VIN: Annual Corporate Governance 2023

On January 26, 2024, Vinatrans announced Report No. 44/BC-VIN on the corporate governance in 2023 as follows:

* Name of public company: Vinatrans.
* Headquarters address: No. 406 Nguyen Tat Thanh Road, 18 Ward, 4 District, Ho Chi Minh City
* Tel: (028) 39414919
* Charter capital: VND 255,000,000,000
* Securities code: VIN
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
1. Activities of the General Meeting

In 2023, the Company convened 01 Annual Meeting on March 10, 2023:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Approved contents |
| **1** | 50/NQ-VIN | March 10, 2023 | Annual General Mandate 2023 |

1. Board of Directors in 2023:
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| 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. Hoang Trong | Chair of the Board of Directors | March 31, 2021 | March 10, 2023 |
| **2** | Mr. Nguyen Minh Huy | Chair of the Board of Directors | March 10, 2023 |  |
| **3** | Ms. Le Hoang Nhu Uyen | Member of the Board of Directors | March 31, 2021 |  |
| **4** | Mr. Nguyen Thanh Tong | Member of the Board of Directors | June 27, 2020 |  |
| **5** | Ms. Le Thi Thu Hien | Non-executive member of the Board of Directors | June 27, 2020 |  |
| **6** | Mr. Pham Thanh Do | Independent member of the Board of Directors | June 27, 2020 |  |

1. Board Resolutions/Board Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1  | 01/QD-VIN | January 03, 2023 | Decision on rewarding the Executive Board |
| 2 | 07/NQ-VIN | January 09, 2023 | Resolution on evaluating the working results of Q4 and 2022, the key work plan for Q1/2023 |
| 3  | 12/NQ-VIN | January 12, 2023 | Resolution on the plan of organizing meeting and the record date to exercise the right to attend the Annual General Meeting 2023 |
| 4  | 31/QD-VIN | February 06, 2023 | Decision on the settlement of salary and remuneration fund to be implemented in 2022 |
| 5  | 34/QD-VIN | February 10, 2023 | Decision on terminating the capital representation authorization of VINATRANS at Agility Limited and Lotte Vinatrans Global Logistics (Vietnam) Company Limited. |
| 6  | 35/QD-VIN | February 10, 2023 | Decision on authorizing to represent VINATRANS 's capital at Agility Limited.  |
| 7  | 36/QD-VIN | February 10, 2023 | Decision on authorizing to represent VINATRANS 's capital at Lotte Vinatrans Global Logistics (Vietnam) Company Limited. |
| 8  | 47/QD-VIN | March 02, 2023 | Decision on establishing the Shareholder's Eligibility Verification Committee for the shareholders attending the Annual General Meeting 2023 |
| 9  | 51/NQ-VIN | March 10, 2023 | Resolution on electing the Company’s Chair of the Board of Directors for the 2020-2025 period. |
| 10  | 70/QD-VIN | March 30, 2023 | Decision on the deduction of reward fund and welfare fund in 2023. |
| 11  | 80/QD-VIN | April 07, 2023 | Decision on authorizing to represent VINATRANS 's capital at Agility Limited. |
| 12  | 88/QD-VIN | April 12, 2023 | Decision on authorizing to represent VINATRANS 's capital at The Van Cargoes And Foreign Trade Logistics Joint Stock Company. |
| 13  | 90/QD-VIN | April 20, 2023 | Decision on dismissing the Person in charge of corporate governance |
| 14  | 91/QD-VIN | April 20, 2023 | Decision on concurrently holding the position of Person in charge of Corporate governance and Company Secretary. |
| 15  | 93/NQ-VIN | April 21, 2023 | Resolution on assessing the operating results of Q1/2023 and key plan for Q2/2023 |
| 16  | 104/QD-VIN | May 10, 2023 | Decision on terminating the authorization of capital representation of VINATRANS at Vina Vinatrans Trucking Company Limited |
| 17  | 105/QD-VIN | May 10, 2023 | Decision on authorizing to represent the capital of the Vinatrans at Vina Vinatrans Trucking Company Limited |
| 18  | 108/QD-VIN | May 15, 2023 | Decision on spending fund to reward the Business Manager in 2022.  |
| 19  | 119/NQ-VIN | May 24, 2023 | Resolution on the 2022 dividend payment |
| 20  | 134/QD-VIN | June 05, 2023 | Decision on assigning labor and salary plan in 2023. |
| 21  | 145/QD-VIN | June 19, 2023 | Decision on approving the policy of liquidating fixed assets. |
| 22  | 147/QD-VIN | June 19, 2023 | Decision on selecting an audit company to review and audit the Financial Statements in 2023 |
| 23  | 148/QD-VIN | June 20, 2023 | Decision on promulgating the Vinatrans 's Regulations on Information Disclosure. |
| 24  | 164/QD-VIN | July 07, 2023 | Decision on strengthening the Emulation, Commendation and Discipline Council of VINATRANS.  |
| 25  | 165/QD-VIN | July 07, 2023 | Decision on strengthening the Salary Council of VINATRANS.  |
| 26  | 167/QD-VIN | July 11, 2023 | Decision on promulgating the Regulations on the salary scale and payroll system of VINATRANS.  |
| 27  | 174/QD-VIN | July 17, 2023 | Decision on changing salary of the Company's Executive Board (Ms. Le Hoang Nhu Uyen) |
| 28  | 176/QD-VIN | July 17, 2023 | Decision on changing salary of the Company's Executive Board (Mr. Do Bao Trong) |
| 29  | 177/QD-VIN | July 17, 2023 | Decision on changing salary of the Company's Executive Board (Mr. Nguyen Thanh Tong) |
| 30  | 193/QD-VIN | August 03, 2023 | Decision on assigning tasks to members of the Board of Directors. |
| 31  | 194/QD-VIN | August 03, 2023 | Decision on strengthening the Steering Committee for restructuring investment capital of VINATRANS in enterprises. |
| 32  | 195/QD-VIN | August 03, 2023 | Decision on strengthening the Implementation Committee of VINATRANS' investment capital restructuring project at enterprises. |
| 33  | 197/NQ-VIN | August 04, 2023 | Resolution on assessing the operating results of Q2/2023 and the key plan for Q3/2023 |
| 34  | 227/QD-VIN | September 25, 2023 | Decision on promulgating the Financial Management Regulations of VINATRANS.  |
| 35  | 229/QD-VIN | September 26, 2023 | Decision on the structure of term deposits at Credit Institutions. |
| 36  | 245/QD-VIN | October 10, 2023 | Decision on appointing cadres to attend the seminar. |
| 37  | 266/NQ-VIN | November 07, 2023 | Resolution on assessing the operating results of Q3/2023 and key plan for Q4/2023 |
| 38  | 291/QD-VIN | December 11, 2023 | Decision on promulgating Regulations on management and evaluation of Representatives of VINATRANS  |
| 39  | 293/QD-VIN | December 18, 2023 | Decision on the initiative bonus  |

1. Supervisory Board in 2023:
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as Member of the Supervisory Board | Qualification |
| **1**  | Ms. Pham Thi Thanh Binh | Head of the Supervisory Board | June 27, 2020 | Bachelor |
| **2**  | Ms. Vu Thi Binh Nguyen | Member of the Supervisory Board: | June 27, 2020 | Master |
| **3**  | Ms. Van Thi Thu Huong | Member of the Supervisory Board | From June 27, 2020 to December 10, 2023 | Bachelor |
| **4**  | Ms. Pham Thi Ha Phuong | Member of the Supervisory Board | March 10, 2023 | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| **1**  | Ms. Le Hoang Nhu Uyen | March 08, 1973 | Bachelor in Economics majoring in Foreign Economic Relations, Bachelor in Science majoring in the English language | Appointed on February 26, 2021 |
| **2**  | Mr. Nguyen Thanh Tong | January 27, 1979 | Marine Engineer, Bachelor in Economics | Appointed on January 22, 2021  |
| **3**  | Mr. Do Bao Trong | September 26, 1977 | Bachelor in Accounting and Auditing | Appointed on May 31, 2021  |

1. Chief Accountant.

Ms. Ninh Kim Thoa, Deputy Head of the Financial Accounting Department, was appointed by the Managing Director to hold the position of Head of the Company's Financial Accounting Department, effective from May 24, 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Ninh Kim Thoa  | March 03, 1980 | Bachelor in Economics majoring in Accounting - Auditing | May 24, 2023Position: Head of Financial Accounting Department |

1. Training on corporate governance:
2. List of related persons of the public company (report of 2023) and transactions between the related persons of the Company with the Corporation itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

Unit: VND

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No.  | Name of organization/individual | Relations with the Company  | NSH\* No., date of issue, place of issue  | Headquarters address/Contact address  | Time of transaction | Approved General Mandate/Decision No. of the General Meeting and Board Resolutions/Decisions (including promulgation date if any)  | Contents quantity, total value of transaction  | Note |
| 1  | Vina Vinatrans Trucking Company Limited | Subsidiary |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from office utility fee: VND 180,465,000
* Transportation cost: VND 19,354,807,500
 |  |
| 2  | Nissin Logistics (VN) Company Limited | Joint venture |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 255,370,155
 |  |
| 3  | Konoike Vinatrans Logistics Co., Ltd | Joint venture |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 23,241,166,947
* Transportation cost: VND 3,000,000
 |  |
| 4  | Branch of Konoike Vinatrans Logistics Co., Ltd | Joint venture |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Transportation cost: VND 9,895,000
 |  |
| 5  | Vinafreight Joint Stock Company | Other investments: |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 17,145,370
 |  |
| 6  | Vinatrans Da Nang Joint Stock Company | Other investments: |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 909,074
* Transportation cost: VND 6,880,119,751
 |  |
| 7  | Branch of Vector International Aviation Service Company Limited | Other investments: |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Services fees: VND 32,000000,000
 |  |
| 8  | The Vans Cargoes and Foreign Trade Logistics Joint Stock Company - Hai Phong Branch | Other investments: |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 4,117,975,200
 |  |
| 9  | Vingal – Vnsteel Industries Joint Stock Company | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 266,993,915.
 |  |
| 10  | Vnsteel - Ho Chi Minh City Metal Corporation | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 70,565,220
 |  |
| 11  | Vingal – Vicasa Joint Stock Company | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 234,712,700
 |  |
| 12  | Vnsteel - Thu Duc Steel JSC | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 1,294,946,820
 |  |
| 13  | Southern Steel Sheet Co., Ltd. | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 1,587,716,376
 |  |
| 14  | Nippovina CO.,LTD | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 108,700,000
 |  |
| 15  | Nippovina CO.,LTD - Can Tho Branch | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 5,000,000
 |  |
| 16  | Binh Tay Steel Wire Netting JSC | Under the Vnsteel system  |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 19,444,444
 |  |
| 17  | VNSTEEL - Nha Be Steel JSC - Nhon Trach Branch | Under the Vnsteel system |  |  | In 2023 | Resolution No. 50/NQ-VIN dated March 10, 2023 | * Revenue from freight and services: VND 90,493,469
 |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities/
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who have been founding members or members of the Board of Directors, or Executive Manager for the past three (03) years (at the date of reporting): None.
	2. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors or Executive Manager: None.
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers: None.
3. Share transaction of PDMR and related persons of PDMR (Annual Report 2023):
4. Transaction of PDMR and related persons related to the Company’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned personally at the beginning of the period | Number of shares owned personally at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1  | Ms. Le Hoang Nhu Uyen | Managing Director | 4,200  | 0.016% | 6,000  | 0.024% | Sell and buy |

1. Other significant issues: