**VST: Annual Corporate Governance Report 2022**

On January 29, 2024, Vietnam Sea Transport and Chartering Joint Stock Company announced Report No. 05/HDQT on corporate governance of the Company as follows:

* Name of public company: Vietnam Sea Transport and Chartering Joint Stock Company
* Head office address: No. 428 Nguyen Tat Thanh Road, Ward 18, District 4, Ho Chi Minh city
* Tel: (028)39404271 Fax: (028) 39404711 Email: vtc-hcm@vitranschart.com.vn
* Charter capital: VND 669,993,370,000
* Securities code: VST
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board and the Managing Director
* Internal audit: Not implemented (The company is not subject to compliance with Article 10 of Decree No. 05/2019/ND-CP dated January 22, 2019, of the Government
1. Activities of the General Meeting

Information about the meetings and General Mandates/Decisions of the General Meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meetin. | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | April 21, 2023 | The Annual General Mandate 2023 approved the following contents:* Report of the Board of Directors for the year 2022 and direction for activities in 2023
* Report of the Board of Management on the results of production and business activities in 2022 and the business plan for 2023
* Report of the Supervisory Board on the results of inspection and supervision in 2022
* Audited Financial Statements 2022;
* Production and business plan for 2023
* Settlement of remuneration for the Board of Directors, Supervisory Board for the year 2022 and remuneration payment plan for 2023
* List of audit companies for the fiscal year 2023
* Results of the election of the Board of Directors, Supervisory Board for the term 2023 - 2028
* Results of the election of the Chair of the Board of Directors and Chief of the Supervisory Board
 |

1. Board of Directors
2. Information about members of the Board of Directors as of December 31, 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Huynh Nam Anh | Chair of the Board of Directors (non-executive) | April 21, 2023 | - |
| 2 | Mr. Le Duy Duong | Member of the Board of Directors (Non-executive) | April 21, 2023 |  |
| 3 | Mr. Trinh Huu Luong | Member of the Board of Directors (Executive) | April 21, 2023 | - |
| 4 | Mr. Nguyen Hoang Sang | Member of the Board of Directors (Non-executive) | April 21, 2023 |  |
| 5 | Ms. Mai Thi Thu Van | Member of the Board of Directors (Executive) | April 21, 2023 | - |

(\*) On April 21, 2023, Mr. Nguyen Thanh Ngoc and Mr. Tran Trung Dung - Members of the Board of Directors for the term 2018-2023 ceased to be members of the Company's Board of Directors due to the end of their term.

1. Board Resolutions and Board Decisions:

In 2023, the Board of Directors of the Company promulgated 42 Resolutions and Decisions related to all activities, including organization, personnel, production and business, investment, etc. The Resolutions and Decisions announced by the Board of Directors are approved by all members and are consistent with the Company's Charter.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 01 | 01/NQ-HDQT | January 11, 2023 | Resolution of the Meeting on December 18, 2021. |
| 02 | 02/NQ-HDQT | January 11, 2023 | Resolution of the Action Program for the year 2023 of the Board of Directors of Vietnam Sea Transport And Chartering Joint Stock Company |
| 03 | 03/QD-HDQT | January 11, 2023 | Resolution on commending individuals and collectives with outstanding achievements contributing to high economic efficiency |
| 04 | 04/QD-HDQT | February 02, 2023 | Resolution on establishing the Organizer Committee for the Annual General Meeting 2023 |
| 05 | 05/NQ-HDQT | February 14, 2023 | Resolution on the registration for capital increase, adjustment of Enterprise Registration Certificate, additional securities registration, and supplementary securities trading registration |
| 06 | 06/NQ-HDQT | February 28, 2023 | Resolution on organizing the Annual General Meeting 2023 |
| 07 | 07/QD-HDQT | March 04, 2023 | Decision on approving the Financial Statements 2022 of Hai Dang Equipment Management Company Limited |
| 08 | 08/QD-HDQT | March 04, 2023 | Decision on the distribution of profits after tax for the year 2022 of SCCM Crew Manning Company Limited |
| 09 | 09/NQ-HDQT | April 11, 2023 | Resolution of the meeting on April 11, 2023 |
| 10 | 10/QD-HDQT | April 18, 2023 | Decision on assigning staff for overseas business trips |
| 11 | 11/NQ-HDQT | April 19, 2023 | Resolution on the introduction of personnel candidates for the Board of Directors for the term 2023-2028 |
| 12 | 12/NQ-HDQT | April 21, 2023 | Resolution on electing the Chair of the Board of Directors for the term 2023 -2028 |
| 13 | 13/QD-HDQT | May 15, 2023 | Decision on assigning tasks to members of the Board of Directors |
| 14 | 14/QD-HDQT | May 18, 2023 | Decision on promulgating regulations on personnel of Vietnam Sea Transport And Chartering Joint Stock Company |
| 15 | 15/QD-HDQT | June 12, 2023 | Decision on approving the sale policy for VTC Sun vessels |
| 16 | 16/QD-HDQT | June 12, 2023 | Decision on establishing a liquidation and transfer board for VTC Sun vessels |
| 17 | 17/NQ-HDQT | June 12, 2023 | Decision to supplement the Legal Representative and amend the Charter of SCCM Crew Manning Company Limited |
| 18 | 18/QD-HDQT | June 12, 2023 | Decision to supplement the Legal Representative and amend the Charter of Hai Dang Equipment Management Company Limited |
| 19 | 19/QD-HDQT | June 21, 2023 | Decision on approving the project for the sale of VTC Sun vessels |
| 20 | 20/NQ-HDQT | July 07, 2023 | Board Resolution of the meeting on July 07, 2023 |
| 21 | 21/QD-HDQT | July 07, 2023 | Decision to revoke the representation of capital of Vitranschart at Lancaster Tan Thuan Company Limited (Mr. Huynh Nam Anh) |
| 22 | 22/QD-HDQT | July 07, 2023 | Decision to represent capital of Vitranschart at Lancaster Tan Thuan Company Limited (Ms. Mai Thi Thu Van) |
| 23 | 23/QD-HDQT | July 14, 2023 | Decision to change the Legal Representative of SCC Crew Manning Company Limited |
| 24 | 24/NQ-HDQT | July 24, 2023 | Resolution on approving the appointment of the director of SCC Crew Manning Company Limited |
| 25 | 25/QD-HDQT | August 02, 2023 | Decision to cancel Decision No. 21/QD-HDQT and No. 22/BD-QD-HDQT |
| 26 | 26/QD-HDQT | August 02, 2023 | Decision to revoke the representation of capital of Vitranschart at Lancaster Tan Thuan Company Limited (Mr. Huynh Nam Anh) |
| 27 | 27/QD-HDQT | August 02, 2023 | Decision to represent capital of Vitranschart at Lancaster Tan Thuan Company Limited (Ms. Mai Thi Thu Van) |
| 28 | 28/QD-HDQT | August 15, 2023 | Decision to change the Legal Representative of SCC Crew Manning Company Limited |
| 29 | 29/QD-HDQT | October 02, 2023 | Decision on assigning staff for overseas business trips |
| 30 | 30/QD-HDQT | October 04, 2023 | Decision to adjust the selling price of VTC Sun vessels |
| 31 | 31/QD-HDQT | October 05, 2023 | Decision to sell VTC Sun vessels |
| 32 | 32/NQ-HDQT | October 10, 2023 | Resolution of the meeting on October 10, 2023 |
| 33 | 33/NQ-HDQT | October 10, 2023 | Resolution on personnel |
| 34 | 34/QD-HDQT | October 10, 2023 | Decision on the temporary distribution of profits after tax for the first 9 months of 2023 of SCC Crew Manning Company Limited (SCCM) |
| 35 | 35/NQ-HDQT | November 06, 2023 | Resolution on the proposal to transfer the entire capital contribution at SCC Crew Manning Company Limited |
| 36 | 36/QD-HDQT | November 06, 2023 | Decision on establishing the Advisory Council for the transfer of the entire capital contribution at SCC Crew Manning Company Limited |
| 37 | 37/NQ-HDQT | November 06, 2023 | Resolution on approving the plan for the transfer of the entire capital contribution at SCC Crew Manning Company Limited |
| 38 | 38/QD-HDQT | November 09, 2023 | Decision on accepting the transfer of the entire capital contribution at SCCM Company |
| 39 | 39QD-HDQT | November 30, 2023 | Decision on promulgating Debt Management Regulations of Vietnam Sea Transport And Chartering Joint Stock Company |
| 40 | 40/QD-HDQT | December 22, 2023 | Decision on approving the salary and remuneration fund for 2023, temporarily transferring the salary and remuneration fund for 2024 |
| 41 | 41/NQ-HDQT | December 25, 2023 | Resolution on the proposal to contribute capital to SCCM |
| 42 | 42/NQ-HDQT | December 25, 2023 | Decision on contributing capital to SCCM |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Vu Thi Diep | Chief of the Supervisory Board | April 21, 2023 | Bachelor in Accounting |
| 2 | Nguyen Thi Phuong Thao | Member of the Supervisory Board | April 21, 2023 | Bachelor in Business Administration |
| 3 | Nguyen Quynh Lien | Members of the Supervisory Board | April 21, 2023 | Bachelor in Economics |

(\*) On April 21, 2023, Ms. Tran Thi Thu Ha - Member of the Supervisory Board for the 2018-2023 term is no longer a member of the Company's Supervisory Board due to the end of her term.

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Trinh Huu Luong |  | Engineer, Master of Accounting | Appointed on September 01, 2020 |
| 2 | Mai Thi Thu Van |  | Master of Economics (Corporate Finance) | Appointed on July 17, 2019 |
| 3 | Vuong Nguyen Trieu Quang |  | Master in hull and marine engineering | Appointed on August 03, 2020 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Le Kim Phuong |  | Bachelor in Economics | Appoint: July 17, 2019 |

1. Training on corporate governance
2. List of related persons of public companies and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, or related persons of PDMR in 2023

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | SCC Crew Manning Company Limited (SCCM) | Subsidiary companies held 100% of charter capital by VST, with VST's member of the Board of Directors being the legal representative of SCCM. |  |  | 2023 | 10/NQ-HDQT(April 07, 2022) | Provide sailors for VST, rent VST office equipment, total transaction value in 2023: VND 5,689,066,667 |  |
| 2 | Hai Dang Ship Management Company Limited (Hai Dang SMC) | Subsidiary company held 100% of charter capital by VST, with VST's Chair of the Board of Directors being the Chair of HaiDang SMC. |  |  | 2023 | 10/NQ-HDQT(April 07, 2022) | Chartering VST's vessels, leasing VST for management and operation: VND 11,805,627,000 |  |

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, 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, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting).

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction/ | Note |
| 1 | SCC Crew Manning Company Limited (SCCM) | Member of the Board of Directors - Chair of SCCM |  |  | 2023 | 10/NQ-HDQT(April 07, 2022) | Supply crew members for Vietnam Sea Transport and Chartering Joint Stock Company |  |
| 2 | Hai Dang Ship Management Company Limited (Hai Dang SMC) | Chair of the Board of Directors - Chair of HaiDang SMC |  |  | 2023 | 10/NQ-HDQT(April 07, 2022) | Rent a bareboat from VST |  |

* 1. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers who are members of the Board of Directors or Executive Manager (the Managing Director). None.
	2. 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, Executive Manager (Managing Director) and other managers: None.
1. Share transactions of PDMR and related persons of PDMR:
2. Transactions of PDMR and related persons with Company’s share during the period:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, transfer, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Vietnam Sea Transport and Chartering Joint Stock Company | The Trade Union Chair is a member of the Board of Directors of Viet Nam Sea Transport And Chartering Joint Stock Company | 2,243,300 | 3.56% | 2,098,400 | 3.13% | Sell |

1. Other significant issues: None.