

**CAI LAN PORT INVESTMENT JOINT  
STOCK COMPANY**

No: 18/BC-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

Quang Ninh, January, 28<sup>th</sup>, 2026

**REPORT**  
**Corporate governance status**  
**(Year 2025)**

Dear:

- State Securities Commission;
- Stock Exchange.

- Company name: Cai Lan Port Investment Joint Stock Company
- Head office address: No. 01, Cai Lan Street, Bai Chay Ward, Quang Ninh Province
- Phone: 0203.3512866/3512868;
- Email: info@cailanportinvest.com.vn
- Charter capital: 365,050,000,000 VND
- Stock code: CPI
- Corporate governance model: General meeting of shareholders, Board of directors, Supervisory board and Executive board
- Regarding the implementation of internal audit function: Not yet implemented..

**I. Activities of the General Meeting of Shareholders**

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

Stt.	Resolution Number/ Decision	Day	Content
1	No. 01/NQ-DHCD	11/4/2025	Resolution of the 2025 Annual General Meeting of Shareholders approved the following contents: 1. Approving the report on production and business results in 2024 and the production and business plan in 2025; 2. Approval of the 2024 performance report and the 2025 Board of Directors' action plan; 3. Approval of the 2024 remuneration and 2025 remuneration plan of the Board of Directors and the Board of Supervisors; 4. Approval of the audited 2024 Financial Statement 5. Approving the amendment of the Charter of Cai

			<p>Lan Port Investment Joint Stock Company: Changing the company's head office address: No. 01, Cai Lan Street, Bai Chay Ward, Ha Long City Quang Ninh and adding a Legal Representative;</p> <p>6. Approval of the Board of Supervisors' Report to the 2025 Annual General Meeting of Shareholders</p> <p>7. Approval of authorization for the Board of Directors to select an auditor for the 2025 Financial Statements;</p> <p>8. Vote to dismiss members of the Board of Supervisors;;</p> <p>9. Election of additional members of the Board of Supervisors.</p>
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## II. Board of Directors

### 1. Information about Board of Directors (BOD) members:

Stt	Board Member	Position	Date of starting/cease being an independent member of the Board of Directors/Board of Management	
			Date of appointment	Dismissal Date
1	Mr. Do Duc An	Chairman of the Board	24/6/2023	
2	Mr. Nguyen Van Manh	Member of Board of Directors	24/4/2022 (Continued to be elected as a member of the Board of Directors for the new term on June 24, 2023)	
3	Mr. Tham Hong Son	Member of Board of Directors	30/6/2018 (Continued to be elected as a member of the Board of Directors for the new term on June 24, 2023)	
4	Mr. Doan Ngoc Tu	Member of Board of Directors	03/4/2024	
5	Mrs. Tran Thi Kieu Oanh	Member of Board of Directors	03/4/2024	

### 2. Board of Directors meetings

Stt	Board Member	Number of Board of Directors meetings attended/UQ	Meeting attendance rate	Reason for not attending the meeting
1	Mr. Do Duc An	07/07	100%	



2	Mr. Tham Hong Son	07/07	100%	06 authorization meetings
3	Mr. Nguyen Van Manh	07/07	100%	02 authorization meetings
4	Mr. Doan Ngoc Tu	07/07	100%	
5	Mrs. Tran Thi Kieu Oanh	07/07	100%	01 authorization meeting

### *3. Supervisory activities of the Board of Directors towards the Executive Board*

Based on the Charter and Corporate Governance Regulations of Cai Lan Port Investment Joint Stock Company, the Board of Directors has supervised the activities of the General Director and the Executive Board in managing business operations and implementing resolutions of the General Meeting of Shareholders and the Board of Directors. In 2025, this supervision was carried out through 07 meetings between the Board of Directors and the Executive Board. The Board of Directors directly worked and discussed with the General Director and the Executive Board on relevant matters concerning the implementation of business operations and the Company's development orientation. Additionally, opinions were collected from Board of Directors members on matters that the Executive Board needed to submit for Board of Directors' vote and approval.

*4. Activities of subcommittees under the Board of Directors (if any) – Currently, CPI does not have subcommittees under the Board of Directors.*

### *5. Resolutions/Decisions of the Board of Directors for the first 6 months of 2025*

Stt	Resolution/Decision Number	Date	Content of Resolution/Decision
<b>II</b>	<b>Resolution</b>		
1	01/NQ-HĐQT	09/01/2025	Approval of CICT's 2025 production and business and investment plan
2	02/NQ-HĐQT	15/01/2025	Signing of the personnel cost agreement appendix at CICT
03	03/NQ-HĐQT	13/02/2025	Plan to organize the 2025 TN Shareholders' Meeting
04	04/NQ-HĐQT	13/3/2025	Recruiting management staff at CICT
05	05/NQ-HĐQT	22/4/2025	Salary and remuneration of management staff at CICT
06	06/NQ-HĐQT	08/5/2025	Bachelor of Management and Operation at Cai Lan International Container Port Company Limited, term 2025-2029

07	07/NQ-HĐQT	02/5/2025	Regarding signing a contract with VIMC Logistic Joint Stock Company
08	08/NQ-HĐQT	30/7/2025	Approval of the audit firm for the 2025 financial statements
09	09/NQ-HĐQT	05/8/2025	Liquidation sale of surplus container handling equipment at Cai Lan International Container Terminal Co., Ltd. (CICT)
10	10/NQ-HĐQT	03/9/2025	Regarding the signing of an addendum to the Agreement on personnel costs at CICT with VIMC
11	11/NQ-HĐQT	03/9/2025	Regarding the payment of salaries, remuneration, and other expenses for HR activities at CICT for the term 2025-2029
12	12/NQ-HĐQT	31/10/2025	Termination of employment contract with Mr. Do Tuan Hien
13	13/NQ-HĐQT	21/11/2025	Regarding the settlement of outstanding debts with Transvina High-Tech Cargo Transportation Co., Ltd. (Transvina)
14	14/NQ-HĐQT	30/12/2025	Signing 2026 contracts with relevant parties
<b>III</b>	<b>Decision</b>		
1	01/QĐ-HĐQT	24/3/2025	Establishment of the Recruitment Council for Deputy Accountant of Cai Lan International Container Port Company Limited
2	02/QĐ-HĐQT	28/3/2025	Establishment of the Recruitment Council for the General Director of Cai Lan International Container Port Company Limited
3	03/QĐ-HĐQT	18/4/2025	Regarding change of head office address on business registration
4	04/QĐ-HĐQT	15/5/2025	On adding a legal representative
5	05/QĐ-HĐQT	30/5/2025	Issuing the code of conduct of Cai Lan Port Investment Joint Stock Company
6	06/QĐ-HĐQT	25/6/2025	Regarding the extension of the term of CPI General Director for Mr. Doan Ngoc Tu until an official reappointment decision is made
7	07/QĐ-HĐQT	20/8/2025	Regarding the reappointment of Mr. Doan Ngoc Tu as General Director of CPI
8	08/QĐ-HĐQT	31/10/2025	Appointment of the person in charge of corporate governance
9	09/QĐ-HĐQT	19/12/2025	Issuance of salary regulations
10	10/QĐ-HĐQT	30/12/2025	Remuneration/Allowances for the Board of Directors' Secretary in 2025

### **III. Board of Control (Year 2025)**

#### **1. Information about the members of the Board of Supervisors (BOS)**



Stt	Board Member	Position	Date of starting/no longer being a member of the Board of Supervisors	Professional qualifications
1	Ms. Nguyen Thi Minh Thu	Head of the Supervisory Board	Elected as a member of the Supervisory Board from April 3, 2024	Master of Business Administration; Bachelor of Economics
2	Mr. Vu Manh Duy	Member of the Supervisory Board	Elected as a member of the Supervisory Board from April 11, 2025	Bachelor of Accounting
3	Ms. Doan Thu Huyen	Member of the Supervisory Board	Elected as a member of the Supervisory Board from April 3, 2024	Bachelor of Business Administration
4	Mr. Nguyen Tu Thinh	Member of the Supervisory Board	Ceased to be a member of the Supervisory Board from 11/4/2025	

## 2. Board of Supervisors meeting

*In 2025, the Supervisory Board held 04 meetings.*

Stt	Board Member	Number of meetings attended	Meeting attendance rate	Voting ratio	Reason for not attending the meeting
1	Ms. Nguyen Thi Minh Thu	04/04	100%	100%	
2	Mr. Vu Manh Duy	03/04	75%	75%	Elected as a member of the Board of Directors from April 11, 2025
3	Ms. Doan Thu Huyen	04/04	100%	100%	
4	Mr. Nguyen Tu Thinh	01/04	25%	25%	Ceased to be a member of the Supervisory Board from 11/4/2025

## 3. Supervisory activities of the Board of Supervisors towards the Board of Directors, Executive Board and shareholders

- Supervise the preparation and organization of the 2025 Annual General Meeting of Shareholders on April 11, 2025 and supervise the implementation of the Resolution of the 2025 Annual General Meeting of Shareholders;

- Monitor the implementation of the Company Charter, internal regulations and rules;
- Monitor the implementation of the Board of Directors' Resolutions;
- Monitor the implementation of information disclosure according to regulations;

- Supervise the recording of accounting books and documents in the company, review financial indicators in published financial reports;

- Monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the auditing process;

- Monitor and evaluate the implementation of the Board of Directors' production and business plans;

- Monitor the implementation of personnel work, labor, salaries, and expenses for employees;

- Monitor the implementation of asset liquidation;

- Monitoring the implementation of recommendations from the Supervisory Board, and the execution of resolutions, decisions, and directives from the Board of Directors.

4. Coordination between the Supervisory Board and the activities of the Board of Directors, the Executive Board, and other management personnel.

The Supervisory Board closely coordinates with the Board of Directors and the General Director Board (Executive Board), performing inspection and supervision of compliance with the Company's Charter and legal regulations in the management activities of the Board of Directors and the operational activities of the General Director Board. The Supervisory Board has carried out the following tasks:

Inspecting and supervising the status and results of the Company's business production tasks and investment activities.

The Supervisory Board attended Board of Directors meetings to grasp the Company's business production situation and provided opinions/recommendations to contribute to enhancing the Company's operational efficiency.

The Board of Directors, the General Director Board, and the Supervisory Board collaborated in corporate governance to ensure activities comply with legal regulations and the Company's Charter.

Reviewing the Company's financial statements prepared by the General Director Board; considering the auditors' recommendations; reviewing and discussing with the General Director Board to identify shortcomings and work together to rectify them.

#### **IV. Executive Board**

Stt	Board Member	Date of birth	Professional qualifications	Date of appointment/removal of members of the Executive Board
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1	Mr. Doan Ngoc Tu - General Director	09/4/1979	Master of Transport Management	Appointment date 6/25/2024
2	Mr. Do Tuan Hien - Deputy General Manager	19/3/1974	Maritime Economics Engineer	Relieved of duties effective October 31, 2025
3	Mr. Nguyen Ba Son - Deputy General Manager	10/9/1970	Marine engineer	Re-appointment date 10/10/2024

#### ***V. Chief Accountant***

Full name	Date of birth	Professional qualifications	Date of appointment/dismissal

(Currently CPI does not have a Chief Accountant)

- Head of Finance and Accounting Department

Full name	Date of birth	Professional qualifications	Date of appointment/dismissal
Do Vu Linh	15/01/1989	Master of Economics - Academy of Finance	Appointed 11/20/2023

#### **VI. Corporate Governance Training**

The corporate governance training courses that members of the Board of Directors, members of the Supervisory Board, Executive Director (General Director), other management personnel, and the Company Secretary have attended in accordance with corporate governance regulations:

The Company's leadership trained employees on customer-centric corporate culture.

100% of employees received training and communication on the Code of Conduct (COC).

Participated in training courses on the VIMC-Elearning online training system organized by VIMC (Vietnam Maritime Corporation).

Attended "Train the Trainer" guidance training on February 18, 2025, including: General Director, Deputy General Director, and Head of Administration and HR Department.

Participated in the "AI Application Skills in Work" training course on April 3, 2025, including: Executive Board and Heads of Departments.

Attended the training course "Shaping Mindset and Enhancing Corporate Culture Execution Skills" on May 14, 2025: Head of Administration and HR Department.

Participated in the "SMART Working Method" training course on May 22, 2025, including: Executive Board and Heads of Departments.

Participated in discussions and guidance on bidding procedures on June 30, 2025, including: Mr. Nguyen Ba Son - Deputy General Director, and Head of Investment, Business & Finance-Accounting Department.

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

02 staff members participated in the Leadership Training Program - Leadership and Management Skills, including: Mr. Nguyen Ba Son - Deputy General Director, and Mr. Tran Nam Quang - Head of Administration and HR Department.

Training Organization: Organized 01 customer care skills class focusing on customer-centricity and 01 advanced marketing professional skills class, taught by the Hanoi Center for Research, Training and Management Skills Development, for 32 employees from both CPI & CICT; currently organizing 01 Chinese language training class, taught by CNO Quang Ninh Center, for 16 employees from CPI & CICT (expected to conclude in April 2026); throughout the year, 06 internal training classes were organized, directly conducted by company-level and departmental-level management staff.

**VII. List of related persons of public companies (Six-month report 2025) and transactions of related persons of the company with the Company itself**

1. List of related persons of the company  
(List of related people attached)
2. Transactions between a company and its related persons; or between a company and major shareholders, insiders, or related persons of insiders.

STT	Organization/individual	Relationship with the company	NSH Certificate Number*, date of issue, place of issue	Head office address/Contact address	Time of transaction with the company	Resolution/Decision No. approved by the General Meeting of Shareholders/Board of Directors	Content, quantity, total transaction value	Note
1	Cai Lan International Container Terminal Company Limited	Company with contributed capital	5700884515	No. 1, Cai Lan Street, Bai Chay Ward, Quang Ninh Province	From 01/01/2025 to 31/12/2025	11/NQ-HDQT dated December 30, 2024 and Resolution No. 02/NQ-HDQT dated January 15, 2025	24.263.714.575	Transportation, loading, customs clearance, personnel services
							1.243.445.870	Office rental fee, Lifting and unloading services
2	Quang Ninh Port Joint Stock Company	Shareholders	5700100231	No. 1, Cai Lan Street, Bai Chay Ward, Quang Ninh Province	From 01/01/2025 to 31/12/2025	11/NQ-HDQT dated December 30, 2024	6.524.965.140	Cargo handling services
							54.600.000	Equipment rental



3	Tham Gia Tourism and Trade Construction Investment Joint Stock Company	Mr. Tham Hong Son - Member of CPI Board of Directors is Chairman of Board of Directors, Director of the company.	5700816346	Group 3, Area 7, Cao Xanh Ward, Ha Long City, Quang Ninh Province, Vietnam	From 01/01/2025 to 31/12/2025	11/NQ-HĐQT dated December 30, 2024	9.845.750.730	Warehouse rental and cargo handling services
4	Maritime Development Corporation	Subsidiary of VIMC	0200580975	No. 11 Vo Thi Sau, May To Ward, Ngo Quyen District, Hai Phong City	From 01/01/2025 to 31/12/2025	08/NQ-HĐQT dated September 5, 2024	51.795.000	Parking lot rental and oil and lubricant supply services
5	VIMC Logistics Joint Stock Company	Subsidiary of VIMC	0102345275	Room 806, Ocean Park Building, No. 1 Dao Duy Anh Street, Phuong Lien Ward, Hanoi City, Vietnam	From 02/05/2025 To 31/12/2025	07/NQ-HĐQT dated May 2, 2025	350.358.035	Principle contract (customs clearance support services)
6	Vietnam Maritime Corporation	Parent company	0100104595	No. 1 Dao Duy Anh Street, Phuong Lien Ward, Hanoi City, Vietnam	From 03/9/2025 To 31/12/2025	10/NQ-HĐQT date September, 03, 2025	4.309.050.074	Human resources and market promotion services
7	Branch of Vietnam Maritime Agency Joint Stock Company – Vosa Quang Ninh Maritime Agency (Vosa Quang Ninh)	Subsidiary of VIMC	0300437898 -006	No. 2, Cai Lan Street, Bai Chay Ward, Quang Ninh Province	Từ 01/01/2025 đến 31/12/2025	11/NQ-HĐQT dated December 30, 2024	946.884.680	Warehouse rental services

3. Transactions between company insiders, related parties of insiders and subsidiaries, companies controlled by the company

Stt	The person who makes the transaction	Insider Relations	Position at CTNY	ID card/Passport number, date of issue, place of issue	Address	Name of subsidiary, company owned by CTNY takes control	Time of transaction	Content, quantity, total transaction value	Note

No transaction

4. Transactions between the company and other entities

4.1. Transactions between the company and companies where members of the Board of Directors (BOD), members of the Supervisory Board (SB), Director (General Director), and other managers have been or are founding members or members of the BOD, Executive Director (General Director) within the last three (03) years (as of the reporting date).

\* Transactions with Tham Gia Tourism and Trade Investment and Construction Joint Stock Company:

Mr. Tham Hong Son – Member of CPI's Board of Directors, holds the position of Chairman of the Board of Directors and Company Director.

Total transaction value for the year 2025:

Purchased services: VND 9,845,750,730 (warehouse rental services and other services at the warehouse).

\*Transactions with Quang Ninh Port Joint Stock Company:

Mr. Nguyen Van Manh – Member of CPI's Board of Directors, holds the position of Deputy General Director of Quang Ninh Port Joint Stock Company.

Mr. Vu Manh Duy – Member of CPI's Supervisory Board, holds the position of Chief Accountant of Quang Ninh Port Joint Stock Company.

Total transaction value for the year 2025:

Provided services: VND 54,600,000 (Equipment rental).

Purchased services: VND 6,524,965,140 (Loading/unloading and lifting services).

\*Transactions with Cai Lan International Container Terminal Co., Ltd. (CICT):

Mr. Do Duc An – Chairman of CPI's Board of Directors, and Mr. Nguyen Ba Son – Deputy General Director of CPI, serve as Members of the Members' Council of CICT (CPI holds a 51% capital contribution in CICT).

Total transaction value for the year 2025:

Provided services: VND 24,263,714,575 (Transportation, customs clearance, stevedoring services; personnel management fees).

Purchased services: VND 1,243,445,870 (Office rental, stevedoring, and lifting services).

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors) and executives - no transactions.

4.3. Other transactions of the company (if any) that may bring material or immaterial



benefits to members of the Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers - no transactions.

### VIII. Stock transactions of insiders and related parties of insiders (2025 report)

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

*(List attached)*

#### 2. Transactions of insiders and related persons on company shares

Stt	The person who makes the transaction	Insider Relations	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Percentage	Number of shares	Percentage	

*No transactions were recorded in 2025*

#### **Recipient**

- As per your request;
- Save: VT,

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Đo Duc An**