**PDV: Annual Corporate Governance 2023**

On January 26, 2024, Phuong Dong Viet Shipping and Logistics Corporation announced the Corporate Governance in 2023 as follows:

* Name of public company: Phuong Dong Viet Shipping and Logistics Corporation
* Headquarters address: 8th Floor, Citilight Building, 45 Vo Thi Sau, Da Kao Ward, District 1, Ho Chi Minh City
* Tel: 028.62911281 Fax: 028 62911280 Email: info@pvtlogistics.vn
* Charter capital (as at the time of reporting): VND 430,873,310,000
* Securities code: PDV
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of Managers
* Internal audit execution: Implementing

1. Activities of the General Meeting of Shareholders

On April 26, 2023, Phuong Dong Viet Shipping and Logistics Corporation held the Annual General Meeting of Shareholders 2023 in accordance with regulations. The order and procedures for organization and authority to promulgate the General Mandates must comply with the provisions of law and the Company's charter.

As a result, the Annual General Meeting of Shareholders 2023 approved General Mandate No. 01/NQ-PDV-DHCD dated April 26, 2023 with the contents reported and announced by Phuong Dong Viet Shipping and Logistics Corporation in Document No. 84/PDV-CBTT dated April 27, 2023.

1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Trong Quy | Chair of the Board of Directors | April 28, 2021 | November 29, 2023 |
| 2 | Mr. Nguyen Trong Quy | Member of the Board of Directors | November 29, 2023 |  |
| 3 | Mr. Ho Si Thuan | Member of the Board of Directors | August 23, 2018 |  |
| 4 | Mr. Doan Dinh Hieu | Member of the Board of Directors | January 6, 2021 |  |
| 5 | Mr. Nguyen Hoai Phuong | Member of the Board of Directors | April 26, 2017 |  |
| 6 | Mr. Nguyen The Anh | Member of the Board of Directors | October 1, 2020 | April 26, 2023 |
| 7 | Mr. Le Truc Lam | Independent member of the Board of Directors | April 26, 2023 |  |
| 8 | Mr. Le Truc Lam | In charge of the Board of Directors, Independent member of the Board of Directors | November 29, 2023 |  |

1. Board Resolutions/Decisions (2023):

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| --- | --- | --- | --- |
| No. | Date | Board Resolution/Decision No. | Content |
| 1 | February 16, 2023 | 01/NQ-HDQT | Resolution on approving the escrow to carry out procedures for issuance of the Company's labor outsourcing license |
| 2 | February 24, 2023 | 02/NQ-HDQT | Approve the Company's plan to hold the Annual General Meeting of Shareholders 2023 |
| 3 | March 2, 2023 | 03/NQ-HDQT | Approve the adjustment of registration dossier for offering round 1 |
| 4 | March 2, 2023 | 04/NQ-HDQT | Approve the registration dossier for shares public offering round 1 |
| 5 | March 3, 2023 | 05/NQ-HDQT | Approve the Technical Research Report on the purchase of oil/chemical tankers with a tonnage of about 19,000-25,000 DWT and the ship purchase plan (Project No.: PDV-HC- 01/22) |
| 6 | March 6, 2023 | 06/NQ-HDQT | Approve to allocate the salary fund to the expenses for 2022 of the Company. |
| 7 | March 16, 2023 | 07/NQ-HDQT | Board Resolution of Q1/2023 |
| 8 | March 16, 2023 | 08/NQ-HDQT | Approve the Company's Regulation on salary and bonus payment |
| 9 | March 16, 2023 | 09/NQ-HDQT | Approve the Regulation on employee management of the Company. |
| 10 | March 20, 2023 | 10/NQ-HDQT | Resolution on approving the Technical Research Report and the plan to buy ships under the Cargo Ship Purchase Investment Project of Project No. PDV-HR-02/22 |
| 11 | April 7, 2023 | 11/NQ-HDQT | Resolution on approving the Technical Research Report and the plan to buy oil/chemical tankers with a tonnage of about 19,000-25,000 DWT |
| 12 | April 21, 2023 | 12/QD-HDQT | Decision on assigning Manager - Ho Si Thuan to go on business trip abroad. |
| 13 | April 25, 2023 | 13/QD-HDQT | Decision on establishing PVTrans Crew Manning Center |
| 14 | April 25, 2023 | 14/NQ-HDQT | Resolution on approving the purchase of CELSIUS MALAGAS vessels under the project to buy oil/chemical tankers of about 19,000-25,000 tonnage (Project No.: PDV- HC-01/22) |
| 15 | April 25, 2023 | 15/NQ-HDQT | Board Resolution of Q2/2023 |
| 16 | April 25, 2023 | 16/QD-HDQT | Decision on promulgating Commercial Regulations of the Company |
| 17 | April 25, 2023 | 17/QD-HDQT | Decision on establishing the Human Resources subcommittee of Salary, and Economic and Technical subcommittee of Investment. |
| 18 | May 4, 2023 | 18/NQ-HDQT | Resolution on approving the selection of banks to sign credit contracts for investment loans for the purchase of ships and mortgage/pledge of CELSIUS MALAGA ships |
| 19 | May 12, 2023 | 19/QD-HDQT | Decision on assigning Mr. Ho Si Thuan to work abroad |
| 20 | May 30, 2023 | 20/NQ-HDQT | Resolution on approving the credit plan with Vietnam Public Joint Stock Commercial Bank - Ho Chi Minh Branch |
| 21 | May 31, 2023 | 21/QD-HDQT | Decision on assigning Mr. Nguyen Trong Quy to work abroad |
| 22 | June 5, 2023 | 22/QD-HDQT | Decision on reappointing the Head of Representative Office in Hai Phong of the Company |
| 23 | June 15, 2023 | 23/NQ-HDQT | Decision on approving the Human Resources planning in 2023 of the Company. |
| 24 | June 19, 2023 | 24/QD-HDQT | Action agenda on the implementation of the Company's tasks in 2023 |
| 25 | June 23, 2023 | 25/QD-HDQT | Promulgate the Principle of Reward from the Reward Fund of the Annual Management Board of Phuong Dong Viet Shipping and Logistics Corporation |
| 26 | June 29, 2023 | 26/NQ-HDQT | Approve the social welfare operational budget for 2023 of the Company. |
| 27 | July 3, 2023 | 27/QD-HDQT | Decision on appointing the Deputy General Manager of the Company |
| 28 | July 14, 2023 | 28/QD-HDQT | Decision on assessing the level of completion of the tasks of the executive management officers of the Company in 2022 |
| 29 | July 14, 2023 | 29/QD-HDQT | Decision on amending and supplementing the Charter of Phuong Dong Viet Shipping and Logistics Corporation |
| 30 | July 15, 2023 | 30/QD-HDQT | Decision on promulgating internal regulations on corporate governance of Phuong Dong Viet Shipping and Logistics Corporation |
| 31 | July 15, 2023 | 31/QD-HDQT | Decision on promulgating the Operational regulation of the Board of Directors of Phuong Dong Viet Shipping and Logistics Corporation |
| 32 | July 17, 2023 | 32/QD-HDQT | Approve the Company’s salary fund plan for 2023. |
| 33 | July 17, 2023 | 33/NQ-HDQT | Resolution on approving the implementation of the share public offering; Commitments of the Company, Plan on using expected capital from the offering; |
| 34 | July 17, 2023 | 34/NQ-HDQT | Approve the registration dossier for offering additional shares to public |
| 35 | July 21, 2023 | 35/NQ-HDQT | Select an independent audit company to audit the Financial Statements 2023 |
| 36 | July 25, 2023 | 36/NQ-HDQT | Approve the implementation of dividends payment in cash for 2022 of the Company according to the Annual General Mandate 2023. |
| 37 | August 8, 2023 | 37/QD-HDQT | Decision on establishing a Branch of Phuong Dong Viet Shipping and Logistics Corporation - PV Trans Crew Manning Center. |
| 38 | August 8, 2023 | 38/QD-HDQT | Decision on the appointment of the position of Branch Manager for Phuong Dong Viet Shipping and Logistics Corporation - PV Trans Crew Manning Center. |
| 39 | August 15, 2023 | 39/QD-HDQT | Resolution on approving the interest rate conversion plan according to the formula for calculating loan interest rates at Orient Commercial Joint Stock Bank (OCB) of Credit Contract No. 0675/2019/HDTD/OCB-DN dated August 20, 2019 |
| 40 | September 25, 2023 | 40/QD-HDQT | Resolution on approving the proposal to hire the bareboat Supramax PVT Pearl ship (Honwin). |
| 41 | October 4, 2023 | 41/NQ-HDQT | Board Resolution of Q3/2023 |
| 42 | October 4, 2023 | 42/NQ-HDQT | Decision on the conversion of long-term loan interest rates from Libor to Sofr at TP Bank for the loan of the ship PVT Synergy. |
| 43 | October 11, 2023 | 43/QD-HDQT | Decide on appointing personnel to work abroad. |
| 44 | October 12, 2023 | 44/NQ-HDQT | Resolution on the plan to handle fractional shares and surplus shares of the plan to issue 11,977,345 shares to increase the charter capital of the Company in 2023 |
| 45 | October 12, 2023 | 45/QD-HDQT | Decide on assigning tasks in the Board of Directors |
| 46 | October 20, 2023 | 46/NQ-HDQT | Resolution on approving the results of share offering to the public |
| 47 | October 28, 2023 | 47/NQ-HDQT | Resolution on approving the third periodic inspection (SS3) of the PVT SATURN ship. |
| 48 | November 8, 2023 | 48/NQ-HDQT | Resolution on approving the registration of increasing charter capital of the Company and amending the Company's charter |
| 49 | November 29, 2023 | 49/QD-HDQT | Decision on approving the dismissal of Mr. Nguyen Trong Quy from the position of the Chair of the Board of Directors |
| 50 | November 29, 2023 | 50/QD-HDQT | Decision on assigning the task of being in charge of the Board of Directors to Mr. Le Truc Lam |
| 51 | December 1, 2023 | 51/QD-HDQT | Decision on reassigning tasks in the Board of Directors |
| 52 | December 22, 2023 | 52/NQ-HDQT | Resolution on approving the implementation of the public offering; Commitments of the Company, Plan on using expected capital from the offering; |
| 53 | December 22, 2023 | 53/NQ-HDQT | Approve the registration dossier for offering additional shares to the public. |

1. The Supervisory Board
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Vo Thi Thanh Tung | Chief of the Supervisory Board | March 28, 2022 | Master |
| 2 | Ms. Bui Lan Anh | Member of the Supervisory Board | March 28, 2022 | Bachelor |
| 3 | Mr. Nguyen Duc Quan | Member of the Supervisory Board | June 19, 2020 | Bachelor |

1. The Executive Board:

The Board of Managers:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Ho Si Thuan | Member of the Board of Directors-cum-Manager | March 27, 1978 | Master in Business Administration | Appointed on August 23, 2018 |
| 2 | Mr. Vu Trong Do | Deputy Manager | July 25, 1977 | Bachelor of Economics | Appointed on March 10, 2020 |
| 3 | Mr. Nguyen Xuan Loc | Deputy Manager | September 24, 1966 | Master of Business Administration | Appointed on August 1, 2021 |
| 4 | Mr. Tran Hong Kien | Deputy Manager | November 8, 1981 | Master of Economics | Appointed on July 3, 2023 |

1. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Nguyen Thai Dao | Chief Accountant | October 13, 1982 | Bachelor of Economics | June 1, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself in 2023
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Transaction value | Note |
| 1 | Petrovietnam Transportation Corporation | Major shareholder | 0302743192; January 11, 2017; Department of Planning and Investment of Ho Chi Minh | 2nd Floor, PVFCCo Building, 43 Mac Dinh Chi, Dakao Ward, District 1, HCMC | In 2023 | Resolution No. 40/NQ-HDQT dated September 25, 2023 | Calculated as per unit price: VND 165,716 million/day/ship |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).

* Mr. Ho Si Thuan - Member of the Board of Directors of Phuong Dong Viet Shipping and Logistics Corporation is concurrently the Chair of the Board of Directors of Hanoi Petrovietnam Transportation Corporation. Transaction details between PVT Logistics Company and Hanoi Petrovietnam Transportation Corporation in 2023 are as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of contract | Ship name | Transaction type | Total transaction value in 2023 | Approving authority |
| 1 | Ship management contract between Hanoi Petrovietnam Transportation Corporation and Phuong Dong Viet Shipping and Logistics Corporation | PVT SUNRISE | Ship management | VND 16.5 billion | The General Meeting of Shareholders approved at General Mandate No. 01/NQ-PDV-DHDCD dated June 19, 2020. ​ |

* 1. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors or the Executive Manager (General Manager): None
  2. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None

1. Share transactions of PDMR and affiliated persons of PDMR (Report 2023):
2. Transactions of PDMR and affiliated persons to the Company’s shares: As in attached Appendix 03.
3. Other significant issues: None.

APENDIX 03: Company’s share transactions of PDMR and affiliated persons of PDMR:

(Attached with the Annual Corporate Governance Report 2023)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | PDMR/Relations with the PDMR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Amount | Rate | Amount | Rate |  |
| 1 | Nguyen Trong Quy | Member of the Board of Directors | 0 | 0.00% | 182,808 | 0.42% | Buy |
| 2 | Vu Trong Do | Deputy Manager | 2,770 | 0.01% | 152,770 | 0.35% | Buy |
| 3 | Nguyen Xuan Loc | Deputy Manager | 0 | 0.00% | 50,000 | 0.12% | Buy |
| 4 | Tran Hong Kien | Deputy Manager | 0 | 0.00% | 50,000 | 0.12% | Buy |
| 5 | Nguyen Thai Dao | Chief Accountant | 0 | 0.00% | 160,000 | 0.37% | Buy |
| 6 | Tran Thi Thanh Huyen | Person in charge of corporate governance | 0 | 0.00% | 100,000 | 0.23% | Buy |
| 7 | Petrovietnam Transportation Corporation | Holding Company | 16,137,361 | 51.87% | 22,350,244 | 51.87% | Buy |
| 8 | Tan Long Company Limited | Mr. Nguyen Hoai Phuong, member of the Board of Directors, is Chair of the Board of Directors of Tan Long Company Limited | 8,040,000 | 25.84% | 11,134,400 | 25.84% | Buy |
| 9 | Vo Thi Minh Ngoc | Wife of Mr. Ho Si Thuan - Member of the Board of Directors/Manager of the Company | 412,000 | 1.32% | 570,620 | 1.32% | Buy |
| 10 | Nguyen Xuan Quyen | Brother of Mr. Nguyen Xuan Loc - Deputy Manager of the Company | 40,908 | 0.13% | 56,657 | 0.13% | Buy |
| 11 | Tran Thuy Hang | Sister-in-law of Mr. Nguyen Xuan Loc - Deputy Manager of the Company | 47,250 | 0.15% | 65,441 | 0.15% | Buy |