VLG: Annual Corporate Governance Report 2023

On January 30, 2024, VIMC Logistics JSC announced Report No. 03/BC-VLG on corporate governance 2023 as follows:

* Name of listed company:
* Vietnamese name: CÔNG TY CỔ PHẦN VIMC LOGISTICS
* English name: VIMC Logistics Joint Stock Company
* Abbreviated name: VIMC Logistics.,JSC
* Securities code: VLG
* Office, Address, Business Registration Certificate:
* Head office: Room 405 - Ocean Park Building - No. 1 Dao Duy Anh Street - Hanoi

Tel: 024.35772047/48 - Fax: 024.35772046

Email: [info@vimclogistics.vn](mailto:info@vimclogistics.vn) - Website: <http://vimclogistics.com.vn>

* Business Registration Certificate No. 0102345275 first issued by the Hanoi Authority for Planning and Investment on October 08, 2007, 14th update on July 07, 2022.
* Charter capital: VND 142,121,300,000.

1. Activities of the General Meeting

The Annual General Meeting 2023 of the Company was organized on April 14, 2023. The Meeting approved General Mandate No. 01/2023/NQ-DHDCD dated April 14, 2023 as follows:

1. Approve the Report on the result of the Activities of the Board of Directors in 2022 and the plan in 2023.
2. Approve the summarized report on production, business and investment plan in 2022, production, business and investment plan, proposals in 2023.
3. Approve the Report of the Supervisory Board in 2022 and the orientation for 2023.
4. Approve the Audited Financial Statements 2022.
5. Approve the Proposal of profit distribution and appropriation for funds in 2022.
6. Approve the Proposal on the salary plan for the executive Chair of the Board of Directors and remuneration for members of the Board of Directors and Supervisory Board in 2023
7. Approve the proposal of the selection of audit company for the Financial Statements 2023.
8. Approve the Proposal on electing additional members of the Supervisory Board and the Board of Directors
9. The Meeting voted to elect additional members of the Board of Directors for the 2022-2027 term, the results are as follows:

* Mr. Nguyen Dang Song was elected as a member of the Board of Directors
* Mr. Do Duc An was elected as a member of the Board of Directors

1. The Meeting voted to elect additional members of the Supervisory Board for the 2022-2027 term, the results are as follows:

* Ms. Nguyen Thi Hong Dung was elected as a member of the Supervisory Board

1. Board of Directors
2. Information about members of the Board of Directors

\* The Board of Directors for the term of 2022-2027

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date | |
| Appointment date | Dismissal date |
| 1 | Mr. Mai Le Loi | Chair of the Board of Directors | April 26, 2022 | Incumbent |
| 2 | Mr. Nguyen Dinh Tu | Member | April 26, 2022 | Incumbent |
| 3 | Mr. Nguyen Dang Song | Member | April 14, 2023 | Incumbent |
| 4 | Mr. Do Duc An | Member | April 14, 2023 | Incumbent |
| 5 | Mr. Nguyen Hong Thai | Member | April 26, 2022 | Incumbent |

1. Board Resolutions and Board Decisions

\* Board Resolution:

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| --- | --- | --- | --- | --- |
| No. | Resolutions | Date | Category and main contents | |
| 01 | 01/NQ-VLG | February 24, 2023 | Ballot 1: On the liquidation of fixed assets | |
| 02 | 02/NQ-VLG | March 06, 2023 | The Board of Directors meeting | |
| 03 | 03/NQ-VLG | March 10, 2023 | Ballot 2: On the application for re-issuance of bank limit in 2023 | |
| 04 | 04/NQ-VLG | March 28, 2023 | Ballot 3: On the documents and contents submitted to the General Meeting 2023 | |
| 05 | 05/NQ-VLG | April 11, 2023 | Dismissal of the position of Managing Director | |
| 06 | 06/NQ-VLG | April 14, 2023 | Collect opinions on the content of Official Dispatch No. 689/HHVN-TCNS of shareholder - Vietnam Maritime Corp. on staff work at VIMC Logistics | |
| 07 | 07/NQ-VLG | April 14, 2023 | Collect opinions on the content of Official Dispatch No. 95/HHVN-TCNS dated April 13, 2023 of shareholder - Vietnam Maritime Corp. on staff work at VIMC Logistics | |
| 08 | 08/NQ-VLG | April 25, 2023 | Collect opinions according to Official Dispatch No. 829/HHVN-TCNS on the personnel work at VIMC Logistics | |
| 09 | 09/NQ-VLG | April 27, 2023 | Board of Directors meeting | |
| 10 | 10/NQ-VLG | June 06, 2023 | Personnel work at VIMC Logistics - request for appointment of Deputy Managing Director | |
| 11 | 11/NQ-VLG | June 13, 2023 | Meeting of the Board of Directors | |
| 12 | 12/NQ-VLG | July 07, 2023 | Ballot 4: Proposal on selecting the audit company in 2023 | |
| 13 | 13/NQ-VLG | July 26, 2023 | Meeting of the Board of Directors |
| 14 | 14/NQ-VLG | August 01, 2023 | Ballot 5: Assign the Board of Management regarding the staff work of Hai Phong Branch |
| 15 | 15/NQ-VLG | August 14, 2023 | On the proposal to admit & appoint Deputy Managing Director (Mr. Doan Ngoc Tu) |
| 16 | 16/NQ-VLG | August 15, 2023 | Ballot 6: Agree to admit and appoint the position of Deputy Managing Director (Mr. Doan Ngoc Tu) |
| 17 | 17/NQ-VLG | August 29, 2023 | Meeting of the Board of Directors |
| 18 | 18/NQ-VLG | September 12, 2023 | Implement the content of Document No. 1523/HHVN-DT dated September 7, 2023 on Cai Lan Project |
| 19 | 19/NQ-VLG | September 29, 2023 | Meeting of the Board of Directors |
| 20 | 20/NQ-VLG | October 24, 2023 | Meeting of the Board of Directors |
| 21 | 21/NQ-VLG | November 27, 2023 | Ballot 7: Content of Document No. 1909/HHVN-PC&QTRR dated November 21, 2023 by Vietnam Maritime Corp. on Cai Lan Project |
| 22 | 22/NQ-VLG | December 11, 2023 | Meeting of the Board of Directors |

\* Board Decisions

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| --- | --- | --- | --- |
| No. | Decisions | Date | Category and main contents |
| 01 | 01/QD-HDQT | January 12, 2023 | Establish a steering committee to practice thrift and prevent waste |
| 02 | 02/QD-HDQT | January 12, 2023 | Establish an anti-corruption steering committee |
| 03 | 03/QD-HDQT | March 6, 2023 | Regulations on coordination between the Board of Directors, the Managing Director and Party Cell |
| 04 | 04/QD-HDQT | March 6, 2023 | Regulations on coordination between the Board of Directors, the Executive Board and the Trade Union |
| 05 | 05/QD-HDQT | March 6, 2023 | Regulations on management of investment activities |
| 06 | 06/QD-HDQT | March 6, 2023 | Regulations on supervision and acceptance of construction investment projects |
| 07 | 07/QD-HDQT | March 6, 2023 | Regulations on the settlement process, verification and approval of investment capital settlement of completed projects |
| 08 | 08/QD-HDQT | March 6, 2023 | Regulations on management and use of funds |
| 09 | 09/QD-HDQT | March 6, 2023 | Regulations on decentralization between the Board of Directors and the Executive Board |
| 10 | 10/QD-HDQT | April 14, 2023 | Dismissal of the position of Managing Director |
| 11 | 11/QD-HDQT | April 14, 2023 | Assign the task of being in charge of operating the Company |
| 12 | 12/QD-HDQT | April 14, 2023 | List of staff planning |
| 13 | 13/QD-HDQT | April 27, 2023 | Assign tasks to members of the Board of Directors |
| 14 | 14/QD-HDQT | April 27, 2023 | Approve the realized salary fund for 2022 and the plan for 2023 |
| 15 | 15/QD-HDQT | June 13, 2023 | Issue the Risk Control Form |
| 16 | 16/QD-HDQT | August 15, 2023 | Receive and appoint Mr. Doan Ngoc Tu as the Deputy Managing Director |
| 17 | 17/QD-HDQT | August 15, 2023 | On salary grading for the Deputy Managing Director |

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

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| --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board |
| 1 | Nguyen Thi Hong Dung | Chief of the Supervisory Board | April 14, 2023 |
| 2 | Ms. Do Lan Huong | Member | April 26, 2022 |
| 3 | Ms. Duong Thu Hien | Member | April 26, 2022 |

1. Current Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment to the Executive Board |
| 1 | Ms. Dinh Thi Viet Ha - Deputy Managing Director in charge of operations | January 15, 1979 | Master of Economic Management | April 14, 2023 |
| 2 | Mr. Pham Ba Ngan - Deputy Managing Director | October 23, 1976 | Marine Transportation Economic Engineer, Master of Economics at Maritime University | March 15, 2021 |
| 3 | Mr. Doan Ngoc Tu - Deputy Managing Director | April 9, 1979 | Master of Transport Management | August 15, 2023 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date as the Chief Accountant |
| 1 | Ms. Tran Thi Loan | September 16, 1983 | Master of Business Administration | December 2015 |

1. Training on corporate governance:
2. List of related persons of the listed company
3. Transactions between the Company and related persons of the Company:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Business Registration Certificate | Time of transaction | Total transaction value |
| 1 | Công ty TNHH Vinalines Honda Logistics Việt Nam (tentatively translated as Vinalines Honda Logistics Vietnam Company Limited) | Joint venture | 0108265682 |  | 6,032,820,000 |
| 2 | Vinalines Honda Logistics Vietnam Company Limited | Transaction of service and logistics contracts | 0108265682 | 2023 | 8,333,276,490 |
| 3 | Công ty Cổ phần Vinalines Hòa Lạc Logistics (tentatively translated as Vinalines Hoa Lac Logistics Joint Stock Company) | Joint venture | 0108265682 | 2019 | 5,400,000,000 |
| 4 | Công Ty Cổ Phần Vinalines Đông Bắc (tentatively translated as Northeast Vinalines Joint Stock Company) | Joint venture | 5701299002 | 2011 | 1,000,000,000 |

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: None.
3. Share transactions of PDMR and related persons of PDMR:
4. Company’s shares transactions between PDMR and related persons: None.

IX. Other significant issues: None.