**ILS: Annual Corporate Governance Report 2023**

On January 30, 2024, International Investment Trade and Service Joint Stock Company announced Report No. 32/BC-ILS on the corporate governance of 2023 as follows:

* Name of company: International Investment Trade and Service Joint Stock Company.
* Address of head office: No. 17 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi.
* Tel: 024.73086004; Email: [contact@ils.com.vn](mailto:contact@ils.com.vn)
* Charter capital: VND 360,000,000,000
* Securities code: ILS
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit: Not executed.

1. Activities of the General Meeting:

Information about Meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots):

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| No. |  | Date | Contents |
| 1 | 01/NQ-DHDCD | June 28, 2023 | * Report of the Board of Directors; * Report of the Supervisory Board;   - The Proposal on approving the Audited Financial Statements 2022 and the plan for 2023;   * The Proposal on approving the amendment and supplement to the business lines of the Company; * The Proposal on the amendment and supplement to the Company’s Charter; * Proposal on the plan to increase the Company's Charter capital; * Proposal on remuneration payments to the Board of Directors and Supervisory Board in 2023; * Proposal on selecting an auditing unit for the Financial Statements 2023. |

1. Board of Directors (Annual Report 2023):
2. Information about 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 | |
| Appointment date | Dismissal date |
| 1 | Mr. Phung Tien Toan | Chair of the Board of Directors | June 30, 2022 |  |
| 2 | Mr. Nguyen Thai Hoa | Member of the Board of Directors | June 30, 2022 |  |
| 3 | Mr. Trieu Van Bang | Member of the Board of Directors | June 30, 2022 |  |
| 4 | Ms. Phung Thuy Hoa | Member of the Board of Directors | June 30, 2022 |  |
| 5 | Mr. Nguyen Van Thinh | Member of the Board of Directors | June 30, 2022 |  |

1. Board Resolutions/Decisions in 2023:

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| No. | Board Resolution/Board Decision | Date | Contents |
| A | Board Resolutions | | |
| 1 | 01/NQ-HDQT | February 07, 2023 | * Approve the Report of the Managing Director on the production, business and investment results in 2022 and Plans for Q1 and 2023; * Approve Proposal No. 23.3TTr-ILS dated January 31, 2023 on the Plan to organize the Annual General Meeting 2023 of Companies in the ILS system and Proposal No. 23.4/TTr-ILS dated January 31, 2023 on the Plan to Organize the Company's Annual General Meeting 2023; * Approve the Report dated February 6, 2023 on the implementation situation until December 31, 2022 and the plan of construction investment projects in 2023; * Approve Report dated January 6, 2023 on debt situation until December 31, 2022; * Approve the policy of increasing capital and/or divesting State capital according to the content in Proposal No. 31.1/TTr-ILS dated February 2, 2023; * Approve the project on the establishment and operation of a customs clearance location for goods by express and e-commerce channels at ICD My Dinh in accordance with the contents of Proposal No. 23.2/TTr-ILS dated January 31, 2023; * Approve transactions between the Company and related persons according to the content in Proposal No. 40.1/TTr-ILS dated February 3, 2023; * Approve the dismissal and appointment of the Secretary of the Board of Directors; * Approving the change of representative of ILS's capital at Interserco My Dinh Joint Stock Company. |
| 2 | 02/NQ-HDQT | March 02, 2023 | Approve the contents voted in the Annual General Meeting 2023 of Viet Nam Interserco Trading International Joint Stock Company |
| 3 | 03/NQ-HDQT | March 03, 2023 | Approve the contents voted in the Annual General Meeting 2023 of Interserco My Dinh Joint Stock Company. |
| 4 | 04/NQ-HDQT | March 03, 2023 | Approve the contents voted in the Annual General Meeting 2023 of Son Tay Port Joint Stock Company |
| 5 | 05/NQ-HDQT | March 03, 2023 | Approve the contents voted in the Annual General Meeting 2023 of International manpower supply and trade joint stock company |
| 6 | 06/NQ-HDQT | March 31, 2023 | Approve the contents voted in the Annual General Meeting 2023 of CGD Vietnam Construction Consulting Joint Stock Company |
| 7 | 07/NQ-HDQT | April 11, 2023 | -Dismiss Mr. Nguyen Tien Thanh as the person in charge of the Finance - Accounting Department, and the position of Assistant to the Board of Directors from May 15, 2023;   * Appoint Ms. Phung Ngoc Dung, Deputy Head of Finance - Accounting Department as person in charge of Finance and Accounting Department from May 15, 2023; * Approve the nomination of Mr. Mai The Tung as candidate for the Supervisory Board of Khang Viet Ha Joint Stock Company for the 2021-2025 term. |
| 8 | 08/NQ-HDQT | May 30, 2023 | * Approve the Agenda and content of Reports and Proposals for the Annual General Meeting 2023 of International Investment Trade and Service Joint Stock Company; * The report on production and business results in Q1 and the operation plan for Q2 of the Company; * Approve the Report on voting results at the General Meetings of subsidiaries; * Approve the Report on cash flow plan until June 30, 2023 and expected cash flow and capital needs for investment and business in 2023; * Approve the Report on the implementation of construction investment projects until March 31, 2023 and the project implementation plan for 2023; * Approving the Report on debt collection situation until April 30, 2023 and debt handling plan for the Q2/2023; * Approve the appointment of Ms. Do Thi Huong - Secretary of the Board of Directors to hold the position of Person in charge of corporate governance. |
| 9 | 09/NQ-HDQT | June 08, 2023 | * Approve the contents voted in the Annual General Meeting 2023 of Aviation Logistics Corporation * Approve the contents voted in the Annual General Meeting 2023 of ASG Corporation |
| 10 | 10/NQ-HDQT | July 17, 2023 | * Approve the investment plan to buy shares of Son Tay Port Joint Stock Company; * Approve transactions between the Company and related Persons (Interserco Vietnam International Trading Joint Stock Company) |
| 11 | 11/NQ-HDQT | August 11, 2023 | * Approve the Report on the production and business results in the first 6 months and the plan for the last 6 months of 2023. * Approve the Report on cash flow plan until September 30, 2023 and expected cash flow and capital needs for investment and business in 2023 * Approve the Report on the implementation of construction investment projects until June 30, 2023 and the project implementation plan for 2023 * Approve the Report on debt collection situation until June 30, 2023 and debt handling plan for the last 6 months of 2023 * Approve the Report of the Supervisory Board on the results of reviewing the Financial Statements for the first 6 months of 2023 and the implementation of the Resolution of the Annual General Meeting 2023. * Approve the Report of the Board of General Directors on plans and roadmaps for implementing innovation and improving corporate governance and operations * Approve the recruitment and appointment of Mr. Pham Xuan Phuong to hold the position of Chief Accountant and Head of the Finance and Accounting Department from October 1, 2023 * Approve the content of collecting shareholders' ballots of Viet Nam Interserco Trading International Joint Stock Company (ILST) * Approve the Promulgation of Regulations on management of activities of capital representatives (1st amendment) |
| 12 | 12/NQ-HDQT | August 18, 2023 | Agree the contracts and transactions between the Company and the related persons (Interserco My Dinh Joint Stock Company) |
| 13 | 13/NQ-HDQT | November 27, 2023 | * Approve the continued signing of the Labor Contract and the reappointment of staff * Approve the Promulgation of "Company Management and Operation Regulations (1st amendment)" |
| 14 | 14/NQ-HDQT | December 20, 2023 | * Approve the plan to transfer part of the capital contribution of International Investment Trade and Service Joint Stock Company (ILS) at Viet Nam Interserco Trading International Joint Stock Company (ILST) |
| 15 | 15/NQ-HDQT | December 28, 2023 | * Approve the Report estimating business and investment results in 2023; Expected business and investment plan for 2024 of the Company and its subsidiaries * Approve the Report on debt collection situation until April 30, 2023 and debt handling plan in 2024 * Approve the Report on the transfer of part of the Company's capital contribution at ILST * Approve the Report on the implementation of construction investment projects in 2023 and the project implementation plan for 2024 * Decline the Proposal on adjusting and supplementing the arrangement of 01 land location of 3,000m2 for North Hanoi Customs as its headquarters. * Approve the Proposal on adjusting and supplementing a number of contents of Project Management Consulting Contract No. 18/2017/HD-QLDA dated May 9, 2018 * Approval of brand fees applied to subsidiaries in 2024 * Approve the Report on state capital divestment at the Company. |
| B | Board Decisions | | |
| 1 | No. 01/QD-HDQT | February 15, 2023 | On temporary assignment of production, business and investment tasks in 2023 |
| 2 | No. 02/QD-HDQT | February 15, 2023 | On assigning tasks and targets to Capital Representatives at Subsidiaries to implement the production and business plan in 2023 |
| 3 | No. 03/QD-HDQT | February 15, 2023 | On changing the Capital Representative at Interserco My Dinh Joint Stock Company |
| 4 | No. 04/QD-HDQT | February 22, 2023 | On dismissing Ms. Hoang Thi Anh from the Board of Directors’ Secretary |
| 5 | No. 05/QD-HDQT | February 22, 2023 | On appointing of Ms. Do Thi Huong as the Board of Directors’ Secretary |
| 6 | No. 06/QD-HDQT | March 06, 2023 | On approving the transaction with related person (ALS) |
| 7 | No. 07/QD-HDQT | April 15, 2023 | On dismissing Mr. Nguyen Tien Thanh - the person in charge of the Finance and Accounting Department. |
| 8 | No. 09/QD-HDQT | May 08, 2023 | On establishing of the Organizer Committee of the Annual General Meeting 2023 |
| 9 | No. 10/QD-HDQT | May 08, 2023 | On establishing the Shareholder's Eligibility Verification Committee of the Annual General Meeting 2023 |
| 10 | No. 11/QD-HDQT | May 15, 2023 | On appointing Ms. Phung Ngoc Dung as the person in charge of the Finance and Accounting Department. |
| 11 | No. 12/QD-HDQT | June 01, 2023 | On appointing Ms. Do Thi Huong as person in charge of corporate governance. |
| 12 | No. 13/QD-HDQT | July 24, 2023 | On approving the transactions between the Company and related persons (ILSI). |
| 13 | No. 14/QD-HDQT | August 02, 2023 | On sendin employees on business trips |
| 14 | No. 15/QD-HDQT | August 31, 2023 | On assigning tasks and targets to adjust the production and business plan 2023 to Capital Representatives at Subsidiaries |
| 15 | No. 16/QD-HDQT | October 02, 2023 | On dismissing Ms. Phung Ngoc Dung from the person in charge of the Finance and Accounting Department. |
| 16 | No. 17/QD-HDQT | October 02, 2023 | On approving the recruitment and appointment of Mr. Pham Xuan Phuong to hold the position of Chief Accountant and Head of the Finance and Accounting Department |
| 17 | No. 18/QD-HDQT | November 15, 2023 | On sending employees on business trips |
| 18 | No. 19/QD-HDQT | November 30, 2023 | On re-appointing Mr. Mai Duy Chung as the Manager of Logistics and Trade Center (ILTC) |
| 19 | No. 20/QD-HDQT | November 30, 2023 | On re-appointing Ms. Nguyen Thi Thuy Hong as the Head of the Board of Directors |
| 20 | No. 21/QD-HDQT | December 20, 2023 | On approving the plan to transfer part of the capital contribution of International Investment Trade and Service Joint Stock Company (ILS) at Viet Nam Interserco Trading International Joint Stock Company(ILST) |
| 21 | No. 22/QD-HDQT | December 26, 2023 | On sending employees on business |
| 22 | No. 23/QD-HDQT | December 28, 2023 | On promulgating "Company Management and Operation Regulations (1st amendment)" |
| 23 | No. 24/QD-HDQT | December 28, 2023 | On promulgating Regulations on management of activities of capital representatives (1st amendment) |

1. Supervisory Board (Annual Report 2023):
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. | Professional Qualification |
| 1 | Ms. Ngo Thi Hoang Yen | Chief of the Supervisory Board | November 18, 2016 | Bachelor in Economics majoring in Accounting |
| 2 | Ms. Nguyen Minh Hao | Member of the Supervisory Board | April 22, 2019 | Master of Law and Managerial Economics majoring in Corporate finance |
| 3 | Mr. Nguyen Trung Dung | Member of the Supervisory Board | June 30, 2022 | Bachelor in Economics |

1. Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Professional Qualification | Appointment date | Dismissal date |
| I. | In the 3-year term from December 1, 2021 to November 30, 2024 | | | | |
| 1 | Mr. Vu Hoang Thao | October 30, 1968 | Bachelor in Economics | December 01, 2021 | December 01, 2024 |
| 2 | Ms. Phung Thuy Hoa | January 14, 1981 | Master of Business Administration | December 01, 2021 | December 01, 2024 |
| 3 | Mr. Trieu Van Bang | July 07, 1976 | * Bachelor in Economics majoring in Accounting * Bachelor in Economics majoring in Business Administration | December 01, 2021 | December 01, 2024 |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report 2023) and transactions between the 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 and related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Board Decision No. (including issuance date, if any) | Content, quantity, total transaction value (expected) | Note |
| 1 | Aviation Logistics Corporation | Related person | 0102355611, issued by Hanoi Authority for Planning and Investment on July 30, 2015 | 4th Floor, ALS Cargo Terminal, Noi Bai International Airport, Phu Minh Commune, Soc Son District, Hanoi City, Vietnam | March 06, 2023 | Decision No. 06/QD-HDQT dated March 06, 2023. | Transactions on providing management software: VND 1,306,000,000 |  |
| 2 | Viet Nam Interserco Trading International Joint Stock Company | Subsidiary | 0104899254, issued by Hanoi Authority for Planning and Investment on September 08, 2010 | Interserco's shopping mall building, My Dinh 2 Ward, Nam Tu Liem District, Hanoi. | July 24, 2023 | Decision No. 13/QD-HDQT dated  July 24, 2023 | Loan transaction:  VND 3,000,000,000 |  |
| 3 | Viet Nam Interserco Trading International Joint Stock Company | Subsidiary | 0104899254  issued by Hanoi Authority for Planning and Investment on September 08, 2010 | Interserco's shopping mall building, My Dinh 2 Ward, Nam Tu Liem District, Hanoi. | December 20, 2023 | Decision No. 21/QD-HDQT dated December 20, 2023. | Transaction on transfering a portion of capital contribution at Viet Nam Interserco Trading International Joint Stock Company  VND 9,512,700,000 |  |

Note: NSH\* No., ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

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. 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 and Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting).
4. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, the Manager (Managing Director) and other managers are members of the Board of Directors or Executive Manager (Managing Director).
5. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers.
6. Share transactions of PDMR and related persons of PDMR (Annual Report 2023):
7. Transaction of PDMR and related persons related to the Company’s shares: None
8. Other significant issues: None