**CDN: Annual General Mandate 2024**

On April 09, 2024, Danang Port Joint Stock Company announced General Mandate No. 45/NQ-DHDCD as follows:

‎‎Article 1. Approve the Company’s Financial Statements 2023 audited by AASC Auditing Firm Company Limited

On February 26, 2024, AASC Auditing Firm Company Limited signs to issue the Independent Auditor’s Report of the Company’s Financial Statements 2023. The Report has no qualified opinions.

‎‎Article 2. Approve the elimination of 02 business lines and amendment to the Company's Charter with the corresponding specific content as follows:

* Eliminate 2 business codes including: Business code 4661 and business code 3512 in Clause 1, Article 5 of the Company’s Charter.

|  |  |  |
| --- | --- | --- |
| No. | Business name | Business code |
| 8 | Wholesale of solid, liquid and gaseous fuels and related products. Details:   * Wholesale of crude oil * Wholesale of petroleum and related products | 4661 |
| 28 | Electricity transmission and distribution.  Details: Electricity distribution | 3512 |

* Assign to the Legal Representative - General Manager (1) Carry out procedures to remove 02 business codes as above according to current regulations, work with authorities and amend the Business Registration Certificate, and (2) review, complete and sign for promulgation of the new Charter. The new Charter will take effect from the date the Da Nang Department of Planning and Investment approves the change in business lines and the replacement of the current Charter.

‎‎Article 3. Approve the Reports of the Board of Directors and the Supervisory Board at the Meeting.

Report on activities of the Board of Directors in 2023 and orientation for 2024; Report on activities of the Board of Directors for the term 2019-2024 and orientation for the term 2024-2029; Report on activities of independent members of the Board of Directors for the term 2019-2024.

Report of the Supervisory Board on the results of supervising production and business activities and supervising the Board of Directors and the General Manager in 2023 of the Company. Report on self-assessment of the performance of tasks of the Supervisor and the Supervisory Board in 2023 and operating orientation for 2024. Report on activities of the Supervisory Board for the term 2019-2023 and operating orientation for the term 2024-2029.

‎‎Article 4. Approve the production, business and investment plan 2023: Plan on profit distribution and dividend payment in 2023

1. Production, business and Investment results in 2023 are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | 2023 Plan | 2023 Results |
| 1 | Output (converted to tons) | Tons | 12,900,000 | 12,208,291 |
| * In which: container | TEUs | 675,000 | 675,254 |
| 2 | Total revenue | Million VND | 1,250,000 | 1,289,765 |
| a | Business revenue | Million VND | 1,221,000 | 1,235,319 |
| b | Other financial revenues and income | Million VND | 29,000 | 54,446 |
| 3 | Profit before tax | Million VND | 340,000 | 345,221 |
| 4 | Total investment | Million VND | 342,186 | 157,836 |
| 5 | Dividend payment rate (%/charter capital) | % | Minimum 14% | 14 |

2. Appropriation for funds from undistributed profit after tax

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Rate | Amount |
| A. Distributed profit after tax in 2023 | |  | 275,324 |
| 1 | Appropriation for bonus fund ( = A\*4%) | 4% | 11,013 |
| 2 | Appropriation for welfare fund ( = A\*4%) | 4% | 11,013 |
| 3 | Appropriation for bonus fund for the Company managers (=A\*0.298%) | 0.298% | 821 |
| 4 | Dividend appropriation (%/Charter Capital) | 14% | 138,600 |
| 5 | Undistributed profit after tax from previous years |  | 48,542 |
| B | Supplement to the investment and development fund (= A-1-2-3-4+5) |  | 162,419 |
| C | Retained undistributed profit after tax |  | 0 |

‎‎Article 5. Approved the production, business, investment and dividend plan 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | 2024 Plan |
| 1 | Output (converted to tons) | Tons | 13,060,000 |
| * In which: container | TEUs | 700,000 |
| 2 | Total revenue | Million VND | 1,380,000 |
| a | Business revenue | Million VND | 1,345,700 |
| b | Other financial revenues and income | Million VND | 34,300 |
| 3 | Profit before tax | Million VND | 365,000 |
| 4 | Total investment | Million VND | 526,738 |
| 5 | Dividend payment rate in 2024 (%/Charter capital) | % | 08 |

‎‎Article 6. Approve the total remuneration and income for the Board of Directors and the Supervisory Board of the Company realized in 2023 and expected to realize in 2024.

1. Remuneration and income realized in 2023

The total remuneration paid to members of the Board of Directors and the Supervisory Board in 2023 is VND 1,392 million. This remuneration is realized in accordance with Clause 2, Article 5 of Annual General Mandate 2023 No. 43/NQ-DHDCD dated March 31, 2023 of the Company.

The total income of (01) Executive member of the Board of Directors and (01) Executive member of the Supervisory Board in 2023 is VND 1,747.4 million and is shown as a separate section in the Company's Financial Statements 2023. In which, the actual salary fund of (01) Executive member of the Board of Directors and (01) Executive member of the Supervisory Board is VND 1,640.9 billion.

1. Total expected salary and remuneration in 2024

Approve the total expected salary and remuneration for the Board of Directors and the Supervisory Board in 2024 is VND 3,172,071,024. Specifically, as follows:

Unit: VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Position | Quantity | Remuneration (person/month) | Salary for Executive member (person/month) | Salary and remuneration fund for the Board of Directors and the Supervisory Board |
| (1) | (2) | (3) | (4) |  | (6)= (3)\*(4)/(5)\*12 |
| I | The Board of Directors | 7 |  |  | 2,057,573,400 |
| 1 | Chair of the Board of Directors | 1 | 20,000,000 |  | 240,000,000 |
| 2 | Member of the Board of Directors | 5 | 14,000,000 |  | 840,000,000 |
| 3 | Executive member of the Board of Directors | 1 |  | 81,464,450 | 977,573,400 |
| II | The Supervisory Board | 3 |  |  | 1,114,497,624 |
| 1 | Chief of the Supervisory Board | 1 | 14,000,000 |  | 168,000,000 |
| 2 | Member of the Supervisory Board | 1 | 12,000,000 |  | 144,000,000 |
| 3 | Executive member of the Supervisory Board | 1 |  | 66,874,802 | 802,497,624 |
|  | Total |  |  |  | 3,172,071,024 |

‎‎Article 7. Regarding personnel work at the Meeting

1. Approve the number, structure, standards and conditions of members of the Board of Directors and the Supervisory Board for the term 2024-2029
2. Election results at the Meeting

List of candidates elected to the Company Board of Directors for the term 2024-2029 includes:

* Mr. Nguyen Dinh Chung, Member of the Board of Directors
* Mr. Tran Le Tuan, Member of the Board of Directors
* Mr. Phan Bao Loc, Member of the Board of Directors
* Mr. Ly Quang Thai, Member of the Board of Directors
* Mr. Chen Chun Kai, Member of the Board of Directors
* Ms. Hoang Ngoc Bich, Independent member of the Board of Directors
* Mr. To Minh Thuy, Independent member of the Board of Directors

List of candidates elected to the Company Supervisory Board for the term 2024-2029 includes:

* Mr. Luong Dinh Minh, Member of the Supervisory Board
* Mr. Nguyen Quang Phat, Member of the Supervisory Board
* Ms. Bui Thi Ngan Hoa, Member of the Supervisory Board

‎‎Article 8. Approve the list of audit companies for the Financial Statements 2024.

1. Select an independent audit company that simultaneously satisfies the following criteria:

* Is a company that operates legally in Vietnam and is approved by the Securities Commission to audit for units with public interest and listed joint stock companies.
* Is an audit company with:
* Large revenue from reviewing and auditing the Financial Statements.
* Large number of employees and a team of auditors with high qualifications and experience.
* Large number of customers, priority given to audit companies that have audited large-scale companies in the same business lines as Da Nang Port.
* Reasonable audit fee, consistent with the content, scope and progress of the audit required by Da Nang Port;
* Ensure completion and publication of the Audited Financial Statements on time, and ensure quality, best consulting and support services for Da Nang Port.

1. List of proposed audit companies for 2024.

* AASC Auditing Firm Company Limited.
* A&C Auditing And Consulting Company Limited.
* UHY Auditing Firm Company Limited.

1. The Meeting authorizes the Board of Directors to select a reputable independent audit company, ensuring compliance with current legal regulations.

‎‎Article 9. Terms of enforcement

This General Mandate is approved by the Annual General Meeting of Shareholders 2024 of Danang Port Joint Stock Company and takes effect from April 09, 2024.

The Meeting approves assigning the Company's Board of Directors to implement the contents of the Annual General Mandate 2024 of Danang Port Joint Stock Company.