4 | Aviation Ground Services Co,. Ltd | Subsidiary of ASGA | 4201671132, Date of issue: The 6th change on June 22, 2019, Place of issue: Department of Planning and Investment of Khanh Hoa Province | Cam Ranh International Airport, Cam Nghia Ward, Cam Ranh City, Khanh Hoa Province.  | From January 01, 2023 to December 31, 2023 | 03/2019/NQ-HDQT/CIAS | * Services and sales provisions: VND 5,479,096,642.
* Loan interest collection: VND 168,287,671.
* Services purchase and rental of premises: VND 4,436,000
 |  |
| 5 | Hoang Gia Trang Real Estate Company Limited | Subsidiary of ASGA | 0308945734, Date of issue: June 08, 2009, Place of issue: Department of Planning and Investment of Khanh Hoa Province | Gate No. 2, Lane 86, Tran Phu Street, Loc Tho Ward, Nha Trang City, Khanh Hoa Province  | From January 01, 2023 to December 31, 2023 | 03/2019/NQ-HDQT/CIAS | Services purchase and rental of premises: VND 454,545,454 |  |

1. Transactions between Company’s PDMR, affiliated 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, the Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting): Mentioned in Appendix 03.
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, Executive Manager: None.
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and the Supervisory Board, the Manager and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Other significant issues: None.