**VNT: Annual Corporate Governance Report 2023**

On January 30, 2024, The Van Cargoes And Foreign Trade Logistics Joint Stock Company announced Report No. 01/2024/BCQT on corporate governance in 2023 as follows:

* Name of company: The Van Cargoes And Foreign Trade Logistics Joint Stock Company
* Head office address: No. 2 Bich Cau, Quoc Tu Giam, Dong Da, Hanoi
* Tel: (+84-024) 3732 1090 Fax: (+84-024) 3732 1083 Email: info@vntlogitics.com
* Charter capital: VND 166,994,970,000.
* Securities code: VNT

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ DHDCD-VNT | April 26, 2023 | 1. Approve the Report of the Board of Directors in 2022, and the operating plan for 2023. 2. Approve the Report on activities of the Supervisory Board in 2022. 3. Approve the Audited Consolidated Financial Statements 2023 of The Van Cargoes And Foreign Trade Logistics Joint Stock Company for the fiscal year 2022. 4. Approve the Proposal on selecting an audit company for the fiscal year 2023. 5. Approve the Proposal on approving the operating fund of the Board of Directors and the Supervisory Board. 6. Approve the Proposal on amending and supplementing business lines on the Business Registration Certificate. 7. Approve the Proposal on increasing charter capital from converting convertible bonds. 8. Approve the Proposal on the amendment and supplement to the Company’s Charter. 9. Approve the Proposal on transactions between The Van Cargoes And Foreign Trade Logistics Joint Stock Company and affiliated parties. 10. Approve the Proposal on Transimex Corporation’s transaction and transfer of VNT shares to increase the ownership rate without public offering. 11. Approve the Proposal on the dismissal of members of the Board of Directors. 12. Election results of members of the Board of Directors for the term of 2023-2028. 13. Election result of members of the Supervisory Board for the term of 2023 - 2028. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Xuan Giang | Chair | April 26, 2023 |  |
| 2 | Mr. Vu Chinh | Member | April 26, 2023 |  |
| 3 | Mr. Le Duy Hiep | Member | April 26, 2023 |  |
| 4 | Mr. Nguyen Bich Lan | Member | April 26, 2023 |  |
| 5 | Mr. Tran Cong Thanh | Member | April 26, 2023 |  |
| 6 | Mr. Nguyen Cong Bang | Member | April 26, 2023 |  |
| 7 | Ms. Le Hoang Nhu Uyen | Member | April 26, 2023 |  |
| 8 | Mr. Vu The Duc | Member |  | April 26, 2023 |
| 9 | Mr. Nguyen Bao Trung | Member |  | April 26, 2023 |

1. Board Resolutions/Board Decisions (Annual Report):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 5, 2023 | Approve recording the list of interest payments on issued convertible bonds |
| 2 | 02/2023/NQ-HDQT | January 5, 2023 | Approve the plan to convert convertible bonds and issue shares to convert issued convertible bonds |
| 3 | 03/2023/NQ-HDQT | January 6, 2023 | Approve the purchase of additionally offered shares of Mipec Port Corporation to existing shareholders to increase charter capital |
| 4 | 04/2023/NQ-HDQT | February 16, 2023 | Approve the purchase of Mipec Port Corporation's shares which are additionally distributed to existing shareholders after not being sold out in the 2nd round of share issuance |
| 5 | 05/2023/NQ-HDQT | March 4, 2023 | Approve the organization plan of the Annual General Meeting of Shareholders 2023 |
| 6 | 06/2023/NQ-HDQT | March 8, 2023 | Approve the change of organization plan of the Annual General Meeting of Shareholders 2023 |
| 7 | 07/2023/NQ-HDQT | March 22, 2023 | 1. Approve the General Manager's Report on business results in 2022 and business orientation in 2023. 2. Approve documents to be submitted to the Annual General Meeting of Shareholders 2023 3. Approve the Proposal on settlement of the salary fund in 2022 and the plan for 2023. 4. Approve the Proposal on the purchase of shares of Thang Long Logistics Services Corporation in the private placement. |
| 8 | 08/2023/NQ-HDQT | April 26, 2023 | Approve the appointment of the Chair of the Board of Directors for the term of 2023-2028 |
| 9 | 09/2023/NQ-HDQT | April 26, 2023 | Approve the appointment and reappointment of the Company's personnel for term of 2023-2028. |
| 10 | 10/2023/NQ-HDQT | May 25, 2023 | Approve the appointment of a representative for contributed capital at Thang Long Logistics Services Corporation. |
| 11 | 11/2023/NQ-HDQT | July 7, 2023 | Approve the selection of an audit company for the fiscal year 2023 |
| 12 | 12/2023/NQ-HDQT | July 13, 2023 | Approve the reappointment of the Deputy General Manager of the Company for the term of 2023-2028 |
| 13 | 13/2023/NQ-HDQT | September 26, 2023 | Approve the loans at Joint Stock Commercial Bank for Foreign Trade of Vietnam - South Hanoi Branch |
| 14 | 14/2023/NQ-HDQT | December 27, 2023 | Approve the sale of part of capital at Mipec Port Corporation |

1. The Supervisory Board (Annual Report)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thai Nhi | Chief | April 26, 2023 | Bachelor of Economic Law |
| 2 | Ms. Nguyen Thi Kim Lien | Member | April 26, 2023 | Bachelor of Accounting |
| 3 | Ms. Tran Thi Kim Ngan | Member | April 26, 2023 | Master of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/reappointment as member of the Executive Board |
| 1 | Mr. Tran Cong Thanh | 1976 | Bachelor of Economics | April 26, 2023 |
| 2 | Mr. Tang Anh Quoc | 1980 | Bachelor of Economics | July 13, 2023 |
| 3 | Mr. Ngo Trong Bac | 1981 | Bachelor of Economics | July 13, 2023 |
| 4 | Mr. Le Dai Thang | 1973 | Engineer of Ship Control | April 26, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of reappointment |
| Ms. Do Thi Thu Hien | 1977 | Bachelor of Economics | April 26, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the listed company as prescribed in Clause 34, Article 6 of the Law on Securities (Annual Report) and transactions of 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, or affiliated persons of PDMR: None
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
5. Transactions between the Company and other entities
6. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
7. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
8. 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, and the Executive Manager (General Manager): None
9. Share transactions of PDMR and affiliated persons of PDMR (Annual Report)
10. The listed company’s share transactions of PDMR and affiliated persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Transimex Corporation | Mr. Le Duy Hiep  Mr. Nguyen Bich Lan  Mr. Nguyen Bao Trung | 2,357,140 | 19.73% | 3,635,764 |  | Convert convertible bonds, buy shares |
| 2 | Vinatrans Da Nang Joint Stock Company | Mr. Nguyen Bich Lan | 0 | 0.00% | 79,706 | 0.48% | Convert convertible bonds |
| 3 | The Van Cargoes And Foreign Trade Logistics Joint Stock Company | Ms. Le Hoang Nhu Uyen | 900,000 | 7.53% | 1,262,310 | 7.56% | Convert convertible bonds |
| 4 | Ms. Do Thi Thu Hien | PDMR | 64 | 0.00% | 6,405 | 0.04% | Convert convertible bonds |
| 5 | Ms. Dang Thi Mai Huong | Affiliated person | 10,078 | 0.08% | 36,350 | 0.22% | Convert convertible bonds |
| 6 | Mr. Vu The Duc | PDMR | 50 | 0.00% | 2,639 | 0.02% | Convert convertible bonds |
| 7 | Mr. Tran Cong Thanh | PDMR | 71 | 0.00% | 41,168 | 0.25% | Convert convertible bonds, buy shares |
| 8 | Mr. Nguyen Xuan Giang | PDMR | 165,742 | 1.39% | 77,501 | 0.46% | Convert convertible bonds, buy shares |
| 9 | Ms. Nguyen Thi Minh Hue | Affiliated person | 33,000 | 0.28% | 33,000 | 0.20% | Convert convertible bonds, buy shares |
| 10 | Mr. Nguyen Bich Lan | PDMR | 66000 | 0.55% | 92,568 | 0.55% | Convert convertible bonds |
| 11 | Mr. Le Dai Thang | PDMR | 35825 | 0.30% | 29,988 | 0.18% | Convert convertible bonds, buy shares |
| 12 | Mr. Duong Chi Cong | Affiliated person | 600 | 0.01% | 4,104 | 0.02% | Convert convertible bonds, buy shares |

1. Other significant issues: None.