**VFR: Annual Corporate Governance Report 2022**

On January 30, 2024, Transport and Chartering Corporation announced Report No.03/BC-VFR on the corporate governance as follows:

* Name of Company: Transport and Chartering Corporation
* Head office address: No. 74 Nguyen Du ward, Hai Ba Trung District, Hanoi
* Tel: 024.38222925 Fax: Email: vfhan@vietfracht.com.vn
* Charter capital: VND 150,000,000,000
* Securities code: VFR:
* Corporate Governance Model:

The General Meeting, Board of Directors, Supervisory Board and Managing Director/Manager

* Internal audit: Implemented.
1. Activities of the General Meeting

Information about meetings and General Mandates/Decisions of the General Meeting (including the General Mandates approved by collecting ballots)

General Mandate approved by collecting ballots:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | Annual General Mandate 2023 | May 08, 2023 | The Annual General Mandate in 2023 approved:* Approve the Report of the Board of Management on the Production and Business Results in 2022 and Plan for 2023;
* Approve the Separate and Consolidated Financial Statements 2022
* Approve the Report on the operational results of the Board of Directors in 2022 and plan for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the operational plan in 2023.
* Approve the remuneration for the member of the Board of Directors and the Supervisory Board in 2022 and the estimate of remuneration in 2023
* Approve the authorization of the Board of Directors to select an audit company to audit the Financial Statements 2023.
* Approve no appropriation of funds and no dividends distribution to shareholders in 2023
* Authorize the Board of Directors and allow the Board of Directors to authorize the Chair of the Board of Directors or other members to consider, decide issues under the authority of the General Meeting needed to be solved during two Annual General Meetings of Shareholders and implement other related procedures in accordance with the regulations.
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1. Board of Directors (2023)
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 member/independent member of the Board of Directors |
| Appointment date | Dismissal date  |
| 1 | Ms. Khuc Thi Quynh Lam | Chair of the Board of Directors | December 6, 2017 |  |
| 2 | Mr. Nguyen Nang Tuyen | Member of the Board of Directors | September 28, 2017 |  |
| 3 | Mr. Pham Thanh Hai | Member of the Board of Directors | April 28, 2021 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 06/2023/NQ-HDQT | January 19, 2023 | Decision on appointing Chief Accountant of the Company |
| 2 | 10/2023/NQ-HDQT | January 25, 2023 | Approve several regulations of the Company (Regulations on assessing work completion; Performance bonus rules) |
| 3 | 25/2023/NQ-HDQT | March 9, 2023 | The convening plan of the Annual General Meeting2023 |
| 4 | 29 /NQ-HDQT | April 7, 2023 | Change the plan to organize the Annual General Meeting 2023 |
| 5 | 36/2023/NQ-HDQT | April 21, 2023 | Decision on approving to change the person in charge of corporate governance |
| 6 | 52/2023/NQ-HDQT | July 7, 2023 | Decision on selecting an audit company to audit Financial Statements for 2023 |
| 7 | 61/2023/NQ-HDQT | October 11, 2023 | Decision on approving to change the person in charge of corporate governance |
| 8 | 63/2023/NQ-HDQT | November 1, 2023 | * Dismiss Mr. Dao Nguyen Dang from the position of Deputy Managing Director
* Appoint Mr. Dang Van Thang as the Deputy Managing Director
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| 9 | 118/2023/NQ-HDQT | December 22, 2023 | * Liquidate audit contract with PKF Vietnam Company Limited
* Select Nhan Tam Viet Auditing Company Limited to audit the Financial Statements for fiscal year ended December, 31, 2023
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1. Supervisory Board
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| I | Mr. Nguyen Thanh Tuyen | Chief of the Supervisory Board | April 28, 2017 | Master |
| 2 | Ms. Dang Thi Ha Nguyen | Member of the Supervisory Board | April 26, 2018 | Bachelor |
| 3 | Mr. Kieu Manh Hung | Member of the Supervisory Board | June 26, 2020 | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Bui Trung Kien | January 11, 1964 | Bachelor | Appointed on November 01, 2023 |
| 3 | Mr. Dao Nguyen Dang | February 5, 1982 | Master | Dismissed on November 01, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Vu Thi Lan | January 9, 1974 | Bachelor | January 19, 2023 |

1. Training on corporate governance
2. List of related persons of the Company 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 and related persons of PDMR None
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities: None
	1. Transactions between the Company and the companies where 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 or Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting): None
	2. Transactions between the Company and the companies that related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): None
	3. 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, Executive Manager (Managing Director) and other managers: None
6. Share transactions of PDMR and related persons of PDMR in 2023
7. Transaction of PDMR and related persons related to the Company’s shares: None
8. Other significant issues: None