**VMT: Annual Corporate Governance Report 2023**

On January 19, 2024, Vinatrans Da Nang Joint Stock Company announced Report No. 02/BC-VMT on corporate governance in 2023 as follows:

* Transaction organization: Vinatrans Da Nang Joint Stock Company
* Head office address: 184 Tran Phu Road, Phuoc Ninh Ward, Hai Chau District, Da Nang City, Vietnam
* Tel: (0236) 3821 240 Fax: (0236) 3821- 310
* Website: <http://www.vinatransdn.com>
* Charter capital: VND 31,500,000,000
* Securities code: VMT
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
* Internal audit :

1. Activities of the General Meeting:

Information about the meetings and General Mandates/Decisions of the General Meeting:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision | Date | Contents for approval |
| 1 | Annual General Mandate 2023 No. 01/2023/NQDHDCD- VMT | May 09, 2023 | * Approve the Audited Financial Statements 2022 of Vinatrans Da Nang Joint Stock Company * Approve the 2023 business plan of Vinatrans Da Nang Joint Stock Company * Approve the authorization of the Board of Directors to select an audit company for fiscal year 2023 * Approve the Profit distribution plan for 2022.   - Approve the remuneration report of the Board of Directors, Supervisory Board in 2022 and approve the remuneration of the Board of Directors, Supervisory Board, and Company Secretary in 2023.   * Approve the report on the progress of implementing capital increase procedures according to the 2022 Annual General Mandate No. 01/2022/NQ.DHDCD-VMT dated May 11, 2022. * Approve the share issuance plan to outstanding shareholders in 2023; * Approve the dismissal 01 member of the Board of Directors for the 2022 - 2027 term; * Approve the results of additional election of independent members of the Board of Directors for the remaining of 2022-2027 term as follows: Approve the Proposal on amending and supplementing the Charter of Vinatrans Da Nang Joint Stock Company |

1. Board of Directors

The General Meeting on May 9, 2023 dismissed and elected 01 additional member of the Board of Directors according to the term 2022-2027. The Company's Board of Directors consists of 5 members.

1 Information about the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Bich Lan | Chair of the Board of Directors | May 14, 2018 |  |
| 2 | Mr. Nguyen Tan Man | Executive member of the Board of Directors |  | May 09, 2023 |
| 3 | Mr. Le Van Hung | Member of the Board of Directors (Non-executive) | May 09, 2023 |  |
| 4 | Mr. Vu Quoc Bao | Member of the Board of Directors (Non-executive) | May 11, 2022 |  |
| 5 | Mr. Nguyen Ngoc Thang | Member of the Board of Directors (Non-executive) | May 11, 2022 |  |
| 6 | Ms. Le Hoang Nhu Uyen | Member of the Board of Directors (Non-executive) | March 30, 2021 |  |

4. Board Resolutions

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| No. | Board Resolution | Date | Contents |
| 1 | 01/NQ.HDQT-VMT | February 14, 2023 | - Approve the purchase of additional pallet trucks for Vinatrans Da Nang Logistics Center |
| 2 | 02/NQ.HDQT-VMT | March 15, 2023 | - Approve the Report of the Managing Director on the business results in 2022 and the business plan for 2023.  - Report on the progress of implementing the stock offering plan to existing shareholders and the capital use plan.  - Approve the contents to submit to the Annual General Meeting 2023; |
| 3 | 03/NQ.HDQT-VMT | May 08, 2023 | - Approve adjusting and supplementing the contents to submit to the Annual General Meeting 2023; |
| 4 | 04/NQ.HDQT-VMT | May 10, 2023 | - Approve the dismissal of the position of the Company’s Managing Director. Approve the appointment of the Deputy Managing Director in charge of the Company  - Approve the change of the Company’s Legal Representative |
| 5 | 05.1/NQ.HDQT-VMT | June 22, 2023 | - Approve the dossier on issuing shares to existing shareholders |
| 05.2/NQ.HDQT-VMT | June 22, 2023 | - On implementing the public offering to existing shareholders and the plan on ensuring the public offering to be in line with the foreign ownership rate. |
| 05.3/NQ.HDQT-VMT | June 22, 2023 | - Approve the plan on using capital from the public offering of shares |
| 6 | 06/NQ.HDQT-VMT | June 30, 2023 | - Approve the appointment of the Managing Director of the Company |
| 7 | 07/NQ.HDQT-VMT | July 12, 2023 | - Approve the selection of a company to provide audit and review services for 2023 financial statements for Vinatrans Da Nang Joint Stock Company |
| 8 | 08/NQ.HDQT-VMT | July 25, 2023 | - Approve the Report of the Managing Director on the business results in the first 06 months of 2023 and the business plan for the last 06 months of 2023  - Approve of the Internal Supervisory Report of the Internal Supervisory Team at Vinatrans Da Nang Joint Stock Company  - Approve the restructuring of the company's organization and issuance of a new organizational chart of Vinatrans Da Nang Joint Stock Company  - Approve the dismissal of the current position of Chief Accountant of Vinatrans Da Nang Joint Stock Company  - Approve the appointment of temporary Chief Accountant of Vinatrans Da Nang Joint Stock Company  - Approve the dismissal of the Manager and Head of the Branch of Vinatrans Da Nang Joint Stock Company at Quy Nhon Branch.  - Approve the appointment of the Branch Head of Vinatrans Da Nang Joint Stock Company at Quy Nhon Branch.  - Approve the new salary scale and salary table in 2023 of Vinatrans Da Nang Joint Stock Company  - Approve the implementation of changing the logo and new brand identity of Vinatrans Da Nang Joint Stock Company  - Approve the implementation of consulting to apply for planning criteria, apply for construction permits, design, and calculate pre-feasibility of the project "Building 49" at 49 Phan Dang Luu, Hoa Cuong Nam Ward, Hai Chau District, Da Nang City. |
| 9 | 09/NQ.HDQT-VMT | September 14, 2023 | - Approve the adjustment of the capital use plan from the public offering of additional shares to existing shareholders |
| 10 | 10/NQ.HDQT-VMT | September 15, 2023 | - Approve the dismissal of the Deputy Managing Director of Vinatrans Da Nang Joint Stock Company |
| 11 | 11/NQ.HDQT-VMT | September 26, 2023 | - Approve the dismissal of the current Chief Accountant of Vinatrans Da Nang Joint Stock Company  - Approve the appointment of a new Chief Accountant of Vinatrans Da Nang Joint Stock Company |
| 12 | 12/NQ.HDQT-VMT | October 11, 2023 | Approve the suspended implementation of the share offering to outstanding shareholders |
| 13 | 13/NQ.HDQT-VMT | October 12, 2023 | - Approve the selection of a design consultant for the Office Building project at 49 Phan Dang Luu Road |

III. Supervisory Board

1. 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. | Date of dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Ms. Nguyen Hong Kim Chi | Chief of the Supervisory Board | June 25, 2020 |  | Bachelor in Finance |
| 2 | Mr. Nguyen Hai Nhat | Member of the Supervisory Board | May 11, 2022 |  | Bachelor in Economics |
| 3 | Nguyen Trinh Phuong Thao | Member of the Supervisory Board | May 24, 2012 |  | Bachelor in Economics |

IV. Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment as member of the Board of Management | Date of dismissal as member of the Board of Management |
| 1 | Nguyen Tan Man | August 04, 1972 | Master of Business Administration |  | May 10, 2023 |
| 2 | Mr. Ho Van Tu | December 22, 1972 | Bachelor in Economics |  | September 15, 2023 |
| 3 | Mr. Nguyen Thanh Tuan | October 10, 1979 | Bachelor in Economics | June 30, 2023 |  |

V. Chief Accountant

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| --- | --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification: | Date of appointment as the Chief Accountant: | Appoint the Chief Accountant |
| Dang Thi Lanh | October 15, 1968 | Bachelor in Economics | January 01, 2015 | July 25, 2023 |
| Pham Xuan Quang | March 05, 1986 | Bachelor in Economics | July 25, 2023 | September 26, 2023 |
| Le Anh Thu | February 09, 1990 | Bachelor in Economics | September 26, 2023 |  |

1. Training on corporate governance: None
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 related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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/Decision approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 01 | Transimex Corporation | The Holding Company |  |  |  |  | 14,000,000,000  15,000,000,000  2,030,000,000  5,767,428,379 |  |
| 02 | Vinafreight Joint Stock Company | Principal shareholder |  |  |  |  | 113,315,596 |  |
| 03 | Vinalink Logistics Joint Stock Company | Principal shareholder |  |  |  |  | 88,983,253 |  |
| 04 | Transimex Logistics Corporation | Same corporation |  |  |  |  | 64,400,000 |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which 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 (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 and Executive Manager (Managing Director): None
   3. Other transactions of the Company (if any) which 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: None
3. Share transactions of PDMR and related persons of PDMR:
4. The Company’s shares transactions between PDMR and related persons: None
5. Other significant issues: None