

Số: **49/BC-HĐQT**

Hà Nội, ngày 17 tháng 3 năm 2024

## **REPORT OF CORPORATE GOVERNANCE 2024**

### **To: - The Annual General Meeting of Shareholders**

Pursuant to the Charter of the Company and the current Law on Enterprises, I respectfully report to the Annual General Meeting of Shareholders on the corporate governance situation of Dong Do Marine Joint Stock Company in 2024 (from 01/01/2024 to 31/12/2024) as follows:

#### **I. Activities of the Board of Directors in 2024**

##### **1. Participation in BOD Meetings:**

In 2024, the Board of Directors (BOD) held 10 official meetings (excluding monthly operational meetings with the Executive Board and consultation via email). Details are as follows:

Mr. Trần Quang Toàn, authorized by VIMC to represent 19% of the charter capital, served as Chairman of the BOD. He was dismissed as VIMC's Representative at DDM as of April 10, 2024, under Decision No. 190/QĐ-HHVN dated 10/4/2024. He chaired/attended 3 out of 10 meetings.

Mr. Nguyễn Duy Luân, authorized by VIMC to represent 15% of charter capital, was a BOD Member and was elected Chairman at the 2024 AGM. He attended all 10 BOD meetings.

Ms. Phạm Thị Anh Thư, VIMC's representative for 19% capital, acted as lead representative for VIMC at DDM and a BOD Member, attending 10/10 meetings.

Mr. Bùi Nhật Truyền, representing 15% capital, served as a BOD Member cum CEO, and attended all 10 meetings.

Ms. Phạm Thị Thu Hoài, authorized for 14.97% capital, served as a BOD Member, attending 10/10 meetings.

Mr. Nguyễn Quốc Khánh, BOD Member, also attended 10/10 meetings.

##### **2. BOD Oversight of the CEO:**

Throughout 2024, the BOD closely monitored the implementation of resolutions from the AGM and the BOD, while supporting the CEO and support staff in accordance with the Company's Charter and standard corporate practices. The BOD issued the following key directives:

##### **2.1. On Business Operations**

###### **2.1.1. Assign production & business targets approved at the 2024 AGM.**

### 2.1.2. Assign key operational tasks for 2024:

#### a) Business operations:

Instruct the Executive Board (EB) to boost business activities, focus on self-operating vessels to reduce losses and avoid negative cash flows. Implement effective debt restructuring with creditors to meet targets set by the parent company.

Urge departments and individuals to strictly fulfill their assigned KPI targets.

Develop an Action Program with detailed solutions, assign responsibilities by department and individual to fulfill 2024 business goals.

Regularly monitor the market, seek clients, and negotiate freight increases to maximize fleet efficiency. Expand additional services beyond fleet operation.

Strengthen monitoring of vessel technical conditions and crew responsibilities for maintenance to prevent operational incidents and promptly report potential issues. Departments must collaborate to minimize operational costs.

Update the cash flow usage plan alongside the business plan for timely BOD guidance.

#### b) Management and Administration:

Assign BOD members to supervise business activities, restructuring, and monitor branches.

Approve the “Recruitment Plan for CEO of Dong Do Marine JSC.”

Approve proposed amendments to the Charter to align with practical conditions.

Approve the written shareholder consultation for legal representative change on the Enterprise Registration Certificate.

Direct EB to understand legal procedures for liquidation of Dong An and Dong Thinh vessels.

Instruct EB to fully implement the directives of Inspection Team No. 1274/HHVN-VTB dated July 31, 2024.

Require EB to regularly review and finalize internal management systems to comply with current law and Company operations.

### 2.2. Restructuring

#### 2.2.1. Financial Restructuring:

Assign the Finance & Accounting Division to coordinate with Agribank and DATC to complete financial restructuring procedures before 31/12/2024. Approve the proposed debt restructuring plan at Agribank.

Approve the liquidation of Dong An and Dong Thinh vessels as proposed by the CEO.

#### 2.2.2. Hai Phong Branch:

Approve the liquidation of the entire container truck fleet of Hai Phong Branch per regulations, holding the Branch Director responsible for recovering outstanding receivables.

Assign the CEO to settle employee benefits after the vehicle sale in accordance with labor contracts and current laws.

#### 2.2.3. Equity-holding Entities:

Approve the restructuring plan of Dong Do CMC and dissolution of the Crew Management Department of Dong Do Marine. Assign EB to carry out necessary legal and internal procedures.

Approve the divestment from DMDC. The process was completed with Share Transfer Agreement No. 05.11/2024/HĐCNCP dated November 5, 2024.

Approve contents for the Dong Do Marine Representative to vote at the 2024 AGM of Dong Do CMC.

#### 2.3. Human Resources

BOD elected Mr. Nguyễn Duy Luân as Chairman of the BOD for the 2022–2027 term.

Appointed Mr. Bùi Nhật Truyền as Deputy CEO in charge of the Executive Board from April 11, 2024, and CEO from July 31, 2024.

Approved the CEO's proposals for appointing/reappointing managers under internal regulations.

#### 2.4. Other Activities

Directed the CEO to confirm the Dong Ba vessel's mortgage release from Vietcombank and transfer to Vietnam Development Bank (VDB); authorized CEO to sign related documents.

Approved refinancing of Dong Ho vessel with Pvcombank.

Approved the appointment of UHY Audit & Advisory Co., Ltd – Hanoi Branch as the auditor for the 2024 financial statements.

Successfully organized the 2024 AGM on April 11, 2024 in Hanoi.

#### 3. General Assessment

The Executive Board and department heads have made great efforts in managing the company under extremely challenging financial and market conditions.

The CEO led the departments to fulfill nearly all the work plans and tasks as per the BOD directives and the 2024 AGM resolutions. The Company's business performance for 2024 was as follows:

Metric	Result	% of Plan
Output	1,239,045 tons	109.1%
Total Revenue	VND 498.561 billion	127.02%
Profit Before Tax	VND 17.12 billion	
Actual EBITDA	VND 13.75 billion	

## II. Resolutions and Documents Issued by the Company's Board of Directors in 2024

In 2024, the Company's Board of Directors issued 17 Resolutions, 14 Decisions, 02 Official Announcements, specific details are as follows:

No	Resolution/Document No.	Main Content
I	Resolution	
1	01-2024/NQ-HĐQT on 15/02/2024	The BoD approved the date for the 2024 Annual General Meeting of Shareholders (AGM) to be held on April 11, 2024.
2	02.2024/NQ-HĐQT on 26/3/2024	The BoD unanimously nominated Mr. Nguyễn Duy Luân, currently the CEO, to join the BoD and serve as Chairman. The BoD unanimously nominated Mr. Bùi Nhật Truyền, currently the Deputy CEO in charge of operations, to remain on the BoD and assume the role of CEO.
3	03.2024/NQ-HĐQT on 29/3/2024	The BoD instructed the Executive Board to boost production and business activities, focusing on self-operation of vessels to reduce losses and maintain positive cash flow. Measures should be identified to successfully restructure debts with credit institutions. The BoD reviewed contents to be presented at the 2024 AGM. The CEO was tasked with verifying that the mortgaged asset — MV Đụng Ba — had been released from all obligations with Vietcombank (VCB) and re-mortgaged with the Vietnam Development Bank (VDB). The CEO was authorized to sign related documents in accordance with regulations. The BoD approved reappointments of key personnel based on Proposal No. 38/TT-TH dated March 18, 2024 from the CEO. The BoD approved the proposal to amend certain provisions in the Company's Charter to reflect the current situation.
	Document No 04.2024/BB-HĐQT on 10/4/2024	Approved the nomination of Mr. Bùi Nhật Truyền, Deputy CEO and BoD member, as the representative of 15% charter capital held by VIMC.

4	04.2024/NQ-HĐQT on 11/4/2024	<p>The BoD approved the dismissal of Mr. Nguyễn Duy Luân as CEO effective from April 11, 2024.</p> <p>Mr. Nguyễn Duy Luân was elected Chairman of the BoD for the 2022—2027 term.</p> <p>Mr. Bùi Nhật Truyền was appointed as Deputy CEO in charge of the Company's Executive Management.</p>
5	Document No 05.2024/BB-HĐQT on 03/5/2024	Minutes of the extended BoD meeting on May 3, 2024
6	05.2024/NQ-HĐQT on 21/5/2024	<p>Review of draft documents for CEO recruitment.</p> <p>Reports No. 79/BC-NĐDV (May 21, 2024) and 84/BC-NĐDV (June 3, 2024) from the capital representative.</p>
7	06.2024/NQ-HĐQT on 21/6/2024	<p>The BoD requested the Executive Board to provide additional profiles and quotations from audit firms for evaluation and selection.</p> <p>Approval of personnel appointments as proposed in Submission No. 86/TT-TH dated June 5, 2024</p> <p>Approval of the plan to restructure Dong Do CMC and dissolve the Crew Management Department under Dong Do Marine.</p>
8	07.2024/NQ-HĐQT on 02/7/2024	Approval of Hanoi Branch — UHY Auditing & Consulting Co., Ltd as the audit firm for the 2024 reviewed and audited financial statements.
9	08.2024/NQ-HĐQT on 23/7/2024	<p>The BoD approved the business results for the first half of 2024 and the plan for the second half.</p> <p>The Executive Board was requested to finalize documents for voting at Dong Do CMC's 2024 AGM.</p> <p>Approved the plan to liquidate two tractors and two semi-trailers of Hai Phong Branch as per Submission No. 112/TT-HĐTLTS dated July 19, 2024.</p> <p>Approved the full divestment from DMDC.</p>
10	09.2024/NQ-HĐQT on 31/7/2024	The BoD officially appointed Mr. Bùi Nhật Truyền — currently Deputy CEO — as the CEO for a 5-year term.
11	10.2024/NQ-HĐQT on 06/8/2024	Approved soliciting shareholders' written opinions to change the Company's legal representative in the business registration certificate.
12	NQ số 11.2024/NQ-HĐQT on 23/9/2024	<p>Develop and deploy detailed actions and solutions to all relevant departments and individuals to meet business targets, with clearly assigned responsibilities.</p> <p>Finance department to liaise with Agribank and DATC to complete financial restructuring by December 31, 2024.</p>

		<p>Develop procedures for ship sales and prepare for the liquidation of vessels <b>Đặng An</b> and <b>Đặng Thị nh</b>.</p> <p>Oversee restructuring of Hai Phong Branch.</p> <p>Departments must conduct inspections and report ship repair plans for Q4/2024 to the BoD by October 25, 2024. Ensure all vessels achieve a CII D-rating and report monthly progress to the BoD.</p> <p>Approved dissolution of Dong Do's Crew Management Department effective October 1, 2024.</p>
13	12.2024/NQ-HĐQT on 25/9/2024	Approved conducting the second round of shareholder written opinions in 2024 to change the Company's legal representative.
14	13.2024/NQ-HĐQT on 09/10/2024	<p>Approved Q3 business results and the full-year plan for 2024 based on Report No. 165/BC-TGĐ dated October 8, 2024.</p> <p>The CEO was tasked to:</p> <p>Implement the action plan detailed in Report No. 161/BC-NĐDV dated September 30, 2024, and assign individual accountability.</p> <p>Enhance monitoring of vessel technical conditions and reinforce crew responsibility in maintenance and repairs to avoid incidents.</p> <p>Continued implementation of debt restructuring at Agribank.</p>
15	14.2024/NQ-HĐQT on 02/12/2024	<p>Approved the liquidation plan for the Hai Phong Branch's container truck fleet: 10 tractors and 10 semi-trailers.</p> <p>The CEO is responsible for overseeing the sale in accordance with relevant regulations, ensuring maximum efficiency and timely completion.</p>
16	15.2024/NQ-HĐQT on 12/12/2024	Approved the sale project of MV <b>Đặng An</b> (7,091 DWT, built in 1995 in Japan).
17	16.2024/NQ-HĐQT on 12/12/2024	Approved the sale project of MV <b>Đặng Thị nh</b> (7,088 DWT, built in 1994 in Japan).

<b>II</b>	<b>Resolution</b>		
1	01/QĐ-HĐQT	16/01	Assign Mr. Nguyen Duy Luan – CEO, and Mr. Bui Nhat Truyen – Deputy CEO, to a business trip to Yantai Weibang Shipping Co., Ltd. – China..
2	22/QĐ-HĐQT	12/4	Appoint Mr. Bui Nhat Truyen – Member of the Board of Directors, as Deputy CEO in charge of the Company's Executive Board.
3	23/QĐ-HĐQT	12/4	Amend and supplement certain provisions of the Company's Internal Corporate Governance Regulations.
4	25/QĐ-HĐQT	06/5	Assign Mr. Do Minh Ha – Deputy CEO of the Company to concurrently hold the position of “Director of the Company's Ho Chi Minh City Branch.”
5	40/QĐ-HĐQT	21/6	Assign Mr. Nguyen Duy Luan – Chairman of the Board of Directors, to attend the “Workshop and Working Program with P&I Clubs 2024.”

6	51/QĐ-HĐQT	30/7	Approve the resignation of Mr. Nguyen Duy Luan – Chairman of the Board of Directors of Dong Do CMC, from his position as Capital Representative of Dong Do Marine at Dong Do CMC.
7	52/QĐ-HĐQT	30/7	Approve the resignation of Mr. Pham Anh Tuan – Director of Dong Do CMC, from his position as Capital Representative of Dong Do Marine at Dong Do CMC.
8	53/QĐ-HĐQT	30/7	Appoint Mr. Do Minh Ha – Deputy CEO of Dong Do Marine as Capital Representative of Dong Do Marine at Dong Do CMC.
9	54/QĐ-HĐQT	30/7	Appoint Mr. Do Anh Tuan – Head of Crew Management Department of Dong Do Marine as Capital Representative of Dong Do Marine at Dong Do CMC.
10	56/QĐ-HĐQT	31/7	Appoint Mr. Bui Nhat Truyen as Chief Executive Officer of the Company.
11	70/QĐ-HĐQT	25/9	Dissolve the Crew Management Department of Dong Do Marine Joint Stock Company effective from October 1, 2024.
12	79/QĐ-HĐQT	06/11	Issue the Regulation on Procedures and Documentation for Vessel Sale of Dong Do Marine Joint Stock Company.
13	80/QĐ-HĐQT	06/11	Establish the Asset Liquidation and Investment Council of Dong Do Marine Joint Stock Company.
14	91/QĐ-HĐQT	13/12	Approve the review results and supplement the planning for the 2021–2026 period and the newly developed planning for the 2026–2031 period.
<b>III</b>	<b>Announcement</b>		
1	128/TB-HĐQT	30/7	Voting matters at the 2024 General Meeting of Shareholders of Dong Do CMC.
2	129/HĐQT-DDM	30/7	Nomination of personnel to participate in the Board of Directors of Dong Do CMC.

### **III. Activities of the Board of Directors in 2024:**

#### **1. On the implementation of the AGM resolutions:**

In 2024, the Board of Directors (BOD) strictly and fully implemented the Resolutions of the Annual General Meeting of Shareholders with a high sense of responsibility. The BOD created favorable conditions for the Chief Executive Officer (CEO) to fulfill his duties. In urgent matters requiring prompt decisions to support daily operations, the BOD convened immediate meetings or collected opinions via telephone/email to ensure the continuity of the Company's operations.

#### **2. On governance and supervision:**

The BOD regularly monitored the progress of specific tasks and leveraged the strengths of individuals and teams to timely support the CEO in minimizing potential business losses. The BOD also oversaw the compliance with current laws, particularly in organizational and financial management.

#### **3. Key tasks completed in 2024:**

Amended several provisions of the Company's current Charter in accordance with practical conditions and updated the legal representative's information in the Enterprise Registration Certificate.

Selected and appointed the CEO through a competitive recruitment process.

Successfully completed the debt sale transaction with Agribank via the Vietnam Debt and Asset Trading Corporation (DATC) in October 2024.

Restructured Dong Do CMC in accordance with Resolution No. 06.2024/NQ-BOD dated June 21, 2024, and dissolved the Crew Management Department under Dong Do Marine from October 1, 2024.

Completed the liquidation of the entire container truck fleet at Hai Phong Branch by December 31, 2024, as part of the restructuring plan.

Made every effort to negotiate with related parties and successfully received compensation of VND 22.5 billion for land recovery at the Ho Chi Minh City Branch office (62 Bis Huynh Thuc Khang, Ben Nghe Ward) from the investor.

Successfully auctioned and completed the divestment of Dong Do Marine's (DDM) capital in Dong Do Maritime Development Joint Stock Company (DMDC).

#### 4. Outstanding issues:

Although the Company has submitted additional documentation as requested by the People's Court of Ngo Quyen District, Hai Phong, the bankruptcy procedure of DHP Lines remains pending as it awaits formal acceptance by the Court in accordance with the law.

The re-signing of the credit and mortgage contracts for the Dong Ho vessel with Pvcombank has not been completed due to the requirement for confirmation from Mongolian authorities that the vessel is not mortgaged elsewhere — a prerequisite for notarization of the mortgage documents with Pvcombank.

The Company has not yet obtained confirmation from the Panama authorities affirming that Dong Minh vessel is not mortgaged to any other institution, thus delaying the formal signing of the new debt acknowledgment contract with DATC.

Based on the BOD's resolution and DATC's approval, the Company selected VNA Auction Partnership Company to carry out the auction of vessels Dong An and Dong Thinh in accordance with regulations. However, as of 5:00 PM on March 11, 2025 (second auction deadline), no bidders had registered. The auction was thus unsuccessful. The Company is continuing to coordinate with VNA for the third round of the auction for these two vessels.

Respectfully submitted to the General Meeting of Shareholders for acknowledgement./.



**Recipients:**

- As above;
  - BOD members (for reporting);
  - Supervisory Board (for monitoring);
  - Archived at: BOD, Records.
- Q02

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



**Nguyễn Duy Luân**