**VXT: Annual Corporate Governance Report 2023**

On January 26, 2024, Transport - Warehousing and Trade service Joint Stock Company announced Report No. /2024/BC-KV on corporate governance in 2023 as follows:

* Name of listed company: Transport - Warehousing and Trade service Joint Stock Company
* Head office address: No. 473, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi
* Tel: 024 3862 3566
* Fax: 024 3862 1214
* Charter capital: VND 60,119,320,000,000
* Securities code: VXT
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director

1. Activities of the General Meeting

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision | Date | Contents |
| 1 | 26/NQ-DHDCD | April 25, 2023 | 1. Audited Financial Statements, production and business report in 2022 & production and business plan for 2023. 2. Approve the Board of Directors' report on corporate governance in 2022 3. Approve the Managing Director's production and business performance report in 2022 and production and business plan for 2023. 4. Approve the report of the Company's Supervisory Board on the appraisal of the Company's management and operations of the Board of Directors and the Managing Director. 5. Approve the profit distribution plan in 2022 and dividend payment rate in 2022. 6. Approve Proposal No. 17/2023/TTr-DHDCD dated April 4, 2023 on production and business plans and expected dividend payment rate in 2023. 7. Approve Proposal No. 16/2023/TTr-DHDCD dated April 4, 2023 on remuneration for the Board of Directors and Supervisory Board in 2023. 8. Approve Proposal No. 15/2023/TTr-DHDCD dated April 4, 2023 on the selection of AASC Auditing Firm Company Limited as the audit company for the Company's Financial Statements 2023. 9. Approve Proposal No. 14/2023/TTr-DHDCD dated April 4, 2023 on listing on Hanoi Stock Exchange 10. Approve Proposal No. 24/2023/TTr-DHDCD dated April 18, 2023 on electing members of the Board of Directors and Supervisory Board for the term of 2023-2028 11. Approve the results of the election of the Board of Directors and Supervisory Board of the company for the term of 2023-2028 12. Approve the Meeting minutes and General Mandate. |

II- Board of Directors (Annual Report 2023)

1. Information on members of the Board of Directors

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Number of meetings attended | Attendance rate | Reason for absence |
| 1 | Nguyen Van Xuan | Chair of the Board of Directors | April 25, 2023 | 7 | 100% |  |
| 2 | Nguyen Kim Cuong | Member of the Board of Directors | April 25, 2023 | 7 | 100% |  |
| 3 | Do Truong Giang | Member of the Board of Directors | April 25, 2023 | 7 | 100% |  |
| 4 | Nguyen Van Hoan | Member of the Board of Directors | April 25, 2023 | 7 | 100% |  |
| 5 | Vu Hong Quang | Member of the Board of Directors | April 25, 2023 | 7 | 100% |  |

1. Board Resolutions/Decisions (Annual Report)

In 2023, the Board of Directors operated under the Company's Charter and the Law on Enterprises. The Board of Directors held regular meetings to evaluate and issue necessary decisions for the production, business and investment activities. The Meeting contents are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision | Date | Contents |
| 1 | 02/2023/NQ/HDQT-KV | February 22, 2023 | On organizing the Annual General Meeting for the term of 2023 - 2028 |
| 2 | 04/HDQT-VINATRANCO | March 17, 2023 | Approve recording the list of shareholders to pay dividends by shares in 2021 and exercising shareholders' right to buy more shares |
| 3 | 09/2023/NQ/HDQT-VXT | March 29, 2023 | Pay 2022 dividend in cash |
| 4 | 28/2023/NQ/HDQT-VXT | April 26, 2023 | Approve paying dividends in cash in 2022 |
| 5 | 39/NQ-HDQT | May 17, 2023 | Approve the plan to handle shares that shareholders did not exercise purchase rights in the public offering of shares |
| 6 | 48/2023/NQ/HDQT-VXT | June 08, 2023 | Approve the amendments to terms and contents related to charter capital, adjusting business registration certificates, implementing additional securities registration, and additional transaction registration |
| 7 | 53/NQ-HDQT | June 13, 2023 | Approve the use of assets (01 Lexus RX450h car with license plate No. 30K-02236) as collateral at Agribank - Hanoi Branch |
| 8 | 56/2023/NQ-HDQT | June 26, 2023 | Approve the plan on listing VXT shares at the Hanoi Stock Exchange |

III- Supervisory Board

1. Information about members of the Supervisory Board:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings of the Supervisory Board attended | Attendance rate | Reason for absence |
| 1 | Vu Thi Thom | Chief of the Supervisory Board | April 25, 2023 | 5 | 100% |  |
| 2 | Ha Quang Tuan | Member of the Supervisory Board | April 25, 2023 | 5 | 100% |  |
| 3 | Phan Ngoc Tan | Member of the Supervisory Board | April 25, 2023 | 5 | 100% |  |

1. Training on corporate governance
2. List of related persons of the public company (Semi-annual Report 2023) and transactions of related persons of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR: None
4. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities.
   1. Transactions between the Company and 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 (calculated 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, Executive Manager (Managing Director) and other managers are members of the Board of Directors or 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 (Annual Report 2023)
7. Company’s share transactions of PDMR and related persons: None
8. Other significant issues: None