

*Ha Noi, day 03 month 04 year 2025*

**REPORT OF THE SUPERVISORY BOARD  
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**To:** The General Meeting of Shareholders of Cai Lan Port JSC.,

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Cai Lan Port Investment Joint Stock Company;
- Pursuant to the Operational Regulations of the Supervisory Board of Cai Lan Port Investment Joint Stock Company;
- Pursuant to the 2024 Financial Statements audited by UHY Auditing and Consulting Co., Ltd.;
- Pursuant to the current regulations on corporate governance applicable to public companies;

The Supervisory Board (SB) of Cai Lan Port Investment Joint Stock Company (CPI) hereby reports to the General Meeting of Shareholders (GMS) in 2025 on its activities, inspection, and supervision in 2024, as well as its activity plan for 2025, as follows:

**PART I: ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

**I. Supervisory Board Personnel**

The Supervisory Board consists of three members:

1. Ms. Nguyen Thi Minh Thu - Chairwoman from April 3, 2024;
2. Ms. Tran Thi Thanh Thuy – Chairwoman until April 3, 2024;
3. Ms. Doan Thu Huyen - Member from April 3, 2024;
4. Ms. Duong Thu Hien- Member until April 3, 2024;
5. Mr. Nguyen Tu Thinh – Member.

**II. Activities of the Supervisory Board**

**1. Main activities of the Supervisory Board**

Before and after the General Meeting of Shareholders approved the 2024 activity plan, the SB carried out the necessary preparations for the meeting, developed an activity plan, and implemented it based on the assignment of responsibilities among its members, in accordance with company regulations and charter. Specifically:

- Conducted regular meetings as required, with a 100% participation rate. The meeting results were unanimously approved by all members. The SB assigned specific tasks to each member and submitted the approved activity plan to the Board of Directors (BOD) and Executive Board. Additionally, SB members maintained ongoing discussions to provide timely recommendations.

- Supervised the activities of the Board of Directors and General Director; monitored the implementation of resolutions and decisions of the GMS and BOD.
- Oversaw the implementation of the company's internal regulations, recommending necessary amendments, additions, and new policies to align with current laws and minimize business risks.
- Attended regular and extraordinary meetings of the BOD when invited, to monitor corporate governance, contribute opinions on the company's management mechanisms, and refine executive policies.
- In collaboration with the BOD and company leadership, the SB reviewed and verified the semi-annual and annual financial statements to ensure accuracy, objectivity, and compliance with accounting standards and regulations. It also examined key accounting and audit-related issues affecting the 2024 financial reports.
- Monitored the company's information disclosure to the State Securities Commission and its website.

The Supervisory Board's inspection and supervision activities did not disrupt the company's business operations.

## **2. Situation and Results of the Supervisory Board Meetings**

In 2024, the Supervisory Board (SB) held six in-person/online meetings. All SB members attended fully and provided independent and objective opinions. The specific content and results of the meetings are as follows:

- January 2024 meeting: The SB agreed on the supervision and inspection plan, reviewed the 2023 financial statements, and developed the 2024 activity plan.
- March 2024 meeting: The SB implemented its supervision and inspection duties for Q1 2024 and prepared for the 2024 Annual General Meeting of Shareholders (GMS).
- April 2024 meeting (immediately after the GMS): The SB elected the Chairperson and carried out the tasks assigned by the GMS for 2024.
- August 2024 meeting: The SB conducted a six-month review of its supervision and inspection activities for the first half of 2024.
- October 2024 meeting: The SB conducted a nine-month review of its supervision and inspection activities for 2024.
- December 2024 meeting: The SB reviewed its activities for 2024 and developed the supervision and inspection plan for 2025, including auditing the 2024 financial statements.

## **III. Performance Evaluation of Supervisory Board Members**

- The SB members' activities complied with legal regulations, the Company's Charter, and the SB's operational regulations.
- Each member performed their assigned duties seriously, cautiously, and honestly. Throughout their work, SB members regularly exchanged ideas to achieve the best results.

## **IV. Salaries, Remuneration, and Operating Costs of the Supervisory Board in 2024**

- Remuneration of SB members: All three SB members worked on a part-time basis and received remuneration as approved by the GMS. According to Resolution No. 01/NQ-ĐHĐCD dated April 3, 2024, the GMS approved no remuneration for the Board of Directors (BOD) and SB in 2024.

- Operating expenses of the SB: Complied with the Law on Enterprises, the SB's operational regulations, and the Company's internal expense regulations.

## **PART II: SUPERVISION AND INSPECTION RESULTS**

### **I. RESULTS OF CORPORATE MANAGEMENT AND EXECUTIVE SUPERVISION**

#### **1. Activities of the Board of Directors (BOD)**

- At the 2024 GMS, the company's shareholders approved the dismissal of Ms. Trịnh Thị Ngọc Biền and Mr. Phạm Văn Toàn as BOD members and elected Mr. Đoàn Ngọc Tú and Ms. Trần Thị Kiều Oanh as replacements. The BOD for the 2023–2028 term consists of five members:

1. Mr. Do Duc An
2. Mr. Doan Ngoc Tu
3. Mr. Nguyen Van Manh
4. Ms. Tran Thi Kieu Oanh
5. Mr. Tham Hong Son

- At the BOD meeting on April 3, 2023, the board elected Mr. Đỗ Đức Ân as Chairman. In accordance with Resolution No. 01/NQ-ĐHĐCĐ dated April 3, 2024, the BOD promptly implemented the GMS's resolutions and continued handling company affairs.

- BOD members carried out their rights and responsibilities per the Law on Enterprises, the Company's Charter, and GMS resolutions.

- The BOD supervised and directed the Executive Board and other management teams in executing GMS resolutions. The BOD held quarterly meetings and ad hoc meetings when necessary to evaluate company operations and decision-making regarding the 2024 business plan. The BOD also acted swiftly to address governance issues.

- In 2024, the BOD held 10 meetings and conducted 9 written opinion polls. After each meeting or poll, the BOD recorded 10 meeting minutes, issued 11 resolutions, and made 6 decisions. The discussions and voting processes followed GMS resolutions and the BOD's authority, in compliance with the Law on Enterprises and the Company's Charter. BOD members actively participated in meetings and provided responsible input.

- The Company Secretary documented the discussions and outcomes of all BOD meetings.

#### **2. Activities of the Executive Board**

- The General Director and Executive Board overcame difficulties and worked to achieve the 2024 GMS-approved targets. They demonstrated high responsibility in maintaining stable and continuous company operations, expanding business opportunities, and securing revenue sources. They also ensured job security and livelihood for the Company's officers, crew members, and employees.

- The Executive Board actively and flexibly restructured its departments, streamlined staffing according to the company's operational needs, and implemented salary policies to motivate employees. They also improved working conditions and employee welfare policies.

- The Executive Board conducted business activities in compliance with the Company's regulations, management policies, GMS resolutions, BOD directives, and legal requirements.

### 3. Evaluation of Coordination Between the BOD, General Director, and Supervisory Board

- The Supervisory Board (SB) closely coordinated with the BOD, General Director, and Executive Board in fulfilling its duties. The BOD and General Director facilitated the SB's operations.
- The SB received access to company information and documents and was invited to all BOD meetings and other necessary meetings.
- Most SB recommendations regarding the BOD, General Director, and Executive Board were acknowledged and implemented by the Company.

### 4. Assessment of Business Performance and BOD Management

- The SB audited the 2024 business performance report and evaluated the BOD's management for the 2025 GMS. The SB agreed with the content of the BOD's report submitted to the GMS.

## II. REVIEW OF FINANCIAL STATEMENTS AND BUSINESS PERFORMANCE RESULTS FOR 2024

### 1. Review of the 2024 Financial Statements

The 2024 financial statements have been audited and confirmed by the Executive Board and auditors:

- Report from the Executive Board: The Executive Board of the company ensures that accounting records are maintained to reflect the financial situation of the company and that the financial statements comply with current state regulations. Additionally, it is responsible for safeguarding the company's assets and implementing appropriate measures to prevent and detect fraud and other violations.

- Independent Auditor's Report: *"The financial statements accurately and fairly reflect the company's financial position and business results in all material aspects, in compliance with Vietnamese Accounting Standards, the corporate accounting regime, and relevant legal regulations for the preparation and presentation of financial statements."*

*However, short-term liabilities exceeded short-term assets by VND 1.94 billion, and the accumulated losses resulted in negative VND 23.7 billion in equity. The company's financial statements for the fiscal year ending December 31, 2022, were prepared under the assumption of a going concern.*

The Supervisory Board (SB) believes that, along with the Executive Board's report, the auditor's opinion reflects their responsibility in preparing and auditing the company's financial statements. The financial information ensures transparency and does not negatively impact the financial statement users.

### 2. Evaluation of Business Performance

#### 2.1. Business Results

No	Indicator	Unit	Actual 2023	Plan 2024	Actual 2024	% Actual 2024 / Plan 2024	% Actual 2024 / Actual 2023
1	2	3	4	5	6	7=6/5	8=6/4
1	Bulk cargo volume	Tons	711,066	635,000	852,745	134%	120%

	Container volume	TEUs	1,459	2,400	23,734	989%	1627%
2	Total revenue	Million VND	32,584	30,000	38,739	129%	119%
3	Total expenses	Million VND	34,091	30,000	36,571	122%	107%
4	Profit before tax	Million VND	(1,507)	-	2,168	-	-

## 2.2. Business Activity Assessment

### a. Cargo Volume

- Bulk cargo volume in 2024 reached 852,745 tons, a 20% increase compared to 2023 and 34% higher than the 2024 plan.

Items that grew compared to 2023:

- o Lime products: 39,648 tons, up 7% (2,594 tons) compared to 2023 and 32% higher than the 2024 plan.
- o Agricultural product handling services: 526,898 tons, up 52% (179,192 tons) compared to 2023 and 95% higher than the 2024 plan.

Items that declined compared to 2023:

- o Wood pellets: 43,544 tons, down 5% (2,092 tons) compared to 2023 and reaching 44% of the 2024 plan.
- o Transportation services: 170,616 tons, down 26% (59,107 tons) compared to 2023 and achieving 85% of the 2024 plan. The decline was mainly due to the inability to provide wood chip export services, as customers switched to using conveyor loading systems and signed service contracts directly with the port.

- Container cargo volume totaled 23,734 TEUs, a significant increase of 22,275 TEUs compared to 2023 (1,459 TEUs) and 21,334 TEUs above the 2024 plan.

- o The sharp increase in container volume compared to 2023 was primarily due to the lack of a container clearance service plan in 2023. However, from February to mid-July 2024, CPI provided customs clearance and tugboat services for 18 Zim container vessels docking at Cai Lan Port.
- o Container clearance service: 20,784 TEUs
- o Container transportation: 2,950 TEUs

### b. Revenue

- Total revenue in 2024 reached VND 38.739 billion, exceeding the 2024 plan by 29% and increasing 19% compared to 2023.

- o Revenue from goods sales and service provision was VND 37.099 billion, up 20% from 2023, including:
  - Warehouse rental: VND 11.805 billion
  - Trucking services: VND 7.341 billion
  - Wood pellet handling services: VND 2.184 billion
  - Lime handling services: VND 3.294 billion
  - Customs clearance and freight forwarding services: VND 3.469 billion

- Additionally, other income amounted to VND 1.620 billion, including VND 941 million from the liquidation and sale of fixed assets.

c. Expenses

- Total expenses in 2024 amounted to VND 36.571 billion, a 7% increase compared to the 2024 plan and 22% higher than 2023.

- Cost of goods sold (COGS): VND 32.679 billion, up 16% from 2023. Several cost components increased significantly, including:

- Direct labor costs: Up 8%
    - Outsourced services: Up 30%

- Administrative expenses: VND 3.414 billion, down 32% from 2023, including:

- Employee expenses: Down 39%
    - Outsourced services: Down 14%
    - Depreciation of fixed assets: Down 21%
    - Other costs: Down 33%

- Profit before tax in 2024 was VND 2.168 billion, compared to a loss of VND 1.507 billion in 2023.

\* **Summary:** In 2024, CPI successfully achieved the financial targets set by the 2024 Annual General Meeting of Shareholders (GMS).

### 3. Financial Situation Assessment of the Company

No	Indicator	Year 2023	Year 2024
1.	Liquidity Indicators		
	+ Short-term payment ratio (Current assets/Short-term liabilities)	0,67	0,75
	+ Quick ratio ((Current assets - Inventory)/Short-term liabilities)	0,6	0,66
2.	Capital Structure Indicators		
	+ Debt/Total assets ratio	1,59	1,54
	+ Debt/Equity ratio	-2,71	-2,85
3.	Operational Efficiency Indicators		
	+ Inventory turnover (COGS/Average inventory)	27	27
	+ Total asset turnover (Net revenue/Total assets)	0,69	0,86
4.	Profitability Indicators		
	+ Net profit margin (Net profit/Net revenue)	-5%	5%
	+ Return on equity (Net profit/Equity)	7%	-9%
	+ Return on assets (Net profit/Total assets)	-4%	5%
	+ Operating profit margin (Operating profit/Net revenue)	-8%	3%

**Assessment:**

Short-term liquidity improved from 0.67 in 2023 to 0.75 in 2024. However, a ratio below 1.0 still indicates a liquidity risk. The company needs to continue improving liquidity to maintain a safe range of 1.0 – 1.5.

The Debt/Total assets ratio declined from 1.59 to 1.54, indicating a slight reduction in debt levels.

The Total asset turnover increased from 0.69 to 0.86, reflecting better asset utilization to generate revenue.

Profitability indicators show that business operations have improved compared to 2023, aligning with industry averages. The company recorded a pre-tax profit of VND 2.168 billion in 2024.

**4. Key Asset and Capital Structure Indicators as of December 31, 2024**

Indicator	As of January 1, 2024		As of December 31, 2024	
	Value	Percentage (%)	Value	Percentage (%)
<b>Total Assets</b>	<b>43.419.934.698</b>	<b>100</b>	<b>43.211.118.357</b>	<b>100</b>
+ Short-term assets	10.265.906.380	24	11.216.326.227	26
+ Long-term assets	33.154.028.318	76	31.994.792.130	74
<b>Total Liabilities</b>	<b>43.419.934.698</b>	<b>100</b>	<b>43.211.118.357</b>	<b>100</b>
- Short-term liabilities	68.823.577.650	159	66.623.902.593	154
- Long-term liabilities	15.394.499.204	35	14.874.809.587	22
<b>Equity</b>	<b>53.429.078.446</b>	<b>124</b>	<b>51.749.093.006</b>	<b>78</b>
- Owner's capital	-25.403.642.952	-59	-23.412.784.236	-54
- Undistributed profit/loss after tax	365.050.000.000	841	365.050.000.000	845
Total Assets	-404.457.379.048	931	-402.466.520.332	-931

**Assessment:**

Total assets as of December 31, 2024, were VND 43,211 billion, decreasing by VND 208 million compared to the beginning of the year.

Short-term assets were VND 11,216 billion, accounting for 26% of total assets, an increase of VND 951 million from the start of the year.

Long-term assets were VND 31,994 billion, accounting for 74% of total assets, decreasing by VND 1,160 million due to fixed asset depreciation.

Long-term financial investments were VND 473,213 billion, 11 times higher than total assets, representing CPI's capital contributions to Cai Lan International Container Terminal (CICT).

Fixed assets amounted to VND 1,797 million, 5% of total assets.

Total liabilities decreased by VND 208 million from the beginning of the year. Short-term liabilities were VND 14,874 billion, while equity remained negative at VND -23,412 billion due to cumulative losses.

#### **5. Salary Fund for 2024**

- Average number of employees: 27 (including 2 executives and 25 employees).
- Total revenue used for salary calculation: VND 37,098 million (excluding income from the CICT joint venture). The company operates in two main sectors:
  1. Equity investment in CICT
  2. Logistics service business
- Total salary fund: VND 3,798 million, including:
  - o Executive salary fund: VND 517 million
  - o Employee salary fund: VND 3,281 million
  - o Average monthly income per person: VND 11.7 million
  - o Employee average monthly income: VND 10.9 million
  - o Executive average monthly income: VND 21.5 million
- The company complied with labor laws and fully paid social insurance for employees.

#### **6. Evaluation of Investments and Asset Purchases**

##### **a. Asset Purchases and Liquidations**

- Investments and asset purchases: The company did not make any new investments or asset purchases in 2024.
- Asset liquidations: The company sold 4 truck tractors and 2 semi-trailers for VND 941 million, as these assets were fully depreciated.

##### **b. Capital Investments**

- As of December 31, 2024, CPI's long-term financial investment stood at VND 473,213 billion, which was invested in Cai Lan International Container Terminal (CICT).
- In 2024, CICT restructured its loans with foreign financial institutions (lenders).
- CICT started generating profits in 2024, with a net income of VND 309 billion.
- Future business prospects for CICT are expected to improve.

#### **PART III: SUPERVISORY BOARD'S WORK PLAN FOR 2025**

Based on the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, the Supervisory Board will adhere to the regulations of the Law on Enterprises, the Securities Law, and the guidelines of the Ministry of Finance to carry out its responsibilities. The key tasks for 2025 include:

- Continuing to supervise compliance with legal regulations, the Company's Charter, and the implementation of resolutions from the General Meeting of Shareholders (GMS) and the Board of Directors (BOD).
- Reviewing and monitoring the implementation of the 2024 business plan to provide recommendations (if necessary) for the Company's business operations.



- Auditing the financial statements, analyzing the business performance reports for the six-month and annual periods, and assessing the Company's financial position and capital management. Based on these evaluations, the Supervisory Board will provide recommendations to the BOD and Executive Board to adjust the business plan accordingly for improved effectiveness in line with the Company's actual situation.

- If any violations of regulations or the Company's Charter are detected, the Supervisory Board will promptly notify the BOD, the General Director, and report to the GMS for corrective action.

This report presents the 2024 performance results of the Supervisory Board and the 2025 work plan, submitted to the 2025 Annual General Meeting of Shareholders.

**Recipients:**

- As above;
- Board of Directors (for information);
- Executive Board (for information);
- Filed: Supervisory Board,

**ON BEHALF OF THE SUPERVISORY BOARD  
CHAIRWOMAN**



**Nguyễn Thị Minh Thu**

