**VSM: Annual Corporate Governance Report 2023**

On January 30, 2024, Central Container Joint Stock Company announced Report No. 01/2024/BCQT on the corporate governance in 2023 as follows:

* Name of listed company: Central Container Joint Stock Company
* Head office address: No. 75, Quang Trung, Hai Chau 1 Ward, Hai Chau District, Da Nang City
* Tel: 02363.822922 Fax: 02363.826111 Email: vincondng@dng.vnn.vn
* Website: <http://viconshipdanang.com/>
* Charter capital: VND 33,549,960,000
* Securities code: VSM

1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders of Central Container Joint Stock Company, held on March 31, 2023 at Song Han Hotel, No. 04, Ly Tu Trong, Da Nang City, approved the General Mandates as follows:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | March 31, 2023 | 1/ Approve the Report on the activities of the Board of Directors;  2/ Approve the Report on the activities of the Supervisory Board;  3/ Approve the Financial Statements 2022 audited by TTP Auditing Company Limited  Some basic targets in the Financial Statements 2022 are as follows:   |  |  | | --- | --- | | Total assets: | 136,388,891,361 | | Owners’ equity | 75,867,189,033 | | In which, the Charter Capital | 30,500,000,000 | | Revenue from goods sales | 324,314,392,132 | | Profit before corporate income tax: | 20,163,603,673 | | Profit after corporate income tax | 15,978,663,767 | | Profit after tax of shareholders of the holding company | 15,138,612,011 | | Basic earnings per share | 4.963 |   4/ Approve the profit distribution plan for 2022   * According to the Audited Financial Statement and Resolution No. 01/2022/NQ-DHDCD of the General Meeting of Shareholders on April 9, 2022. The General Meeting of Shareholders approve the profit distribution plan in 2022 as follows: * - Total profit after tax in 2022 VND 15,978,663,767 * - Total profit after tax of shareholders of holding company in 2022 VND 15,138,612,011 * - Dividends payment 2022: * + Dividends payment in cash: 12% of charter capital (at par value) VND 4,025,999,520 * - Appropriation for bonus and welfare fund (10% of profit after tax) VND 1,500,000,000 * - Bonus for the Board of Directors and the Supervisory Board: VND 480,000,000 * The retained profit for supplement to the development investment fund   5/ Business and investment plan for vehicles and equipment in 2023 and expected profit distribution in 2023:  5.1.The business plan for 2023:  Revenue VND 284 billion  Profit before tax: VND 15 billion  5.2. Investment plan for vehicles and equipment in 2023.  Container tractor: 5 vehicles  Articulated road train 40’: 5 mooc  Old Container Forklift 1 vehicle  Total estimated investment value: VND 9.8 billion in Da Nang area  5.3. Expected profit distribution in 2023:  - Bonus and welfare fund is deducted from 10%/profit after tax  Dividend payment: No less than 10% of charter capital.  6/ Approve the authorization for the Board of Directors to select the audit company for the Financial Statements 2023.  The General Meeting of Shareholders authorizes the Board of Directors to select an audit company among the list of independent audit companies approved by the State Securities Commission to conduct audit for the Financial Statements 2023. |

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

Members of the Board of Directors of the Company includes 5 members, as follows:

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| --- | --- | --- | --- | --- |
| No. | Member of the board of directors | Position | Date of appointment/dismissal as a member of the Board of Directors/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le The Trung | Chair of the Board of Directors | Re-election on  April 17, 2021 |  |
| 2 | Mr. Nguyen Viet Trung | Member | Re-election on  April 17, 2021 |  |
| 4 | Ms. Dang Tran Gia Thoai | Member | Re-election on  April 17, 2021 |  |
| 5 | Mr. Ngo Quoc Vu | Member | Re-election on  April 17, 2021 |  |
| 6 | Ms. Tran Thi Phuong Anh | Member | Elected on  November 12, 2022 |  |

1. Board Resolutions/Board Decisions:

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| No. | Board Resolution/Board Decision/Meeting Minutes No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 16, 2023 | 1/ Approve on increasing the charter capital of the Company after the share issuance to pay dividends 2021, as follows:   * Charter capital before the issuance: VND 30,500,000,000.   + Increased charter capital: VND 3,049,960,000.   + Charter capital after the issuance: VND 33,549,960,000.   + Number of shares   Number of shares before the issuance: 3,050,000 shares  Number of additional issued shares: 304,996 shares  Number of shares after the issuance 3,354,996 shares  Par value: VND 10,000  Share type: 100% common shares (before and after the issuance)  2/ Approve the registration for business, charter capital change, registration for additional depository and additional listing of issued shares to pay dividends 2021  Implement the procedures to increase the charter capital from VND 30,500,000,000 to VND 33,549,960,000 at Department of Planning and Investment of Da Nang City  Amend the content on the charter capital in the Company’s charter from VND 30,500,000,000 to VND 33,549,960,000.  Approve the additional registration for 304,996 additional issued shares to pay dividends 2021 at the Vietnam Securities Depository and additional listing for additional shares on the Hanoi Stock Exchange.  3/ The Board of Directors authorizes the Chair of the Board of Directors and the Company’s Manager to decide and implement all necessary issues, procedures in accordance with the provisions of law to pay dividends by shares for shareholders |
| 2 | 02/2023/NQ-HDQT | February 08, 2023 | 1. Agree on approving the organization of the Annual General Meeting of Shareholders 2023 of Central Container Joint Stock Company as follows:  * The record date to exercise the rights to attend the Meeting: March 01, 2023 * Expected time for holding the Meeting: will be announced later (expected end of March 2023) * Venue: Da Nang City (specific venue will be announced later) * Meeting contents: approve issues that are under the authority of the Annual General Meeting of Shareholders  1. Assign Company’s Manager and the Secretariat of the Board of Directors to implement in accordance with the law and the Company's Charter. |
| 3 | 03/2023/NQ-HDQT | March 03, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 of Central Container Joint Stock Company as follows:   * Organization time of the General Meeting: March 31, 2023. * Venue of the General Meeting: Han River Hotel, No. 14, Ly Tu Trong Street, Hai Chau District, Da Nang City |
| 4 | 04/2023/BB-HDQT  HDQT | March 30, 2023 | Approve the loan, guarantee and L/C opening of the Company at Joint Stock Commercial Bank for Investment and Development of Vietnam - Song Han Branch for production and business activities in the form of line of credit, as follows:  + Maximum credit limit (including loan, guarantee, L/C opening): VND 7,000,000,000  - Purpose: Borrowing working capital, issuing guarantee, opening L/C for the production and business activities of the Company  - Loan interests and loan conditions: According to the regulations of BIDV in each term |
| 5 | 04/2023/NQ-HDQT | June 12, 2023 | 1. Approve the selection of TTP Auditing Company Limited to review the Semi-annual Financial Statements and audit the Financial Statements 2023 of Central Container Joint Stock Company.   Assign the Company's Manager to negotiate and sign the audit contract in accordance with current regulations.   1. Agree to pay dividends in 2022 in cash to shareholders, specifically as follows:  * Exercise rate: 12%/ par value of shares (shareholders receive VND 1,200 for every share they own) * Record date: June 30, 2023; Payment date: July 26, 2023  1. Assign the Manager of the Company to complete the necessary procedures and pay dividends in accordance with current regulations. |
| 6 | 05/2023/NQ-HDQT | June 12, 2023 | 1. Approve the policy on signing and implementing contracts and transactions between the Company and related parties in 2023.   Subjects to sign and implement contracts: Companies in the Viconship group and other related parties of the Company according to the regulations in Article 167 of the Law on Enterprises as follows:  2/ The contracts and transactions with a value of less than 35% of the total assets recorded in the Company's latest Financial Statements, depending on the specific case at the time of signing the contract or transaction. The total value of incurred transactions with one of the above companies within 12 months from the date of the first transaction is less than 35% of the total assets recorded in the latest Financial Statements.  3/ Authorize the Manager of the Company to negotiate, sign, and implement the contracts and transactions with related parties in accordance with the Company’s Charter and the regulations of the law. |
| 7 | 06/2023/NQ-HDQT | October 24, 2023 | 1/ Dismiss Mr. Bui Le Chi as the Manager of the Branch of the Company in Quy Nhon from October 24, 2023  2/ Appoint Mr. Ngo Quoc Vu as the Manager of the Branch of the Company (born in 1979, current position: Deputy Manager of Central Container Joint Stock Company, Manager of Quy Nhon Container Joint Stock Company) from April 24, 2023  3/ Mr. Bui Le Chi and Mr. Ngo Quoc Vu will hand over all of the above related work in accordance with the law. |

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

The Supervisory Board for the term of 2021-2024 includes 03 members: Members of the Supervisory Board elected Ms. Truong Ly The Anh as the Chief of the Supervisory Board of the Company in the term 2022-2024.

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Truong Ly The Anh | Chief of  the Supervisory Board: | Re-elected on April 17, 2022 | Accountant |
| 2 | Ms. Dang Thanh Tam | Member of the Supervisory Board | Elected on  April 17, 2022 | Accountant |
| 3 | Mr. Do Van Dong | Member | Elected on April 17, 2022 | Sea Transport Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date  of birth | Qualification | Appointment date |
| 1 | Ms. Dang Tran Gia Thoai - Manager of the Company | 1974 | Bachelor of Foreign Trade Economics, Bachelor of English | Reappointed on April 17, 2021 |
| 2 | Mr. Ngo Quoc Vu - Deputy Manager | 1979 | Bachelor of English | Reappointed on April 17, 2021 |
| 3 | Mr. Nguyen Van Thuong - Deputy Manager | 1964 | Bachelor of Economics | Reappointed on April 17, 2021 |

1. The Chief Accountant.

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| No. | Full name | Date  of birth | Qualification | Appointment date |
| 1 | Ms. Tran Thi Phuoc | 1987 | Bachelor of Economics | Reappointed on April 17, 2021 |

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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | ID Card/ Business Registration Certificate No. | Date of issue of ID Card/Business Registration | Place of issue of ID Card/Business Registration | Head office address/Contact address | Time of transaction | Approved Resolutions/Decisions No. (if any) | Content, quantity, total value of transaction | | Relations with the Company |
|  | Green Star Lines One Member Limited Company |  |  |  |  | No. 5, Vo Thi Sau Street, May To Ward, Ngo Quyen District, Hai Phong City |  | 05/2023/NQ-HDQT | Provide services | 1,658,713,917 |  |
| 1 | Under the same Holding Company | 0200468606 | August 06, 2002 | Hai Phong Department of Planning and Investment | 12 months of 2023 | Buy fixed assets | 1,060,000,000 | Under the same Holding Company |
|  |  |  |  |  |  |  | Use services | 298,617,929 |  |
| 2 | Viconship Ho Chi Minh Company Limited | Under the same Holding Company | 0317513875 | September 23, 2010 | Ho Chi Minh City Department of Planning and Investment | No. 2F, 4F Street, Cu Xa Ngan Hang, Tan Thuan Tay, District 7, Ho Chi Minh City | 12 months of 2023 | Provide services | 819,038,736 | Under the same Holding Company |
|  |  |  |  |  |  |  | Use services | 648,506,680 |  |
| 3 | Green Logistics Centre One Member Company Limited | Under the same Holding Company | 0201263312 | May 24, 2012 | Hai Phong Department of Planning and Investment | Lot CN3.2G, Dinh Vu Industrial Park, Dong Hai 2 Ward, Hai An District, Hai Phong City | 12 months of 2023 | Provide services | 11,583,333 | Under the same Holding Company |
|  |  |  |  |  |  |  |  | Use services |  |  |
| 4 | Vip GreenPort Joint Stock Company | Under the same Holding Company | 0201579242 | October 28, 2014 | Hai Phong Department of Planning and Investment | Dinh Vu - Cat Hai Economic Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City. | 12 months of 2023 | Provide services | 2,347,128,168 | Under the same Holding Company |
|  |  |  |  |  |  |  |  | Use services |  |  |
| 5 | Green Development and Investment Service Joint Stock Company | Under the same Holding Company | 0201768923 | January 24, 2017 | Hai Phong Department of Planning and Investment | Lot CC2 - MP Dinh Vu Industrial Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City | 12 months of 2023 | Provide services | 551,160,775 | Under the same Holding Company |
|  |  |  |  |  |  |  |  | Use services |  |  |
| 6 | Greenport Service One Member Limited Liability Company | Under the same Holding Company | 0201990244 | November 01, 2019 | Hai Phong Department of Planning and Investment | No. 1 Ngo Quyen Street, Dong Hai 1 Ward, Hai An District, Hai Phong City | 12 months of 2023 | Provide services | 1319946768 | Under the same Holding Company |
|  |  |  |  |  |  |  | Use services |  |  |
| 7 | Vietnam Container Shipping Corporation | Holding Company | 0200453688 | April 01, 2002 | Hai Phong Department of Planning and Investment | No. 11 Vo Thi Sau Street, Ngo Quyen District, Hai Phong City |  | Provide services | 643886530 | Holding Company |
|  |  |  |  |  |  |  |  | Use services | 19,083,709 |
|  |  |  |  |  |  |  | 12 months of 2023 | Paid dividends | 2,616,900,000 |  |
|  |  |  |  |  |  |  | Payments for principal debts | 4,815,789,470 |  |
|  |  |  |  |  |  |  |  | Loan interest payment | 1,121,923,570 |  |
|  |  |  |  |  |  |  |  | Loan in the period |  |  |
| 8 | Quy Nhon Container Joint Stock Company | Subsidiary | 4101538602 | February 28, 2019 | Binh Dinh Department of Planning and Investment | No. 83 Hai Ba Trung, Le Loi War, Quy Nhon City, Binh Dinh Province. |  | Provide services | 1,410,297,620 | Subsidiary |
|  |  |  |  |  |  |  |  | Use services | 2,866,487,559 |
|  |  |  |  |  |  |  | 12 months of 2023 | Sell car | 0 |  |
|  |  |  |  |  |  |  | Distributed profit | 898,755,000 |  |
| 9 | Da Nang Port Logistics Joint Stock Company | Joint venture of the Holding Company | 0400999731 | March 05, 2009 | Da Nang Department for Planning and Investment | Yet Kieu Street, Tho Quang Ward, Son Tra District, Da Nang City | 12 months of 2023 | Collect loan principal | 4,000,000,000 |  |
|  |  |  |  |  |  |  |  | Collect loan interest | 1,114,764,050 |  |
|  |  |  |  |  |  |  |  | Loan in the period | 0 |  |
|  |  |  |  |  |  |  |  | Provide services | 547,058,667 | Joint venture of the Holding Company |
|  |  |  |  |  |  |  |  | Services using | 121,495,135 |

1. Transactions between Company’s PDMR, affiliated person of PDMR and the subsidiary, company controlled by the Company:
2. Transactions between the Company and other entities/
3. Share transactions between PDMR and affiliated persons of PDMR
4. Transactions between PDMR and affiliated persons related to the Company’s shares
5. Other significant issues: None.