**EMS: Annual Corporate Governance Report 2023**

On January 30, 2024, VNPost Express Joint Stock Company announced Report No. 02/BC.HDQT.V on the corporate governance in 2023 as follows:

* Name of company: VNPost Express Joint Stock Company
* Head office address: 4th floor, FLC Landmark Tower, Lane 5, Le Duc Tho Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam
* Tel: 024.37574499; Fax: 024.37576752
* Website: [www.ems.com.vn](http://www.ems.com.vn)
* Charter capital: VND 209,994,400,000
* Securities code: EMS
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.
* Internal audit execution: Unimplemented

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 | 20/NQ-DHDCD | April 21, 2023 | Annual General Meeting of Shareholders:   1. Approve the Board of Directors Activity Report in 2022 and operating plan in 2023 2. Approve the Report on production and business activities in 2022 and planned targets and solutions for implementation in 2023. 3. Approve the Supervisory Board Activity Report 2022 and activity plan for 2023. 4. Approve the selection of an independent auditing unit to review the semi-annual financial statements and audit the financial statements 2023. 5. Approve the Audited Financial Statements 2022. 6. Approve the Profit Distribution Plan 2022. 7. Approve the remuneration and salaries of the Board of Directors and the Supervisory Board in 2022 and the remuneration plan for the Board of Directors and the Supervisory Board in 2023. 8. Approve adjustments and supplements to the Corporation's Charter. 9. Approve adjustments and supplements to the Corporation's internal regulations on governance. 10. Approve adjustments and supplements to the Board of Directors' operating regulations. 11. Approve the plan to adjust and supplement business lines. 12. Elect members of the Corporation's Supervisory Board in the term of 2023-2028. |
| 2 | 21/NQ-DHDCD | November 8, 2023 | General Mandate on collecting shareholders' opinions via a ballot: Approve adjustments and supplements to the Corporation's Charter. |

1. The Board of Directors:
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 Xuan Lam | Executive chair of the Board of Directors | April 28, 2022 |  |
| 2 | Ms. Chu Thi Lan Huong | Non-executive member | April 28, 2022 |  |
| 3 | Ms. Ha Thi Hoa | * Member/General Manager until September 30, 2023 * Non-executive member until October 1, 2023 | April 28, 2022 |  |
| 4 | Mr. Phan Trong Le | Non-executive member | April 28, 2022 |  |
| 5 | Ms. Vu Thi Mai Hong | Member/Deputy General Manager | April 28, 2022 |  |

1. Board Resolutions/Decisions in 2023:

\* Board Resolution:

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| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | 10/NQ- HDQT.V | February 17, 2023 | On approving:   * Record date (for the list of shareholders),   Time of holding the General Meeting of Shareholders,   * Contents of the General Meeting of Shareholders |
| 2 | 11/NQ-HDQT.V | February 17, 2023 | On approving:  - Extend warehouse and yard lease contract No. 35/2017/HDTKB-EMS-DB. |
| 3 | 12/NQ- HDQT.V | March 24, 2023 | On approving contents submitted to the General Meeting of Shareholders:   * Agenda of the Annual General Meeting of Shareholders 2023;   Working regulations of the Annual General Meeting of Shareholders 2023;   * Report on the activities of the Corporation's Board of Directors; * Report of the Board of Managers on production and business results in 2022 and production and business plan targets in 2023;   Report on activities of the Supervisory Board;   * Proposal to the General Meeting of Shareholders on selecting a unit to review the semi-annual financial statements and audit the financial statements 2023;   Proposal to the General Meeting of Shareholders on the audited financial statements 2022; Profit distribution plan for 2022; Remuneration of the Board of Directors and the Supervisory Board in 2022 and estimates for 2023;  Proposal to the General Meeting of Shareholders on adjusting and supplementing the Charter, adjusting and supplementing the internal regulations on corporate governance and adjusting and supplementing the operating regulations of the Corporation's Board of Directors;  Proposal to the General Meeting of Shareholders for approval of the plan to adjust and supplement the Corporation's List of business lines;  Proposal to the General Meeting of Shareholders on the election of members of the Supervisory Board in the term of 2023-2028;   * Regulations on candidacy and nomination of candidates to elect members of the Supervisory Board in the term of 2023-2028; - Draft Annual General Mandate 2023. |
| 4 | 13/NQ- HDQT.V | March 24, 2023 | On approving:  - Topic on business development solutions. |
| 5 | 14/NQ- HDQT.V | April 21, 2023 | On approving:  - Charter after adjustments and supplements; Promulgation of operating regulations of the Board of Directors; Internal regulations on corporate governance after adjustments and supplements. |
| 6 | 15/NQ- HDQT.V | June 13, 2023 | On approving:  - Policy related to staff work. |
| 7 | 16/NQ-HDQT.V | June 27, 2023 | On approving:  Policy to re-appoint officers holding the positions of the Deputy General Manager and the Chief Accountant of the Corporation. |
| 8 | 17/NQ- HDQT.V | July 17, 2023 | On approving:   * Production and business results in the first 6 months of 2023; Solutions and key tasks in the last 6 months of 2023. * Regulations on evaluating officers of the Corporation. |
| 9 | 18/NQ-HDQT.V | July 17, 2023 | On approving:  Approve the plan on dividend payment in cash of 2022 |
| 10 | 19/NQ-HDQT.V | September 14, 2023 | On approving:  Policy to establish an IT Center under the Corporation. |
| 11 | 20/NQ-HDQT.V | September 25, 2023 | On approving:  Policy on personnel work of the Corporation. |
| 12 | 21/NQ-HDQT.V | October 3, 2023 | On approving:  Collect shareholders’ opinions via a ballot Adjust and supplement to the Company’s Charter: |
| 13 | 22/NQ-HDQT.V | October 12, 2023 | On approving:  Production and business results in the first 9 months of 2023; Solutions and key tasks in the last months of 2023.  Review and improve EMS Corporation's strategy until 2030.  Implementing labor plans, salaries, salary levels of management positions. |
| 14 | 23/NQ-HDQT.V | October 26, 2023 | On approving:  Documents of collecting shareholders' opinions via a ballot Adjusting and supplementing to the Company’s Charter: |
| 15 | 24/NQ-HDQT.V | November 30, 2023 | On approving:  Policy to extend the position of the Manager of Branch of EMS Corporation in Da Nang. |
| 16 | 25/NQ-HDQT.V | December 20, 2023 | On approving:  Expected report on production and business results in 2023; Plan targets and solutions to implement the plan in 2024.  Implementation of the labor and salary plan for 2023 and the labor and salary plan for 2024.   * Implementation of investment projects in 2023 and approval of investment portfolio in 2024. * Plan to organize a conference to deploy the plan in 2024. |

\* Board Decisions:

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| --- | --- | --- | --- |
| No. | Decision No. | Date | Content |
| 1 | 30/QD-HDQT.V | January 5, 2023 | On:  Approving the rental plan and estimate the cost of renting working space for the Corporation's Office sector. |
| 2 | 31/QD-HDQT.V | January 12, 2023 | On:  - Strengthening the Steering Committee for building and implementing the Digital Transformation Strategy of VNPost Express Joint Stock Company |
| 3 | 32/QD-HDQT.V | March 10, 2023 | On:  - Approving the staff planning for the period 2023-2025 and the period 2025-2030. |
| 4 | 33/QD-HDQT.V | March 24, 2023 | On:  - Approving salary settlement implemented in 2022 and labor and salary plan for 2023. |
| 5 | 34/QD-HDQT.V | June 22, 2023 | On:  - Ceasing to hold concurrent positions. |
| 6 | 35/QD-HDQT.V | June 22, 2023 | On:  - Mobilizing and appointing staff. |
| 7 | 36/QD- HDQT.V | July 13, 2023 | On:  - Reappointing officer - Deputy General Manager. |
| 8 | 37/QD- HDQT.V | July 13, 2023 | On:  Reappointing officer - Chief Accountant |
| 9 | 38/QD- HDQT.V | July 13, 2023 | On:  - Reappointing officer - Deputy General Manager. |
| 10 | 39/QD- HDQT.V | July 26, 2023 | On:  - Approving the rental plan and estimate the cost of hiring EMS transportation services by car for a full trip. |
| 11 | 40/QD- HDQT.V | July 26, 2023 | On:  Promulgating regulations on staff evaluation. |
| 12 | 41/QD- HDQT.V | August 10, 2023 | On:  Reappointing officer - Deputy General Manager. |
| 13 | 42/QD-HDQT.V | September 27, 2023 | On:  Dismissing the position of officer - General Manager. |
| 14 | 43/QD-HDQT.V | September 27, 2023 | On:  Assigning tasks to staff. |
| 15 | 44/QD-HDQT.V | October 10, 2023 | On:  Receiving and appointing officer - General Manager's office. |
| 16 | 45/QD-HDQT.V | October 10, 2023 | On:  - Appointing a representative to join the Vietnam Postal Association. |
| 17 | 47/QD- HDQT.V | December 20, 2023 | On:  - Extending the time holding the position of the Manager of EMS Corporation Branch in Da Nang. |
| 18 | 48/QD- HDQT.V | December 29, 2023 | On:  Approving the Investment Portfolio and investment capital plan for 2024. |

1. The Supervisory Board:

1 Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Appointment date | Dismissal date |  |
| 1 | Mr. Pham Tat Thanh | Chief | April 26, 2018 |  | Master of Economics |
| 2 | Ms. Tran Thanh Ha | Member | April 26, 2018 | April 21, 2023 | Master of Economics |
| 3 | Ms. Nguyen Thi Hang | Member | April 26, 2018 | April 21, 2023 | Bachelor of Economics |
| 4 | Ms. Luu Ngoc My | Member | April 21, 2023 |  | Bachelor of Economics |
| 5 | Ms. Tran Thi Thu Huong | Member | April 21, 2023 |  | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board | |
| Appointment/re-appointment date | Dismissal date |
| 1 | Ms. Ha Thi Hoa | February 15, 1973 | Master of Economics | April 25, 2022 | October 1, 2023 |
| 2 | Mr. Tran Anh Tuan | September 4, 1973 | Bachelor of Laws | July 13, 2023 |  |
| 3 | Ms. Vu Thi Mai Hong | September 15, 1974 | Master of Economics | July 13, 2023 |  |
| 4 | Mr. Bui Quoc Bao | July 29, 1977 | Master of Information Technology | June 29, 2022 |  |
| 5 | Ms. Dang Hai Ngoc | October 03, 1981 | Master of Management and Marketing | August 10, 2023 |  |
| 6 | Mr. Le Viet Anh | January 2, 1977 | Bachelor of Laws | October 10, 2023 |  |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment/dismissal date | |
| Appointment/re-appointment date | Dismissal date |
| Nguyen Thi Thanh Tam | December 30, 1981 | Master of Economics | July 13, 2023 |  |

1. Training on corporate governance:
2. List of affiliated person of the public Company and transactions between the affiliated person of the Company with the Company itself
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Board Decisions No. (if any, specify promulgation date) | Content of transaction | Total transaction value (VND) | Note |
| 1 | Viet Nam Post Company | Holding Company | 0102595740, issued by Hanoi Authority for Planning and Investment on October 8, 2010 | No. 05 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City | From January 01, 2023 to December 31, 2023  From January 01, 2022 to December 31, 2022 |  | Sell goods and services | (1,017,095,557) |  |
|  | Buy goods and services | 136,563,946,610 |
| Annual General Mandate No. 20/NQ- DHDCD dated April 21, 2023 | Pay dividends in cash | 35,338,790,000 |  |
| 2 | Provincial/City Post Offices | Under the same Holding Company |  |  | From January 01, 2023 to December 31, 2023 |  | Sell goods and services | 1,099,185,206,156 |  |
| Buy goods and services | 381,861,015,619 |
| 3 | Vietnam Post Logistic - Viet Nam Post Company | Under the same Holding Company | 0106564768, issued on June 24, 2014 | No. 01 Chu Van An, Yet Kieu Ward, Ha Dong District, Hanoi City | From January 01, 2023 to December 31, 2023 |  | Buy goods and services | 37,974,051,469 |  |
| 4 | Post Stamps Printing One Member Limited Liability Company | Under the same Holding Company | 0300441502 | 270 Ly Thuong Kiet, Ward 14, District 10, Ho Chi Minh City, Vietnam | From January 01, 2023 to December 31, 2023 |  | Buy goods and services | 33,347,848,868 |  |
| 5 | Hacisco Joint Stock Company | Major shareholder | 0101116096, issued by the Hanoi Authority for Planning and Investment on April 26, 2001 | No. 51 Vu Trong Phung, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City | From January 01, 2022 to December 31, 2022 | Annual General Mandate No. 20/NQ- DHDCD dated April 21, 2023 | Pay dividends in cash | 3,453,942,000 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None.
2. 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, the Manager (General Manager) and other managers have been and are 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
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the General Executive Manager: None.
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager and other managers: None.
3. Share transactions between PDMR and affiliated persons of PDMR
4. Company’s shares transactions between PDMR and affiliated persons: None.
5. Other significant issues: None.