**SWC: Annual Corporate Governance Report 2023**

On January 29, 2024, Southern Waterborne Transport Corporation announced Report No. 01/SWC/BC-HDQT on corporate governance in 2023 as follows:

* Name of company: Southern Waterborne Transport Corporation
* Head office address: No. 298 Huynh Tan Phat Street, Tan Thuan Tay Ward, District 7, Ho Chi Minh City
* Tel: 028.38729 748 Fax: 028.38726386
* Email: camry.tu@sotrans.com.vn
* Charter capital: VND 671,000,000,000
* Securities code: SWC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented
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 shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Contents |
| 1 | 01/SWC/NQ-DHDCD | June 19, 2023 | The Annual General Meeting of Shareholders of Southern Waterborne Transport Corporation discussed and approved the issues under the authorities of the General Meeting of Shareholders, as follows:* Report on the operating results of the Board of Directors of the Company in 2022 and the operational plan for 2023;
* Report on the activities of the Supervisory Board in 2022;
* Report on the production and business activities in 2022;
* Approve Proposal on the Audited Separate and Consolidated Financial Statements 2022.
* Approve on the dividend payment of 2022 and 2023
* Approve Proposal on the profit distribution and appropriation for funds in 2022
* Approve Proposal on the main plan targets in 2023
* Approve Proposal on the selection of an independent audit company for the fiscal year 2023.
* Approve Proposal on remuneration and bonus payment for the Board of Directors and the Supervisory Board in 2022 and 2023
* Approve Proposal on the contracts and transactions between the Company and its subsidiaries/affiliated persons
* Approve Proposal on the policy of expanding the port system of Southern Waterborne Transport Corporation in the northern market.
* Approve Proposal on the adjustment of business lines
* Approve Proposal on the amendment and supplement to the Company's Charter, Internal Regulations on Corporate Governance; Operational Regulation of the Board of Directors.
* Approve Proposal on the dismissal of members of the Supervisory Board due to resignation and additional election of members of the Supervisory Board in the term of 2023 - 2028
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Documents, minutes of the General Meeting of Shareholders and Annual General Mandates 2023 were disclosed in accordance with regulations.

1. The Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Dang Doan Kien | Chair of the Board of Directors | June 29, 2020 |  |
| 2 | Mr. Tran Tuan Anh | Chair of the Board of Directors, Member of the Board of Directors | * Date of appointment as a member of the Board of Directors: April 22, 2016
* Date of appointment as the Chair of the Board of Directors: June 17, 2020
* Date of appointment as a member of the Board of Directors: June 29, 2020
 |  |
| 3 | Mr. Dang Vu Thanh | Member of the Board of Directors | May 11, 2022 |  |

1. Board Resolutions/Board Decisions (Report of 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/SWC/NQ-HDQT | February 22, 2023 | Transfer capital at 747 Engineering Construction And Trading Joint Stock Company |
| 2 | 03/SWC/NQ-HDQT | April 25, 2023 | Extend the organization time of the Annual General Meeting of Shareholders 2023 and make the organization plan of the Annual General Meeting of Shareholders 2023 |
| 3 | 04/SWC/NQ-HDQT | May 16, 2023 | Purchase shares of Engineering Construction Joint Stock Company |
| 4 | 05/SWC/NQ-HDQT | May 29, 2023 | Approve the meeting agenda and contents of documents of the Annual General Meeting of Shareholders 2023 |
| 5 | 06/SWC/NQ-HDQT | June 12, 2023 | Approve supplementing the meeting agenda, updating/supplementing documents of the Annual General Meeting of Shareholders 2023 |
| 6 | 07/SWC/QD-HDQT | June 20, 2023 | Decide to promulgate the Charter on organization and operation of Southern Waterborne Transport Corporation |
| 7 | 08/SWC/QD-HDQT | June 20, 2023 | Decide to promulgate the Internal regulations on corporate governance |
| 8 | 09/SWC/QD-HDQT | June 20, 2023 | Decide to promulgate the Operational regulation of the Board of Directors |
| 9 | 10/SWC/NQ-HDQT | June 29, 2023 | Proposal for the remuneration of the Board of Directors/Supervisory Board of the Company in 2022: |
| 10 | 11/SWC/NQ-HDQT | July 13, 2023 | Select an independent audit company for the fiscal year 2023 |
| 11 | 12/SWC/NQ-HDQT | July 13, 2023 | Adjust arising bidding packages for upgrading Long Binh Port's architectural infrastructure |
| 12 | 13/SWC/NQ-HDQT | July 03, 2023 | Extend the time of paying the transfer of capital at 747 Engineering Construction And Trading Joint Stock Company |
| 13 | 14/SWC/NQ-HDQT | August 25, 2023 | Liquidate a number of assets due to the expiration date |
| 14 | 15/SWC/NQ-HDQT | December 28, 2023 | Deduct salaries into production and business costs in 2023 |

1. The Supervisory Board (Report of 2023):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Bao Ngoc | Chief of the Supervisory Board | Date of appointment as member of the Supervisory Board: June 29, 2020; Date of dismissal as member of the Supervisory Board: August 01, 2022 | Bachelor of Accounting and Auditing |
| 2 | Trinh Thi Thom | Member of the Supervisory Board | Date of appointment as member of the Supervisory Board June 29, 2020; Date of dismissal as member of the Supervisory Board: April 01, 2023 | Bachelor of Auditing |
| 3 | Dinh Thi Phuong Vy | Member of the Supervisory Board | Date of appointment as member of the Supervisory Board May 11, 2022 | Master in Finance and Banking |
| 4 | Nguyen Mai Khanh Trinh | Chief of the Supervisory Board | Date of appointment as member of the Supervisory Board June 19, 2023 | Bachelor of Accounting and Auditing |
| 5 | Nguyen Dang Truong | Member of the Supervisory Board | Date of appointment as member of the Supervisory Board June 19, 2023 | Bachelor of Finance |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Dang Vu Thanh | December 11, 1969 | Doctor of Economics, Master of Business Administration | Date of appointment as General Manager: January 01, 2022 |
| 2 | Mr. To Huu Hung | October 24, 1972 | Bachelor of Sea Transport Economics, Master of Business Administration | Date of appointment as Deputy General Manager: March 2007 |
| 3 | Mr. Pham Hai Anh | May 20, 1973 | Master of Business Administration, sea transport economics engineer | Date of appointment as Acting Deputy General Manager October 15, 2021Date of appointment as Deputy General Manager: August 01, 2022 |

1. Chief Accountant.

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Trinh Van Quy | May 15, 1975 | Bachelor of Accounting | Date of appointment as the Chief Accountant September 09, 2014 |

1. Training on corporate governance
2. List of related persons of the Company (Report of 2023) and transactions between the related persons 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, or affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Affiliated relation 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 Shareholders No. or Board Resolution/Decision No. | Content, quantity, total value of transaction (VND)  | Note |
| 1 | South Logistics Joint Stock Company | Owner of the holding company | 0300645369, Date of issue: December 29, 2006, Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 1B Hoang Dieu Street, Ward 13, District 4, Ho Chi Minh City  | 2023 |  | Service use (port rental): 63,933,261,948Service use (Petroleum): 645,773,181Collection: 8,703,704 |  |
| 2 | First Logistics Development Joint Venture Company | Joint venture | Investment License No. 996/GP issued by the Authority for Planning and Investment on September 22, 1994 | Street A5, Quarter 5, Tan Thuan Dong Ward, District 7, Ho Chi Minh City.  | 2023 |  | Service provision: 55,415,442,776 Service use: 344,020,846Dividend to be distributed: 31,094,800,000 |  |
| 3 | Engineering Construction Joint Stock Company | Subsidiary | 4103000067 Date of issue: May 15, 2002 Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 298 Huynh Tan Phat Street, Tan Thuan Tay Ward, District 7, Ho Chi Minh City Ho Chi Minh City | 2023 |  | Use services: 46,178,462,027Dividend to be distributed: 1,525,730,000 |  |
| 4 | South Port Joint Stock Company | Company of the same Group | 0313440288, Date of issue: September 14, 2015 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 9 Hanoi Highway, Truong Tho Ward, Thu Duc District, Ho Chi Minh City | 2023 |  | Service use:37,134,302,645 |  |
| 5 | Dong Nai Port JSC | Joint venture | 36003341, Date of issue: April 01, 2006 - Place of issue: Dong Nai Province Authority for Planning and Investment | 1B-D3, Binh Duong Quarter, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province  | 2023 |  | Dividend to be distributed: 20,250,000,000 VND Service provision: 11.324.239 |  |
| 6 | ITL Logistics Joint Stock Company | Company of the same Group | 0303852860, Date of issue: June 27, 2008 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | Lot No. A.12, Hiep Phuoc Industrial Park, Long Thoi Commune, Nha Be District, Ho Chi Minh City | 2023 |  | Service provision: 22,773,726,357 Service use: 480,000,000 |  |
| 7 | Sotrans Logistics One Member Company Limited | Company of the same Group | 0315428529, Date of issue: December 07, 2018 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 1B Hoang Dieu Street, Ward 13, District 4, Ho Chi Minh City.  | 2023 |  | Service provision: 4,221,792,969 |  |
| 8 | Vietranstimex Multimodal Transport Holding Company | Company of the same Group | 0400101901, Date of issue: November 01, 2010 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 1B Hoang Dieu Street, Ward 13, District 4, Ho Chi Minh City. Ho Chi Minh City | 2023 |  | Providing services: 631,656,945 |  |
| 9 | Southern Waterway Mechanic and Engineering Services Joint Stock Company | Subsidiary | 4103001933 Date of issue: November 20, 2003 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | 59 Pham Ngoc Thach Street, District 3, Ho Chi Minh City  | 2023 |  | Behalf payment: 539,000,000 |  |
| 10 | In Do Trans Logistics Corporation | Most senior holding company | 0301909173, Date of issue: July 08, 2022 - Place of issue: Ho Chi Minh City Authority for Planning and Investment  | No. 52-54-56 Truong Son District, Ward 2, Tan Binh District, Ho Chi Minh City  | 2023 |  | Service provision: 114,694,445Service use: 120,069,668 |  |
| 11 | Southern Waterways General Services Joint Stock Company | Joint venture | 0303215396 Date of issue: April 1, 2004 Place of issue: Ho Chi Minh City Authority for Planning and Investment | No. 38 Ton That Thuyet Street, District 4, Ho Chi Minh City | 2023 |  | Service provision: 1,242,490 |  |
| 12 | Bac Ky Investment Joint Stock Company | Company of the same Group | 0101619639 Date of issue: March 14, 2005 Place of issue: Hanoi Authority for Planning and Investment | Room No. 611, Mat Troi Song Hong Building, 23 Phan Chu Trinh, Phan Chu Trinh Ward, Hoan Kiem District, Hanoi City | 2023 |  | Service provision: 1,241,825,000Service use: 4,445,000,000 |  |
| 13 | Sowatco Tri Phuong Joint Stock Company | Company of the same Group | 2301257330 Date of issue: September 6, 2023 Place of issue: Bac Ninh Province Authority for Planning and Investment | Dinh Village, Tri Phuong Commune, Tien Du District, Bac Ninh Province, Vietnam | 2023 |  | Service use: 6,600,000,000 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
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, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting):
	2. Transactions between the Company and the companies whose affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Manager (General Manager)
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers:

Item 4.1,4.2 and 4.3: There are only transactions listed as in Appendix 2 to this Report.

1. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
2. Transaction of PDMR and affiliated persons related to the Company’s shares:

None

1. Other significant issues: