

No.: 12/BC-HĐQT

Hạ Long, 24th January 2025**REPORT**Corporate Governance Status
Year 2024

To: - State Securities Commission of Vietnam;
- Stock Exchange,

- Company name: Cai Lan Port Investment Joint Stock Company
- Head office address: Lot 34, Block LK2, Cai Lan Port Logistics Area, Bai Chay Ward, Ha Long City, Quang Ninh Province
- Phone: 0203.3512866/3512868;
- Email: info@cailanportinvest.com.vn
- Charter capital: 365.050.000.000 dong
- Stock code: CPI
- Corporate Governance Model: General Meeting of Shareholders, Board of Director, Supervisory Board, and Executive Board
- Regarding the implementation of internal audit functions: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on Meetings and Resolutions/Decisions of the General Meeting of Shareholders:

No.	No. of Resolutions/Decisions	Date	Content
1	No. 01/NQ-DHĐCD	03/4/2024	Resolution of the 2024 Annual General Meeting of Shareholders approved the following content: 1. Approval of the 2023 business performance report and the 2024 business plan.; 2. Approval of the 2023 activities report of the Board of Director; 3. Approval of the 2023 audited financial statements 4. Approval of the 2023 remuneration and the 2024 remuneration plan for the Board of Director and the Supervisory Board; 5. Approval of amendments to the Charter of Cai Lan Port Investment Joint Stock Company – Change of the company's registered head office address to: Lot 34, Block LK2, Cai Lan Port Logistics Area,

			Bai Chay Ward, Ha Long City, Quang Ninh Province;
			6. Approval of the Supervisory Board's report presented to the 2024 Annual General Meeting of Shareholders;
			7. Authorization for the Board of Director to select a auditing firm for the 2024 financial statements;
			8. Voting on the dismissal of members of the Board of Director and the Supervisory Board;
			9. Election of additional members to the Board of Director and the Supervisory Board.

II. Board of Director

1. Information about the members of the Board of Director (BOD):

No.	Member of BOD	Position	Start/End date as member of BOD/Independent BOD	
			Date of appointment	Date of dismissal
1	Mr. Do Duc An	Chairman	24/6/2023	
2	Mr. Nguyen Van Manh	Member	24/4/2022 (Re-elected as a member of the BOD for the new term on 24/6/2023)	
3	Mr. Tham Hong Son	Member	30/6/2018 (Re-elected as a member of the BOD for the new term on 24/6/2023)	
4	Mr. Doan Ngoc Tu	Member	03/4/2024	
5	Mrs. Tran Thi Kieu Oanh	Member	03/4/2024	

2. Meetings of BOD

No.	Member of BOD	Number of attending/proxied	Attendance rate	Reason for not attending
1	Mr. Do Duc An	10/10	100%	
2	Mr. Tham Hong Son	7/10	70%	On business trip
3	Mr. Nguyen Van Manh	10/10	100%	
4	Mr. Doan Ngoc Tu	9/10	90%	Elected as a member of the BOD from 03/4/2024
5	Mrs. Tran Thi Kieu Oanh	9/10	90%	Elected as a member of the BOD from 03/4/2024

3. The Board of Director' supervision activities over the Executive Board

Based on the Charter and the Governance Regulations of CPI, the Board of Director has carried out supervision of the activities of the General Director and the Executive

Board in managing production and business operations, as well as implementing the resolutions of the General Meeting of Shareholders and the Board of Director. In 2024, this supervision was carried out through 10 meetings between the Board of Director and the Executive Board. The Board of Director directly worked and exchanged with the General Director and the Executive Board on relevant issues concerning the implementation of production and business activities and the company's development orientation.

4. The activities of the sub-committees under the Board of Director (if any) – Currently, CPI does not have any sub-committees under the Board of Director.

5. Resolutions/Decisions of the Board of Director in 2024

No.	No. of Resolution/Decision	Day, month	Content of Resolution/Decision
I	Resolution		
1	01/NQ-HĐQT	19/2/2024	Organization of the 2024 Annual General Meeting of Shareholders
2	02/NQ-HĐQT	03/4/2024	Resignation from the position of Chairman of the BOD - Mrs. Trinh Thi Ngoc Bien
3	03/NQ-HĐQT	03/4/2024	Election of the position of Chairman of the BOD - Mr. Do Duc An
4	04/NQ-HĐQT	31/5/2024	Company management and operations
5	05/NQ-HĐQT	07/6/2024	The delegation of responsibilities for carrying out procedures related to asset liquidation
6	06/NQ- HĐQT	30/6/2024	Approval of the selection of the auditing firm for the 2024 financial statements
7	07/NQ-HĐQT	12/8/2024	Reappointment of Mr. Le Trung Thong
8	08/NQ-HĐQT	05/9/2024	Sign a contract with Vimadeco
9	09/NQ-HĐQT	25/12/2024	Sign the annex of warehouse lease contract with Tham Gia
10	10/NQ-HĐQT	30/12/2024	Dismissal of the position of Deputy Manager of the Administrative Department for Mr. Dao Xuan Hai
11	11/NQ-HĐQT	30/12/2024	Sign contracts in 2025 with relevant companies
II	Decision		
1	01/QĐ – HĐQT	03/4/2024	Assign duties to the members of the BOD
2	02/QĐ – HĐQT	08/4/2024	Change the business registration details
3	03/QĐ – HĐQT	17/5/2024	Regarding retirement under the pension scheme
4	04/ QĐ – HĐQT	25/6/2024	Appoint and assign Mr. Doan Ngoc Tu as the General

			Director of CPI
5	05/QĐ-HĐQT	10/10/2024	Reappoint Mr. Nguyen Ba Son as Deputy General Director of CPI
6	06/QĐ-HĐQT	30/12/2024	Board Secretary Allowance for 2024

III. Supervisory Board

1. Information about the members of the Supervisory Board (SB)

No.	Member of SB	Position	Start date/End date as member of SB	Professional qualifications
1	Mrs. Nguyen Thi Minh Thu	Head of SB	Elected as a member of the SB since April 3, 2024	Master's degree in Economic Management; Bachelor's degree in Economics
2	Mr. Nguyen Tu Thinh	Member	Start date as a member of the SB: June 24, 2023	Bachelor's degree in Accounting
3	Ms Doan Thu Huyen	Member	Elected as a member of the SB since April 3, 2024	Bachelor's degree in Business Administration

2. Meeting of the Supervisory Board

In 2024, the Supervisory Board held 06 meetings:

No.	Member of SB	Number of attending	Attendance rate	Voting rate	Reason for not attending
1	Mrs. Nguyen Thi Minh Thu	04	67%	67%	Elected since April 3, 2024
2	Mr. Nguyen Tu Thinh	04	67%	67%	
3	Ms Doan Thu Huyen	04	67%	67%	Elected since April 3, 2024

3. The Supervisory Board's oversight activities over the Board of Director, Executive Management Board, and shareholders

Supervising the preparation and organization of the 2024 Annual General Meeting of Shareholders on April 3, 2024, and overseeing the implementation of the resolutions from the 2024 Annual General Meeting of Shareholders.

Supervising the implementation of the Company's Charter, internal regulations, and internal policies.

Supervising the implementation of the resolutions of the Board of Director.

Supervising the implementation of information disclosure in accordance with regulations.

Supervising the recording of accounting books and documents within the company, reviewing financial indicators in the published financial statements.

Monitoring and assessing the independence and objectivity of the auditing firm, as well as the effectiveness of the audit process.

Monitoring and evaluating the implementation of the business production plan by the Executive Board.

Supervising the implementation of personnel management, labor, wages, and expenditures for employees.

- Supervising the implementation of asset liquidation.

Supervising the implementation of the recommendations made by the Supervisory Board.

4. The coordination of activities between the Supervisory Board, the Board of Director, the Executive Board, and other management personnel

The Supervisory Board closely cooperates with the Board of Director and the Executive Board, carrying out the monitoring and inspection of compliance with the Company's Charter and legal regulations in the management activities of the Board of Director and the executive operations of the Executive Board. The Supervisory Board has carried out the following tasks:

Inspecting and monitoring the status and results of the implementation of business production tasks and the company's investment activities.

The Supervisory Board has attended Board of Director meetings to stay informed about the company's business operations and has provided feedback/recommendations to help improve the company's operational effectiveness.

The Board of Director, the Executive Board, and the Supervisory Board cooperate in enterprise management to ensure compliance with legal regulations and the company's Charter.

Reviewing the company's financial statements prepared by the Executive Board; considering the recommendations made by the auditors; reviewing and discussing with the Executive Board to identify shortcomings and take corrective actions.

IV. The Executive Board

No.	Member of EB	Date of birth	Professional qualifications	Date of appointment/ dismissal of EB
1	Mr. Doan Ngoc Tu –General Director	09/4/1979	Master's degree in Transport Management	Appointment date: 25/6/2024
2	Mr. Do Tuan Hien –Deputy General Director	19/3/1974	Marine Transport Economic Engineer	Appointment date: 03/2/2021
3	Mr. Nguyen Ba Son –Deputy General Director	10/9/1970	Marine Vessel Control Engineer	Reappointment date: 10/10/2024

V. Chief Accountant

Name	Date of birth	Professional qualifications	Date of appointment/ dismissal

(CPI currently does not have a Chief Accountant)

- Manager of the Finance and Accounting Department:

Name	Date of birth	Professional qualifications	Date of appointment/ dismissal
Mr Do Vu Linh	15/01/1989	Master's degree in Economics - Academy of Finance	Appointment: 20/11/2023

VI. Training in corporate governance

The corporate governance training courses that members of the Board of Director, Supervisory Board members, Executive Directors (General Directors), other management personnel, and the company secretary have participated in, in accordance with corporate governance regulations.

Participating in training courses at the VIMC-Elearning online training system organized by VIMC.

Participating in internal training courses on the methods for building a human resources management system (online).

Participating in an online training course to update knowledge for customs agency employees.

Participating in the Leadership Training Program - Leadership and Management Skills.

Participating in VIMC's training course on identifying potential talent within the company.

Participating in VIMC's training course on performance evaluation using KPI/KRI.

Participating in VIMC's training course to supplement knowledge and methods on cost control in businesses.

Participating in an internal training course on how to develop labor and wage target plans for 2025.

VII. The list of related parties of the public company (2024 annual report) and transactions between the related parties and the company itself.

1. The list of related parties of the company

The list of related parties is attached)

2. Transactions between the company and its related parties; or between the company and major shareholders, insiders, or related parties of insiders.

No.	Organization/ individual	Related relationship	No. of Owner's certificate	Head office/ Contact address	Time of transaction	No. of Resolution/De cision approved by the GS/BOD	Content, quantity, and total value of the transaction	Remarks
1	Cai Lan International Container Terminal (CICT)	The company has capital contributio ns	5700884515	No. 1, Cai Lan Road, Ha Long City, Quang Ninh Province	From 01/01/2024 to 31/12/2024	15/NQ- HDQT date 28/12/2023	2.240.910.855	Transport service
							244.304.400	Office rental fees, lifting services
2	Quang Ninh Port Joint Stock Company	Founding shareholder	5700100231	No. 1, Cai Lan Road, Ha Long City, Quang Ninh Province	From 01/01/2024 to 31/12/2024	15/NQ- HDQT date 28/12/2023	99.269.108	Handling and transportation services
							4.459.588.558	Stevedoring services
3	Investment construction Tourism and Trade Joint Stock Company	Member of CPI's BOD, is the Chairman of BOD and the Director of company	5700816346	Group 3, Zone 7, Cao Xanh Ward, Ha Long City, Quang Ninh Province,	From 01/01/2024 to 31/12/2024	15/NQ- HDQT date 28/12/2023	9.709.141.844	Warehouse rental and cargo handling services
4	Quang Ninh Ocean shipping agency (Vosa Quang Ninh)	A subsidiary of VIMC	0300437898- 006	70 Le Thanh Tong, Hong Gai, Quang Ninh	From 01/01/2024 to 31/12/2024	15/NQ- HDQT date 28/12/2023	30.494.200	Transport service
5	Hai Phong Port Joint Stock Company	A subsidiary of VIMC	0200236845	No 8A Tran Phu, May To ward, Ngo Quyen district, HP	From 01/01/2024 to 31/12/2024	15/NQ- HDQT date 28/12/2023	728.220.000	Customs declaration services
6	Maritime Development Joint Stock Company	A subsidiary of VIMC	0200580975	No 11 Vo Thi Sau, May To ward, Ngo Quyen district, HP	From 05/9/2024 to 31/7/2025	08/NQ-HDQT date 05/9/2024	50.319.540	Parking lot rental services and supply of oil and lubricants

3. The transaction between the company's insiders, the related persons of insiders, with subsidiaries, and companies controlled by the company.

No	Person conducting the transaction	Relationship with internal personnel	Position at the Listed Company	ID/Passport Number, Date of Issue, Place of Issue	Address	Name of subsidiary, company controlled by the Listed Company	Date of Transaction	Details, Quantity, Total Transaction Value	Notes

No transactions.

4. Transactions between the company and other parties.

4.1. Transactions between the company and companies where members of the Board of Director, members of the Supervisory Board, the Director (General Director), and other managers have been or are founders or members of the Board of Director, the Director (General Director) in the past three (03) years (calculated at the time of report preparation).

- Transactions with Tham Gia:
 - Mr. Tham Hong Son –Member of the BOD of CPI, serves as the Chairman of the Board and Director of the company.

Transaction value in 2024:

Purchased services: 9.709.141.844 dong (warehouse rental services and other services at the warehouse)

- Transaction with Quang Ninh port:
 - Mr. Nguyen Van Manh –Member of the Board of Director of CPI, serves as a Member of the Board of Director and Deputy General Director of Quang Ninh Port.
 - Mr. Nguyen Tu Thinh –Member of the Supervisory Board of CPI, serves as the Chief Accountant of Quang Ninh Port.

Transaction value in 2024:

Service provision transaction: 99.269.108 dong (cargo transportation service)

Service purchase transaction: 4.459.588.558 dong (stevedoring services).

- Transaction with CICT:

Mr. Do Duc An - Chairman of the Board of Director of CPI (elected from April 3, 2024), serves as a Member of the Members' Council of CICT (CPI holds a 51% stake in CICT).

Transaction value in 2024:

- Service provision transaction: 2.240.910.855 dong (cargo transportation service)

- Service purchase transaction: 244.304.400 dong (lifting services, office rental)

- Quang Ninh Ocean shipping agency (Vosa Quang Ninh) A subsidiary of VIMC

Transaction value in 2024:

Service provision transaction: 30.494.200 dong

- Hai Phong Port Joint Stock Company (A subsidiary of VIMC)

Transaction value in 2024:

Service provision transaction: 728.220.000 dong

- Maritime Development Joint Stock Company (A subsidiary of VIMC)

Transaction value in 2024:

Service provision transaction: 50.319.540 dong

4.2. Transactions between the company and companies where related persons of the members of the Board of Director, members of the Supervisory Board, the Director (General Director), and other managers are members of the Board of Director, the Director (General Director) – no transactions.

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Director, members of the Supervisory Board, the Director (General Director), and other managers – no transactions.

VIII. Stock transactions of insiders and related persons of insiders (2024 Annual Report).

1. List of insiders and related persons of insiders of the company.

(As attached)

2. Transactions of insiders and related persons regarding the company's shares.

No	Person Conducting Transaction	Relationship with internal personnel	Number of Shares Held at Beginning period		Number of Shares Held at End of period		Reason for Increase/Decrease (Purchase, Sale, Transfer, Bonus, etc.)
			Number of Shares	Percentage	Number of Shares	Percentage	

No transactions in 2024.

To:

- As above;
- Filed: VT,

ON BEHALF OF BOARD OF DIRECTOR
CHAIRMAN



Đỗ Đức An

C.P. HA.