**VNF: Annual Corporate Governance Report 2023**

On January 26, 2024, Vinafreight Joint Stock Company announced Report No. 01-2024/BCQT on the corporate governance in 2023 as follows:

* Name of company: VINAFREIGHT JOINT STOCK COMPANY
* Head office address: 1st floor, Block C, WASECO Building, No. 10 Pho Quang, Ward 2, Tan Binh District, Ho Chi Minh City
* Tel: 0.28.38446409 Fax: 0.28.38488359 Email: mngt@vinafreight.com.vn
* Charter capital: VND 317,158,800,000
* Securities code: VNF
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Already had the Regulations on Internal Audit

1. Activities of the General Meeting of Shareholders

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including

General Mandates approved by collecting opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 20, 2023 |  |

1. The Board of Directors (Annual Report);
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Bich Lan | Chair of the Board of Directors | April 21, 2022 |  |
| 2 | Mr. Le Duy Hiep | Member of the Board of Directors (Non-executive) | April 21, 2022 |  |
| 3 | Ms. Le Hoang Nhu Uyen | Member of the Board of Directors (Non-executive) | April 21, 2022 |  |
| 4 | Mr. Nguyen Ngoc Nhien | Member of Board of Directors cum Deputy General Manager | April 21, 2022 |  |
| 5 | Mr. Nguyen Quang Trung | Member of the Board of Directors (Non-executive) | April 21, 2022 |  |
| 6 | Mr. Le Van Hung | Member of the Board of Directors (Non-executive) | April 21, 2022 |  |
| 7 | Mr. Ton That Hung | Non-executive member of the Board of Directors | April 21, 2022 | April 20, 2023 |
| 8 | Mr. Vu Chinh | Independent member of the Board of Directors | April 20, 2023 |  |

1. Board Resolutions/Board Decisions (Semi-annual report)

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01-23/NQ-HDQT | January 06,2023 | Approve on adjusting the number of shares of Vinafreight Joint Stock Company issued by Mipec Port Joint Stock Company to the public for existing shareholders to increase the charter capital from VND 1,018,750,000,000 to VND 1,118,750,000,000 (2nd round) |
| 2 | 02-23/NQ-HDQT | February 15, 2023 | Approve the additional purchase of Mipec Port JSC's shares which are additionally distributed to existing shareholders after not being sold out in the 2nd round of issuance |
| 3 | 03-23/NQ-HDQT | February 27, 2023 | * Approve the record date for the list of shareholders attending the Annual General Meeting of Shareholders 2023 * Approve the time and venue of the Annual General Meeting of Shareholders 2023 |
| 4 | 04-23/NQ-HDQT | March 30, 2023 | Approve the purchase of shares of Thang Long Logistics Services JSC according to the plan for separate offerings of shares for existing shareholders. |
| 5 | 05-23/NQ-HDQT | May 29, 2023 | Approve the use of 1,000,000 shares of The Van Cargoes And Foreign Trade Logistics Joint Stock Company (VNT:HNX) to be partial collateral for Transimex Corporation to issue bonds with the value of VND 300 billion |
| 6 | 06-23/NQ-HDQT | June 21, 2023 | Approve the selection of Ernst & Young Vietnam Limited to audit the Company's Financial Statements 2023 |
| 7 | 07-23/NQ-HDQT | July 05, 2023 | Approve the record date for the list of shareholders (July 28, 2023) to pay dividends of 2021 in cash (7%) |
| 8 | 08-23/NQ-HDQT | July 21, 2023 | Approve the policy to dissolve Viet Way Investment Development Trading Company Limited |
| 9 | 09-23/NQ-HDQT | July 21, 2023 | Approve the reappointment of Mr. Nguyen Ngoc Nhien as the Deputy General Manager from August 01, 2023 to August 01, 2026 |
| 10 | 10-23/NQ-HDQT | September 08, 2023 | Approve the capital decrease at Viet Way Investment Development Trading Company Limited |
| 11 | 11-23/NQ-HDQT | November 28, 2023 | Approve the official dissolution of the Viet Way Investment Development Trading Company Limited |
| 12 | 12-23/NQ-HDQT | December 08, 2023 | Approve the dismissal of Mr. Nguyen Anh Minh from the position of Deputy General Manager from January 01, 2024 and his appointment as the General Manager from January 01, 2024 with the 3-year term |
| 13 | 13-23/NQ-HDQT | December 19, 2023 | Approve the promulgation of the Information disclosure regulations of the Company |

1. The Supervisory Board/Audit Committee (Annual Report):
2. Information about the members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Mr. Vo Thanh Dong |  | April 21, 2022 (Appointed as member of the Supervisory Board) |  |
| 2 | Mr. Nguyen Hai Nhat |  | April 21, 2022 (Appointed as member of the Supervisory Board) |  |
| 3 | Ms. Phan Phuong Tuyen | Member | April 21, 2022 (Appointed as member of the Supervisory Board) |  |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Nguyen Huy Dieu |  | Bachelor of Economics |  |
| 2 | Mr. Nguyen Anh Minh |  | Master of Business Administration |  |
| 3 | Mr. Nguyen Ngoc Nhien |  | Master |  |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Ms. Le Thi Ngoc Anh |  | Bachelor of Accounting and Auditing |  |

1. Training on corporate governance:
2. List of affiliated persons in the public company (Semi-annual report) and transactions between affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Corporation | NSH\* No., date of issue, place of issue | 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. (if any, specify the promulgation date) | * Content, quantity, total value of transaction | Note |
| 1 | Transimex Corporation | The Holding Company | 0301874259 | No. 172 Hai Ba Trung Street (9th - 10th floor), Da Kao Ward, District 1, Ho Chi Minh City, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Costs of loading, unloading, parking, repairing, cleaning of containers: VND 450,615,103 * Cost of transport and delivery: VND 381,861,933 * Revenue from service fees: VND 42,688,392 * Revenue from freight: VND 51,494,610 |  |
| 2 | Vinatrans International Freight Forwarders JSC | Major shareholder | 0300648264 | No. 406 Nguyen Tat Thanh Street, District 4, Ho Chi Minh City | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2021 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Service fees: VND 17,145,370 |  |
| 3 | VINATRANS DANANG Joint Stock Company | Joint venture | 0400426836 | No. 184 Tran Phu Street, Phuoc Ninh Ward, Hai Chau District, Da Nang | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Transportation cost: VND 43,930,422 * Service fees: VND 6,138,900 * Revenue from documentation fee: VND 13,001,540 * Revenue from transportation fee: VND 53,997,234 |  |
| 4 | The Van Cargoes And Foreign Trade Logistics Joint Stock Company (VNT Logistics Jsc) | Joint venture | 0101352858 | No. 2 Bich Cau Street, Quoc Tu Giam Ward, Dong Da District, Hanoi, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021, * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022, * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023, | * Transportation cost: VND 1,821,101,866 * Services fees: VND 36,700,510 + Revenue from freight: VND 23,174,200 * Bond interest: VND 339,377,893 * Convert bonds into shares: VND 14,870,700,000 |  |
| 5 | Mipec Port Joint Stock Company | Joint venture | 0201641148 | Dinh Vu Peninsula, Dinh Vu - Cat Hai Economic Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam | First 6 months of 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Contributed capital: VND 26,455,000,000 |  |
| 6 | Thang Long Logistics Services Corporation | Joint venture | 0900989442 | Buoi Civil Population Group, Di Su Ward, My Hao Town, Hung Yen Province, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Storage expenses, service fees: VND 1,932,178,267 * Contributed capital: VND 4,555,110,000 * Dividend interest: VND 1,503,184,800 |  |
| 7 | Vinh Loc Logistics Corporation | Joint venture | 0316114557 | A part of Lot I.9/1, Road No. 5, Vinh Loc Industrial Zone, Binh Hung Hoa B Ward, Binh Tan District, Ho Chi Minh City | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Contributed capital: VND 2,400,000,000 |  |
| 8 | Transimex Logistics Company | Subsidiary of Transimex Corporation | 0307821849 | No. 429/8, Song Hanh Ha Noi Street, Quarter 7, Truong Tho Ward, Thu Duc City, Ho Chi Minh City, Vietnam. | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Transportation cost: VND 2,277,647,464 * Lifting/unlifting expenses and other expenses: VND 149,727,564 * Revenue from service fees: VND 137,488,042 |  |
| 9 | Transimex Hi Tech Park Logistics Co., Ltd. | Subsidiary of Transimex Corporation | 0312967522 | Lot BT, D2 Road, Ho Chi Minh City Hi-Tech Zone, Tang Nhon Phu B Ward, District 9, Ho Chi Minh City, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Costs of loading, unloading, parking, repairing of containers: VND 2,055,925,540 |  |
| 10 | Transimex Distribution Center Company Limited | Subsidiary of Transimex Corporation | 3702120783 | Road No. 23, Song Than 2 Industrial Park, Tan Dong Hiep Ward, Di An City, Binh Duong Province, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Warehouse storage fee: VND 1,431,487,968 |  |
| 11 | Transimex Port Joint Stock Company |  | Business Registration Certificate No. 0317656055 at Ho Chi Minh City Department of Investment and Planning | No. 429/8, Song Hanh Ha Noi Street, Quarter 7, Truong Tho Ward, Thu Duc City, Ho Chi Minh City |  | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Costs for cleaning, repairing, transportation: VND 8,979,812 * Storage, loading fees: VND 16,150,666 |  |
| 12 | SFS Vietnam Global Logistics Company Limited | Subsidiary of Vinafreight | Business Registration Certificate No. 0311832233, 4th issue with changed information on April 12, 2023 at Ho Chi Minh City Department of Planning and Investment | 1st Floor, Block C, WASECO Office Building, No. 10 Pho Quang, Ward 2, Tan Binh District, Ho Chi Minh City | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Service purchase: VND 2,026,575 * Service provision: VND 319,557,810 * Distributed profits: VND 2,000,000,000 |  |
| 13 | Viet Way Investment Development Trading Company Limited | Subsidiary of Vinafreight | Business Registration Certificate No. 0304749785, 15th issue with changed information on November 20, 2023 at Ho Chi Minh City Department of Planning and Investment | 1st floor, Block C, WASECO Office Building, No. 10 Pho Quang, Ward 2, Tan Binh District, Ho Chi Minh City | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Distributed profits: VND 918,000,000 | Conduct the dissolution procedures at the end of 2023 according to the Board Resolution No. 11-23/NQ-HDQT dated November 28, 2023 |
| 14 | Vector International Aviation Services Company Limited | Subsidiary of Vinafreight | Business Registration Certificate No. 0303353300, 9th issue with changed information on September 16, 2022 at Ho Chi Minh City Department of Planning and Investment | No. 39B Truong Son Street, 11th Floor, Hai Au Building, Ward 4, Tan Binh District, Ho Chi Minh City | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Service purchase: VND 171,543,823 * Service provision: VND 95,442,000 * Distributed profits: VND 13,500,000,000 |  |
| 15 | Nippon Express Vietnam Joint Venture | Joint venture of the Holding Company | 0302065148, issued on May 22, 2008 at Ho Chi Minh City Department of Planning and Investment | Room 5.2 - 5.3, E-town Building, No. 364, Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh City, Vietnam | 2023 | * Board Resolution No. 13-20/NQ-HDQT dated October 23, 2020 * Annual General Mandate No. 01/2021/NQ-DHDCD dated April 22, 2021 * Annual General Mandate No. 01/2022/NQ-DHDCD dated April 21, 2022 * Annual General Mandate No. 01/2023/NQ-DHDCD dated April 20, 2023 | * Services fees: VND 6,342,616 |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company:
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, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (at the time of reporting).
3. Transaction between Vinafreight Joint Stock Company and Vina Printing Joint Stock Company (member of the Board of Directors, Le Duy Hiep of Vinafreight Joint Stock Company is also a member of the Board of Directors of Vina Printing Joint Stock Company)

* Content of transaction: Revenue from storage fees
* Total transaction value: VND 1,106,600,000

1. Transactions between Vinafreight Joint Stock Company and Vinalink Logistics Joint Stock Company (the Chief Accountant, Le Thi Ngoc Anh, and member of the Supervisory Board, Phan Phuong Tuyen, are also members of the Supervisory Board of Vinalink Logistics Joint Stock Company):

* Content of transaction: Freight and service expenses:
* Freight expenses: VND 31,500,000
* Service fees: VND 213,968,746
  1. Transactions between the Company and companies in which the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager).
  2. Other transactions of the Company (if any) that 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.

1. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual report 6)
2. Transactions between PDMR and affiliated persons related to the Company’s shares

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Le Hoang Nhu Uyen | Member of the Board of Directors | 14,622 | 0.04% | 15,822 | 0.04% | Purchase more |
| 2 | Le Thi Ngoc Anh | Chief Accountant | 36,304 | 0.11% | 33,704 | 0.10% | Sell |
| 3 | Vu Chinh | Member of the Board of Directors | 20,160 | 0.064% | 20,560 | 0.065% | Purchase more |
| 4 | Nguyen Ngoc Nhien | Member of the Board of Directors | 3,666 | 0.01% | 566 | 0.0018% | Sell |

1. Other significant issues: None.