

No.: 58/CBTT-VNF

Ho Chi Minh City, March 29<sup>th</sup>, 2025**DISCLOSURE OF INFORMATION ON THE OFFICIAL WEBSITE OF THE STATE SECURITIES COMMISSION AND THE HANOI STOCK EXCHANGE**

**To:**

- **The State Securities Commission;**
- **The Hanoi Stock Exchange,**

**1. Company Name: VINA FREIGHT JOINT STOCK COMPANY**

- Stock Code: VNF
- Head Office Address: 8<sup>th</sup> Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, Ho Chi Minh City, Vietnam.
- Phone: 028 38446409 Fax:

Type of disclosed information:  Periodic  Extraordinary  24 hours  Upon request

**2. Content of disclosed information:**

Minutes of meeting and Resolution of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company dated March 28<sup>th</sup>, 2025 (*details as per the attached file*).

**3. This information has been disclosed on the Company's official website on March 29<sup>th</sup>, 2025 at the following link: [www.vinafreight.com](http://www.vinafreight.com).**

We hereby confirm that the disclosed information is accurate and take full legal responsibility for the content of the information disclosed.

**Attached Document:**

- Minutes of the General Meeting of Shareholders No. 01/2025/BB.ĐHĐCĐ-VNF dated March 28<sup>th</sup>, 2025 of Vinafreight Joint Stock Company.
- Resolution of the General Meeting of Shareholders No. 01/2025/NQ.ĐHĐCĐ-VNF dated March 28<sup>th</sup>, 2025 of Vinafreight Joint Stock Company.

**Recipients:**

- As above;
- Archived: VT.

**Representative of the organization****Legal representative***(Sign, state full name, position, seal)***Nguyen Anh Minh**

General Director

No: 01/2025/BB.ĐHĐCĐ-VNF

*Ho Chi Minh City, March 28<sup>th</sup>, 2025*

**MINUTES OF MEETING**  
**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**I. TIME AND VENUE:**

1. Company name: **VINAFREIGHT JOINT STOCK COMPANY**
2. Stock code: **VNF**
3. Address: 8<sup>th</sup> Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, Ho Chi Minh City, Vietnam.
4. Passive legal capacity: Business registration certificate No. 0302511219 first issued by the Department of Planning and Investment of Ho Chi Minh City on January 14<sup>th</sup>, 2002 (*amended from time to time*).

Today, March 28<sup>th</sup>, 2025, the Board of Directors (“**BOD**”) of Vinafreight Joint Stock Company (the “**Company**”) convened the 2025 Annual General Meeting of Shareholders to be opened at 09:30 a.m. at the Conference Room - Tri Ky Garden Restaurant - No. 123 Hong Ha, Ward 09, Phu Nhuan District, Ho Chi Minh City, Vietnam.

**II. CONGRESS OPENING PROCEDURES:**

1. Ms. Nguyen Thi Yen Hoa, on behalf of the Organizing Committee announces the reason of the congress.
2. Mr. Vo Thanh Dong - Head of the Delegate Qualification Examination Committee reported to the Congress the results of the examination of delegates who are qualified to attend the Congress, accordingly:

*According to the Company's shareholder list as of February 27<sup>th</sup>, 2025, provided by Vietnam Securities Depository and Clearing Corporation, the Company has a total of 617 shareholders, with a total of 31,700,380 common shares, total number of voting shares is 31,700,380 shares.*

*Total number of shareholders and authorized representatives attending the General Meeting of Shareholders as of 09:45 a.m on March 28<sup>th</sup>, 2025, is 29 people, representing 28,173,916 shares with voting rights, accounting for 88.88 % of the total number of shares with voting rights of the Company.*

The 2025 Annual General Meeting of Shareholders was conducted legally and validly in accordance with the provisions of the Company Charter and the Law on Enterprises.

**3. The Congress approved the participants of the Assigned Committees at the Congress:**

**3.1. The presidium, including:**

- |     |                     |                   |                            |
|-----|---------------------|-------------------|----------------------------|
| (1) | Mr. Nguyen Bich Lan | - Chairman of BOD | - Chairman of the Congress |
| (2) | Mr. Nguyen Anh Minh | - Member of BOD   | - Member                   |

Voting results:

- Agree: 100%
- Disagree: 0%
- No opinion: 0%

**3.2. The counting committee, including:**

- |     |                          |                                  |
|-----|--------------------------|----------------------------------|
| (1) | Mr. Tran Thi Huyen Trang | - Head of the counting committee |
|-----|--------------------------|----------------------------------|



- (2) Ms. Nguyen Thi Ngoc Quyen - Member  
(3) And other assistant members.

Voting results:

- Agree: 100%
- Disagree: 0%
- No opinion: 0%

3.3. The Presidium appointed Ms. Do Thi Linh as Secretary of the Congress to assist the Presidium in recording, receiving shareholders' opinions, and drafting the Minutes and Resolutions of the Congress.

4. **The Congress approved the 2025 Annual General Meeting of Shareholders Agenda with the following voting results:**

- Agree: 100%
- Disagree: 0%
- No opinion: 0%

5. **The Congress approved the Regulations for organizing the 2025 Annual General Meeting of Shareholders with the following voting results:**

- Agree: 100%
- Disagree: 0%
- No opinion: 0%

### III. MEETING AGENDA

1. **Mr. Nguyen Bich Lan - Chairman of the Board of Directors, on behalf of the Board of Directors, presented the Report on the 2024 Performance Results and the 2025 Operational Plan of the Board of Directors of Vinafreight Joint Stock Company.**

2. **The Report on the 2024 Performance Results and the 2025 Operational Plan of the Independent Member of the Board of Directors of Vinafreight Joint Stock Company is attached in the Meeting Documents.**

3. **Mr. Vo Thanh Dong - Head of the Supervisory Board presents the 2024 Performance Report and the 2025 operating plan of the Supervisory Board of Vinafreight Joint Stock Company.**

4. **The Presidium submits the following Proposal to the Congress:**

- 4.1 Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the Audited Separate Financial Statements and Consolidated Financial Statements for the year 2024 of Vinafreight Joint Stock Company.
- 4.2 Approval of the Proposal to General Meeting of Shareholders regarding the approval of authorizing the Board of Directors to evaluate and select the Auditing Firm for the Financial Statements of the year 2025 of Vinafreight Joint Stock Company.
- 4.3 Approval of the Proposal to General Meeting of Shareholders regarding the approval of the Business Plan for the year 2025 of Vinafreight Joint Stock Company.
- 4.4 Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the 2024 Profit Distribution Plan and the proposed 2025 Profit Distribution Plan of Vinafreight Joint Stock Company.
- 4.5 Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the Report on the Implementation of the Operating Fund of the Board of Directors and the Supervisory Board for the year 2024 and the proposed Operating Fund Allocation Plan for the Board of Directors and the Supervisory Board for the year 2025 of Vinafreight



Joint Stock Company.

- 4.6 Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the anticipated transaction of receiving the transfer of Vinafreight Joint Stock Company voting shares to increase the ownership ratio without a public tender offer.

## 5. Congress Discussion.

Mr. Nguyen Bich Lan, Chairman of the Meeting, conducted the discussion session. Shareholders asked questions or submitted questions through the Question Submission Forms distributed at the Meeting. A total of 03 questions/comments/topics were discussed and answered at the Meeting.

### 5.1 Shareholder Tai Viet Corporation - Shareholder Code VNF0593, made the following comments:

**Why does the company's 2025 Business Plan show a decline in both revenue and profit compared to 2024? What is the basis for the 2025 business plan?**

*Mr. Nguyen Anh Minh, Member of the Board of Directors, responded on behalf of the Presidium as follows:* The company's 2025 business plan is lower than the actual performance of 2024, but it is still higher than the planned revenue and revenue of 2024. The 2024 revenue plan was VND 1,192 billion, and the operating profit was VND 43 billion. In 2024, the company achieved net revenue of VND 1,773 billion and profit of VND 102 billion. This was due to an objective condition regarding freight rates and the profit margin of the air cargo general agent service segment of Vector International Aviation Services Co., Ltd. - a subsidiary of Vinafreight, which achieved very high results in 2024, accounting for a significant proportion of Vinafreight total consolidated profit.

Other business units of Vinafreight also achieved good results in 2024, ensuring the planned targets. In 2025, Vinafreight aims for revenue of VND 1,545 billion, an increase of approximately VND 300 billion compared to the 2024 plan but a decrease of approximately VND 200 billion compared to the actual performance of 2024. The reason is that when developing the plan, the total output is calculated based on growth driven by economic development, but total revenue may decrease due to the significant decline in current freight rates in 2025 compared to 2024, leading to difficult to achieve profits like 2024.

### 5.2. Shareholder Nguyen Nhat Toan - Shareholder Code VNF0237, made the following comments:

**What is the company's strategy for the next 10 years?**

*Mr. Nguyen Bich Lan, Chairman of the Board of Directors, responded on behalf of the Presidium as follows:* Vinafreight has gone through nearly 24 years of establishment and operation. The company has grown remarkably in terms of scale, assets, and business operations, as evidenced by the 2024 performance results. Regarding the strategy for the upcoming period, the company sets out a number of short-term and long-term goals as follows:

- Focus on the company's core services, including two segments: (i) forwarding and logistics, (ii) air cargo general agency.
- Participate with the parent company and major/strategic shareholders in investing in infrastructure to serve logistics and e-commerce services, ensuring that the company has the facilities to demonstrate to foreign customers/partners.
- Maintain efficiency, ensure all operational criteria of a listed joint stock company, and seek additional opportunities in potential sectors that may bring new efficiency to the company, with a particular focus on niche and specialized markets such as pharma logistics and e-commerce services.



**5.3. Shareholder Nguyen Khanh - Shareholder Code VNF0207, made the following comments:**

**Please update on the situation of Mipec Port?**

*Mr. Le Duy Hiep, Member of the Board of Directors of Vinafreight Joint Stock Company and Chairman of the Board of Directors of Mipec Port Joint Stock Company, responded on behalf of the Presidium as follows:* In October 2024, a major typhoon named Yagi hit Hai Phong, affecting all ports, especially Mipec Port, which suffered heavy damage (2 cranes completely damaged and 1 crane significantly damaged). Mipec immediately took measures to address the consequences, worked with the insurance company, and has now basically completed the compensation process. In parallel, due to a shortage of equipment, Mipec is supplementing other equipment and is in negotiations to purchase cranes. Therefore, the company's 2024 revenue and profit did not meet the plan, resulting in a loss of approximately VND 110 billion. In 2025, Mipec's situation is expected to improve, with a planned revenue of VND 180 billion, still resulting in a loss of VND 56 billion. However, this is a significant effort by the company. The situation improved in January 2025 when Mipec successfully marketed regular liner routes to the port. Hopefully, in 2025, with successful equipment supplementation, Mipec will exceed the planned targets, with revenue of approximately VND 200 billion and pre-tax loss of VND 50 billion.

**6. The counting committee provided instructions on the voting methods for the items presented to the General Meeting of Shareholders.**

**7. Mr. Vo Thanh Dong - Head of the Delegate Eligibility Verification Committee, reported to the Meeting on the percentage of shareholders and authorized representatives of shareholders attending the Meeting before shareholders voted on the presented items.**

The total number of shareholders and authorized representatives of shareholders attending the Meeting as of 10:34 AM on March 28<sup>th</sup>, 2025, before the voting, was 32 people, representing 28,201,329 voting shares, accounting for 88.96% of the Company's total voting shares.

**8. The Meeting proceeded with voting on the items presented to the 2025 Annual General Meeting of Shareholders.**

**9. The Meeting took a recess.**

**10. The results of the ballot counting for the items presented to the 2025 Annual General Meeting of Shareholders were announced:**

Ms. Tran Thi Huyen Trang, Head of the Counting Committee, announced the ballot counting results for the items presented to the 2025 Annual General Meeting of Shareholders, as detailed below:

The total number of shareholders and authorized representatives of shareholders attending the Meeting as of 09:45 AM on March 28<sup>th</sup>, 2025, was 29 people, representing 28,201,329 voting shares, accounting for 88.88% of the Company's total voting shares.

The total number of shareholders and authorized representatives of shareholders attending the Meeting as of the voting time at 10:34 AM on March 28<sup>th</sup>, 2025, was 32 people, representing 28,201,329 voting shares, accounting for 88.96% of the Company's total voting shares.

**10.1 General information:**

- Voting method : Mark your choice on the Voting Form.
- Total Voting Form issued : 32 votes, representing 28.201.329 total number of votes of shareholders attending the meeting, accounting for 100% of the total voting of the shareholders attending the meeting.
- Total number of Voting Form collected : 29 votes, representing 28,200,987 total number of votes of shareholders attending the meeting, accounting for 99,998787% of the total voting of the shareholders attending the meeting.

**Specifically:**

- Total number of valid vote form collected: **29** votes, representing **28,200,987** number of votes, accounting for **100%** of the total number of votes of shareholders attending the meeting and voting.
- Total number of valid vote form collected: **0** vote, representing **0** number of votes, accounting for **0%** of the total number of votes of shareholders attending the meeting and voting.

**a) Voting results:**

*(Ratios are calculated based on the total number of voting shares of shareholders and authorized representatives of shareholders attending and voting at the meeting)*

No	Matters	Voting results (Total number of votes)			Result
		Approved	Disapproved	No opinion	
01	Approval of the 2024 Business Performance Report and 2025 Business Plan of the Board of Directors of Vinafreight Joint Stock Company.	<b>28.200.887</b> votes <i>(accounting for 99,999645% of total votes)</i>	<b>100</b> votes <i>(accounting for 0,000355% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
02	Approval of the 2024 performance report and 2025 performance plan of the independent member of the Board of Directors of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
03	Approval of the 2024 Performance Report of the Supervisory Board of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
04	Approval of the 2024 audited Financial Statement of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
05	Approval of the Proposal to General Meeting of Shareholders on approving the authorization for the Board of Directors to evaluate and select an Auditing Unit for the 2025 Financial Statements of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
06	Approval of the Proposal to the General Meeting of Shareholder on the approval of the 2025 business plan of Vinafreight Joint Stock	<b>28.200.887</b> votes <i>(accounting for</i>	<b>100</b> votes <i>(accounting for 0,000355% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved



No	Matters	Voting results (Total number of votes)			Result
		Approved	Disapproved	No opinion	
	Company.	<b>99,999,645%</b> <i>(of total votes)</i>			
07	Approval of the Proposal to the General Meeting of Shareholders on the approval of the 2024 profit distribution plan and the 2025 profit distribution plan of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
08	Approval of the Proposal to the General Meeting of Shareholders on the approval of the report on the implementation of the Board of Directors' and Supervisory Board's funds in 2024 and the plan to set aside operating funds for the Board of Directors and Supervisory Boards' funds in 2025 of Vinafreight Joint Stock Company.	<b>28.200.987</b> votes <i>(accounting for 100% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	Approved
09	Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the anticipated transaction of receiving the transfer of Vinafreight Joint Stock Company voting shares to increase the ownership ratio without a public tender offer..	<b>5.695.126</b> votes <i>(accounting for 62,29 % of total votes)</i>	<b>0</b> votes <i>(accounting for 0% of total votes)</i>	<b>3.447.360</b> votes <i>(accounting for 37,71% of total votes)</i>	Approved

*Regarding matter no 09: the percentage of votes calculated on the total number of voting shares of shareholders and authorized representatives of shareholders attending the General Meeting and voting, minus the number of voting shares of shareholders who are related to the parties transferring VNF shares including: Transimex coporation, Mr. Bui Tuan Ngoc, Mr. Le Duy Diep, Mr. Vu Chinh, Mr. Bui Minh Tuan, Mr. Pham Xuan Quang and Viet Culture Services Joint Stock Company.*

The vote counting ended at 11:00 a.m, March 28<sup>th</sup> 2025, and was approved by the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.

#### **IV. MATTERS APPROVED BY THE CONGRESS AT THE MEETING:**

Based on the above vote counting results, the following matters were approved by the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company:

No	Issues passed	Voting results		
		Total votes in favor	Voting ratio (%)	Result
1.	Approval of the 2024 Business Performance Report and 2025 Business Plan of the Board of Directors of	28.200.887 votes	99,999,645%	Approved

No	Issues passed	Voting results		
		Total votes in favor	Voting ratio (%)	Result
	Vinafreight Joint Stock Company.			
2.	Approval of the 2024 performance report and 2025 performance plan of the independent member of the Board of Directors of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
3.	Approval of the 2024 Performance Report of the Supervisory Board of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
4.	Approval of the 2024 audited Financial Statement of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
5.	Approval of the Proposal to General Meeting of Shareholders on approving the authorization for the Board of Directors to evaluate and select an Auditing Unit for the 2025 Financial Statements of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
6.	Approval of the Proposal to the General Meeting of Shareholder on the approval of the 2025 business plan of Vinafreight Joint Stock Company.	28.200.887 votes	99,999645%	Approved
7.	Approval of the Proposal to the General Meeting of Shareholders on the approval of the 2024 profit distribution plan and the 2025 profit distribution plan of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
8.	Approval of the Proposal to the General Meeting of Shareholders on the approval of the report on the implementation of the Board of Directors' and Supervisory Board's funds in 2024 and the plan to set aside operating funds for the Board of Directors and Supervisory Boards' funds in 2025 of Vinafreight Joint Stock Company.	28.200.987 votes	100%	Approved
9.	Approval of the Proposal to the General Meeting of Shareholders regarding the approval of the anticipated transaction of receiving the transfer of Vinafreight Joint Stock Company voting shares to increase the ownership ratio without a public tender offer..	5.695.126 votes	62,29%	Approved

## V. APPROVING THE MINUTES AND RESOLUTION OF GENERAL MEETING

1. Mr. Nguyen Bich Lan – The chair of the General Meeting presented to the General Meeting the content of the Minutes of the General Meeting of Shareholders and organized to collect opinions of the General Meeting with a 100% approval rate. The Minutes of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company were legally approved.
2. Ms. Do Thi Linh – The Secretary of the General Meeting announce the entire resolution of the



2025 General Meeting of Shareholders with the approval of Section IV of this Minutes and approved by the 2025 General Meeting of Shareholders of Vinafreight Joint Stock Company with a 100% approval rate.

#### VI. CLOSING OF THE MEETING

- Mr. Nguyen Bich Lan - The Chair of the Congress delivered the closing speech of the Congress.
- The congress ended at 11:22 a.m on the same day.
- The Minutes was approved by the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company with 100% voting results.

**SECRETARY**



**Do Thi Linh**

**ON BEHALF OF THE PRESIDIUM  
THE CHAIR OF THE CONGRESS**



**Nguyen Bich Lan  
Chairman of BOD**



No.: 01/2025/NQ.ĐHĐCĐ-VNF

Ho Chi Minh City, March 28<sup>th</sup>, 2025**RESOLUTION****2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VINA FREIGHT JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, effective from January 1, 2021, and its implementing guidelines;*

*Pursuant to the Charter of Vinafreight Joint Stock Company;*

*Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025/BB.ĐHĐCĐ-VNF dated March 28<sup>th</sup>, 2025, of Vinafreight Joint Stock Company,*

**RESOLVED:**

**Article 1. Approval of the Report on the 2024 operational results and the 2025 operational plan of the Board of Directors of Vinafreight Joint Stock Company.**

*The detailed report is attached.*

**Article 2. Approval of the Report on the 2024 operational results and the 2025 operational plan of the Independent Member of the Board of Directors of Vinafreight Joint Stock Company.**

*The detailed report is attached.*

**Article 3. Approval of the Report on the 2024 operational results of the Board of Supervisors of Vinafreight Joint Stock Company.**

*The detailed report is attached.*

**Article 4. Approval of the audited separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company.**

Approval of the separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company, which have been audited by Ernst & Young Vietnam Limited Liability Company.

The separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company have been duly disclosed and published on the company's official website (<https://www.vinafreight.com>) in accordance with applicable regulations.

**Article 5. Approval of the authorization for the Board of Directors to assess and select the auditing firm for the 2025 financial statements of Vinafreight Joint Stock Company.**

**1. Criteria for selecting the Independent Auditing Firm:**

- Must be a legally operating company in Vietnam.
- Must be an independent auditing firm listed among the audit firms approved by the State Securities Commission for auditing in accordance with regulations and laws on independent auditing.
- Must have experience in auditing Vietnamese public companies.
- Must have a reputable track record for audit quality.





- Must have a highly qualified and experienced audit team.
- Must meet the requirements regarding the audit scope and schedule.
- Must offer a reasonable audit fee appropriate to the quality and scope of the audit.

## 2. Proposal for the Selection of the Auditing Firm:

The 2025 Annual General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of one of the auditing firms approved by the State Securities Commission to audit listed companies, from the following list:

- Pwc (Vietnam) Limited (PWC).
- Ernst & Young Vietnam Limited (EY).
- Deloitte Vietnam Audit Company Limited (Deloitte).
- KPMG Limited (KPMG).

## Article 6. Approval of the 2025 business plan of Vinafreight Joint Stock Company.

*Unit: Billion dong*

No	Criteria	The 2024 plan	The 2024 performance	The 2025 plan	(% ) The 2025 plan compared with	
					The 2024 plan	The 2024 performance
1	Charter Capital	317	317	317	100%	100%
2	Net Revenue from Service Provision	1.192	1.773	1.545	130%	87%
3	Profit Before Tax	43	102	54,2	126%	53%
4	Profit After Tax	33	73	43,3	131%	59%
5	Projected Dividend (Cash)	-	15%	15%	-	-
6	Rewards for the Board of Directors, the Supervisory Board, the Executive Board, and Management Officers (5% of the amount exceeding the planned target, if the 2025 business plan is surpassed).	-	-	-	-	-

## Article 7. Approval of the 2024 profit distribution plan and the proposed 2025 profit distribution plan of Vinafreight Joint Stock Company.

### 1. Profit Distribution Plan 2024:

*Unit: million dong*

No.	Criteria	Amount
1	Profit for 2024	
1.1	Profit before tax	101.681

No.	Criteria	Amount
1.2	Corporate income tax	(28.667)
1.3	Profit after tax	73.015
1.4	Accumulated undistributed profit after tax as of 1 <sup>st</sup> /01/2024	178.738
1.5	Accumulated undistributed profit after tax as of 31 <sup>st</sup> /12/2024	238.617
<b>2</b>	<b>Profit distribution 2024 (including):</b>	<b>48.571</b>
2.1	Allocation to the operating fund of the Board of Directors and the Board of Supervisors for 2024	1.000
2.2	Cash dividend payment (15% of charter capital)	47.574
<b>3</b>	<b>Remaining undistributed profit after tax carried forward to 2025</b>	<b>190.044</b>

**2. Expected annual profit distribution plan 2025:**

*Unit: million dong*

No.	Criteria	Amount
<b>1</b>	<b>Profit for 2025</b>	
1.1	Profit before tax 2025	54.171
1.2	Corporate income tax	10.834
1.3	Profit after tax 2025	43.337
1.4	Remaining undistributed profit after tax of 2024	190.044
<b>2</b>	<b>Profit distribution 2025 (including):</b>	<b>48.874</b>
2.1	Allocation to the operating fund of the Board of Directors and the Board of Supervisors for 2025 (3%)	1.300
2.2	Cash dividend payment (15% of charter capital)	47.574
<b>3</b>	<b>Remaining undistributed profit after tax carried forward to 2026</b>	<b>141.170</b>

**3. Approving the authorization to decide on the matters specified in Sections 1 and 2 above, as well as the authority to determine the related procedures and tasks arising during the implementation of the 2024 profit distribution plan.**

The 2025 Annual General Meeting of Shareholders authorizes the Company's Board of Directors to implement the details and make decisions regarding the execution of the 2024 profit distribution plan after it has been approved by the 2025 Annual General Meeting of Shareholders and in accordance with applicable laws.

**Article 8. Approval of the report on the utilization of the operational fund of the Board of Directors and the Supervisory Board for 2024 and the plan for allocating the operational fund of the Board of Directors and the Supervisory Board for 2025 of Vinafreight Joint Stock Company.**

**1. Report on the implementation of the Board of Directors and Supervisory Board's operating fund in 2024:**

No.	Criteria	Amount (Million dong)
1	Balance of the operating fund of the Board of Directors and the Board of	524



No.	Criteria	Amount (Million dong)
	Supervisors carried forward from 2023.	
2	Allocation to the operating fund of the Board of Directors and the Board of Supervisors from the distribution of profit after tax for 2023.	1.000
3	Total expenditure of the Board of Directors and Supervisory Board's operating remuneration fund in 2024 ( <i>including</i> ):	1.324
4	Cumulative remaining operating fund balance of the Board of Directors and Supervisory Board at the end of 2024.	200

**2. Plan for setting aside operating funds of the Board of Directors and Board of Supervisors for the year 2025:**

No.	Criteria	Amount (Million dong)
1	Plan of profit before operating fund of Board of Directors, Board of Supervisors and after tax in 2025.	43.336
2	Ratio of fund allocation for the Board of Directors and Supervisory Board in 2025 (3% x Profit after tax).	3%
3	Plan for the Board of Directors and Supervisory Board's operating fund in 2025.	1.300
4	Bonus for Board of Directors, Board of Supervisors, Secretary of Board of Directors (if the Company exceeds business plan).	-

**Article 9. Approval the proposed transaction to acquire VNF shares from the shareholder Transimex Joint Stock Company. This acquisition may result in direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, or 75% of the voting shares of Vinafreight Joint Stock Company without being required to conduct a public tender offer pursuant to Article 35 of the Law on Securities.**

1. Transferee: Transimex Corporation.
2. Transferor: Viet Cultural Services Corporation.
3. Transfer method: Order-matching transactions and/or negotiated transactions in compliance with applicable laws.
4. Execution time: After approval by the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
5. Approval for the Transferee and its related persons, as defined in Points a, b, c, d, e, and g, Clause 46, Article 4 of the Law on Securities 2019, to acquire shares of Vinafreight Joint Stock Company, resulting in direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, or 75% of the voting shares of Vinafreight Joint Stock Company, without being required to conduct a public tender offer in accordance with applicable laws.
6. The General Meeting of Shareholders authorizes the Board of Directors of Vinafreight Joint Stock Company to have full authority to decide on all matters related to the aforementioned transfer transaction to ensure compliance with the approved content after obtaining approval from the 2025 Annual General Meeting of Shareholders

19-C  
Y  
IN  
IGHT  
IỔ CHỈ

**Article 10. Implementation Provisions.**

1. The Resolution of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company has been duly approved by the General Meeting of Shareholders and shall take effect from the date of signing.
2. The Board of Directors and the Executive Board of Vinafreight Joint Stock Company shall implement this resolution.

**Recipient:**

- As stipulated in Article 10;
- SSC, HNX;
- Company website;
- Archived VT, BOD's Secretary.

**ON BEHALF OF GENERAL MEETING  
OF SHAREHOLDERS**

**CHAIRPERSON OF THE MEETING**



**Nguyen Bich Lan**

**Chairman of the Board of Directors**







**VINAFREIGHT JOINT STOCK COMPANY**

**(Stock Code: VNF )**

-----

# **DOCUMENTS**

## **THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Ho Chi Minh City, March 28<sup>th</sup>, 2025**



## LIST OF DOCUMENTS SENT TO SHAREHOLDERS AT THE GENERAL MEETING

1.	Voting Card.
2.	Voting Ballot.
3.	Registration Form for Speaking at the Meeting.
4.	The draft Agenda of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
5.	The draft Regulations for organizing the 2025 Annual General Shareholders of Vinafreight Joint Stock Company.
6.	Report on the 2024 Performance and the 2025 Business Plan of the Board of Directors of Vinafreight Joint Stock Company.
7.	Report on the 2024 Performance and the 2025 Business Plan of the Independent Board Member of Vinafreight Joint Stock Company.
8.	Report on the 2024 Performance of the Supervisory Board of Vinafreight Joint Stock Company.
9.	Proposal to the General Meeting of Shareholders on the approval of the audited separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company.
10.	Proposal to the General Meeting of Shareholders of authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Vinafreight Joint Stock Company.
11.	Proposal to the General Meeting of Shareholders on the approval of the 2025 business plan of Vinafreight Joint Stock Company.
12.	Proposal to the General Meeting of Shareholders on the approval of the 2024 profit distribution plan and the projected profit distribution plan for 2025 of Vinafreight Joint Stock Company.
13.	Proposal to the General Meeting of Shareholders on the approval of the report on the use of the operating fund of the Board of Directors and the Supervisory Board in 2024 and the Plan for the Allocation of the Operating Fund for 2025 of the Board of Directors and the Supervisory Board of Vinafreight Joint Stock Company.
14.	Proposal to the General Meeting of Shareholders on the approval of the proposed transaction to acquire voting shares of Vinafreight Joint Stock Company to increase the ownership ratio without making a public tender offer.
15.	Draft Resolution of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.



Ho Chi Minh City, March 28<sup>th</sup>, 2025

## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS

Regarding: Approval of Agenda of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company

**To: General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14; the Securities Law No. 54/2019/QH14;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company (“Company”),

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft agenda of the 2025 Annual General Meeting of Shareholders of the Company to be presented at the 2025 Annual General Meeting of Shareholders, with details as follows:

1. **Time:** 09:30 AM, March 28<sup>th</sup>, 2025 (Friday).
2. **Venue:** Conference Room - Hoa Vien Tri Ky Restaurant - No. 123 Hong Ha, Ward 09, Phu Nhuan District, Ho Chi Minh City, Vietnam.
3. **Meeting agenda :**

STT	Subject Matters	Presenter
<b>I</b>	<b>Opening: 09:30</b>	
1	Declaration of Purpose and Opening, Introduction of the Attendees.	Organizing Committee
2	Report on the Results of the Verification of the Eligibility of Delegates to Attend the 2024 Annual General Meeting Shareholders.	Mr. Vo Thanh Dong Head of the Supervisory Board
<b>II</b>	<b>Approval of the Composition of the Board of the General Meeting, the Vote Counting Committee, and the Appointment of the Meeting Secretary.</b>	Organizing Committee
<b>III</b>	<b>The General Meeting approves the agenda of the 2025 Annual General Meeting of Shareholders.</b>	The Chair of General Meeting
<b>IV</b>	<b>The General Meeting approves Regulations on the Organization of the 2025 Annual General Meeting of Shareholders.</b>	The Chair of General Meeting
<b>V</b>	<b>The Board of Directors, the Independent Members of the Board of Directors, and the Supervisory Board submit the Reports to the General Meeting of Shareholders:</b>	

STT	Subject Matters	Presenter
1	Approval of the Report on the 2024 Performance and the 2025 Business Plan of the Board of Directors of Vinafreight Joint Stock Company.	Mr. Nguyen Bich Lan Chairman of the Board of Directors
2	Approval of the Report on the 2024 Performance and the 2025 Business Plan of the Independent Board Member of Vinafreight Joint Stock Company.	Mr. Vu Chinh Independent Member of the Board of Directors
3	Approval of the Report on the 2024 Performance of the Supervisory Board of Vinafreight Joint Stock Company.	Mr. Vo Thanh Dong Head of the Supervisory Board
<b>VI</b>	<b>The Chair of General Meeting presents to the General Meeting the following Proposals</b>	
1	Approval of Proposal to the General Meeting of Shareholders on the approval of the audited separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company.	The Chair of General Meeting
2	Approval of Proposal to the General Meeting of Shareholders on the approval of authorizing the Board of Directors to assess and select the Auditing Firm for the 2025 Financial Statements of Vinafreight Joint Stock Company.	The Chair of General Meeting
3	Approval of the Proposal to the General Meeting of Shareholders on the approval of the 2025 Business Plan of Vinafreight Joint Stock Company.	The Chair of General Meeting
4	Approval of Proposal to the General Meeting of Shareholders on the approval of the 2024 Profit Distribution Plan and the projected 2025 Profit Distribution Plan of Vinafreight Joint Stock Company.	The Chair of General Meeting
5	Approval of Proposal to the General Meeting of Shareholders on the approval of the Report on the utilization of the operational fund of the Board of Directors and the Supervisory Board for 2024 and the plan for setting aside the operational fund of the Board of Directors and the Supervisory Board for 2025 of Vinafreight Joint Stock Company.	The Chair of General Meeting
6	Approve of Proposal submitted to the General Meeting of Shareholders regarding the approval of the proposed transaction to acquire voting shares of Vinafreight Joint Stock Company to increase the ownership ratio without having to conduct a public tender offer.	The Chair of General Meeting
<b>VI</b>	<b>The General Meeting discuss and vote on the Reports and proposals.</b>	
<b>15 MINUTE BREAK</b>		





**VINAFREIGHT JOINT STOCK COMPANY**

Address: 8th Floor, Phu Nhuan Plaza Building, No. 82 Tran Huy Lieu, Ward 15, Phu Nhuan District, Ho Chi Minh City, Vietnam.

Tel: (0283) 844 6409

Website: <https://www.vinafreight.com>

STT	Subject Matters	Presenter
VII	Supervisory Board announce voting results.	The Vote Counting Committee
VIII	General Meeting approve the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.	Secretary of the General Meeting
X	Close the 2025 Annual General Meeting of Shareholders.	The Chair of General Meeting

Respectfully submit./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**

Ho Chi Minh City, March 28<sup>th</sup>, 2025

## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS

*Regarding the approval of the draft Regulations on the Organization of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company*

**To: General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14; the Securities Law No. 54/2019/QH14;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company ("Company"),

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft Regulations on the Organization of the 2025 Annual General Meeting of Shareholders of the Company to be presented at the 2025 Annual General Meeting of Shareholders, with details as follows:**

The detailed content of the draft Regulations on the Organization of the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company is attached hereto.

Respectfully submit./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



## REGULATIONS ON THE ORGANIZATION OF THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### VINAFREIGHT JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14; the Securities Law No. 54/2019/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company,

In order to ensure the successful and smooth conduct of the 2025 Annual General Meeting of Shareholders (AGM) of Transimex Logistics Corporation (the “Company”), the Board of Directors (the “Board”) has established the following Regulations, principles of operation, conduct, and voting during the Meeting:

#### Article 1. Purpose

1. Ensure that the procedures, principles of conduct, and voting at the Company’s Annual General Meeting of Shareholders are in accordance with the regulations and are conducted successfully.
2. The Resolutions of the Annual General Meeting of Shareholders reflect the unanimous will of the Shareholders’s Meeting, fulfilling the wishes and rights of the Shareholders and in compliance with the law.

#### Article 2. Subjects of Application and Scope of Regulation

1. Subjects of Application: All shareholders, representatives (authorized persons), and guests attending the 2025 Annual General Meeting of Shareholders of the Company must comply with and adhere to the provisions of this Regulation, the Company’s Charter, and the applicable laws.
2. Scope of Regulation: This Regulations shall apply to the organization of the Company’s 2024 Annual General Shareholders’ Meeting.

#### Article 3. Solution prefer technique language / word write turn off

1. Company : VINAFREIGHT JOINT STOCK COMPANY.
2. BOD : Board of Directors.
3. OC : Organizing Committee of the Company’s 2025 Annual General Meeting of Shareholders.
4. SB : Company Supervisory Board.
5. Supervisors : Member of the Company's Supervisory Board.
6. GM/ General Meeting : The Company’s 2025 Annual General Meeting of Shareholders.
7. Delegates : Shareholders, representatives (*authorized persons*) of Company shareholders.

#### Article 4. Conditions for Convening the General Meeting of Shareholders

1. The GM shall be convened when the attending delegates represent more than 50% of the total voting shares.
2. In case the first convening of the GM fails to meet the conditions specified in Clause 1 of this



Article, a notice of the second convening shall be sent within 30 (thirty) days from the intended date of the first meeting. The second convening of the GM shall be conducted when the attending delegates represent at least 33% of the total voting shares.

3. In case the second convening of the GM fails to meet the conditions specified in Clause 2 of this Article, a notice of the third convening shall be sent within 20 (twenty) days from the intended date of the second meeting. The third convening of the GM shall be conducted regardless of the total voting shares represented by the Attending Delegates.

#### **Article 5. Delegates Attending the GM**

1. Shareholders of the Company as per the finalized list dated February 27<sup>th</sup>, 2025, shall have the right to attend the GM; they may attend in person or authorize a representative to attend on their behalf. In cases where more than one authorized representative is appointed in accordance with legal regulations, the specific number of shares and voting rights assigned to each representative must be clearly determined.
2. Punctuality, appropriate and formal attire, compliance with security checks (if any), and presentation of identification documents, etc., as required by the OC.
3. Receive meeting documents and materials at the reception area in front of the General Meeting hall.
4. Shareholders arriving late have the right to register immediately and thereafter participate and vote at the General Meeting. The Chairman is not responsible for pausing the Meeting to allow late attendees to register. The voting results of matters that have already been voted on prior to the late attendee's arrival shall remain unaffected.
5. Keep the phone on silent or turn it off; if necessary, step outside to make calls.
6. Smoking is prohibited inside the General Meeting room.
7. Comply with the Regulations of the OC and the instructions of the Chairman conducting the Meeting.
8. In the event that a Delegate fails to comply with the aforementioned inspection requirements or measures, the Chairman, after careful consideration, may refuse or expel the Delegate from the venue of the Meeting in order to ensure that the Meeting proceeds smoothly according to the agenda.

#### **Article 6. Guests at the General Meeting**

1. These are the employees of the Company, guests, and members of the OC who are not shareholders of the Company but have been invited to attend the General Meeting
2. Guests shall not participate in making statements at the General Meeting (unless invited by the Chairman of the Meeting or have registered in advance with the OC and received the Chairman's consent).

#### **Article 7. The Chairman and the Board of the General Meeting**

1. The Board of the General Meeting consists of one (01) Chairman of the Meeting and up to two (02) incumbent members of the Board of Directors, the Supervisory Board, and the General Director. The Chairman of the Board of Directors shall serve as the Chairman of the General Meeting. The Board of the General Meeting is approved by a vote of the General Meeting and is responsible for conducting the proceedings of the General Meeting according to the agenda and content pre-approved by the Board of Directors.
2. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to serve as the Chairman of the General



Meeting based on the majority principle. If no one is elected as Chairman of the General Meeting, the Head of the Supervisory Board shall preside over the election of the Chairman of the General Meeting from among the attendees, with the person receiving the highest number of votes being appointed as the Chairman of the General Meeting.

3. In other cases, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting to conduct the election of the Chairman of the General Meeting, and the person with the highest number of votes shall be appointed as the Chairman of the General Meeting.
4. Responsibilities of the Board of the General Meeting:
  - a. To preside over the activities of the GM in accordance with the program approved by the BOD and the GM;
  - b. To guide the Delegate and the GM in discussing the matters included in the agenda;
  - c. To present drafts, conclusions on necessary issues for the GM to vote on;
  - d. To resolve any issues arising during the course of the GM.
5. The working principle of the Board of the General Meeting: The Board of the General Meeting works on the principle of collective decision-making, democratic centralization, and decisions are made by majority vote.

#### **Article 8. Secretary of the General Meeting**

1. The Secretary of the General Meeting shall be appointed by the Board of the General Meeting and shall be responsible to the Board of the General Meeting for their duties, under the direction of the Board of the General Meeting.
2. The Board of the General Meeting or the Secretary of the General Meeting may undertake necessary actions to conduct the General Meeting in a lawful and orderly manner or to ensure that the meeting reflects the wishes of the majority of the attending Delegates.

#### **Article 9. The Delegate Eligibility Verification Committee**

1. The Delegate Eligibility Verification Committee of the General Meeting consists of 02 (two) members, including 01 (one) the Head of Committee and 01 (one) member, who are responsible to the Board of the General Meeting, The General Meeting for their duties.
2. Responsibilities of the Delegate Eligibility Verification Committee:
  - a. Verify the eligibility and status of shareholders, shareholder representatives attending the meeting.
  - b. The Head of The Delegate Eligibility Verification Committee shall report to the GM on the status of shareholders attending the meeting. If the meeting has the required number of shareholders and authorized representatives, representing more than 50% of the voting shares, the GM of the Company shall proceed.

#### **Article 10. Vote Counting Committee**

1. The Vote Counting Committee is proposed by the Board of the General Meeting and consists of at least three (03) members, including one (01) The Head of Committee, two (02) members, and supporting staff, to facilitate the voting process by a show of voting cards. Candidates running for election or nomination are not allowed to participate in the Vote Counting Committee.
2. Responsibilities of the Vote Counting Committee:



- a. To disseminate the principles, regulations, and instructions on how to vote and how to conduct elections;
- b. To examine and record the Voting Ballots, Election Ballots, prepare the Vote Counting Minutes, and announce the vote counting results;
- c. To promptly notify the results of the voting, election to the Secretary of the General Meeting;
- d. To review and report to the General Meeting any violations of the voting procedures, election rules, or any complaints regarding the results of the voting and election.

#### **Article 11. Speeches at the General Meeting**

1. Representatives attending the General Meeting, when wishing to express their opinions, must obtain the approval of the Board of the General Meeting. The representative's speech should be concise and focus on the key issues to be discussed, in line with the agenda approved by the General Meeting, or the representative may submit their comments in writing to the Secretary of the General Meeting for compilation and reporting to the Board of the General Meeting.
2. The Board of the General Meeting will arrange for the delegates to speak in the order of their registration and will address any questions raised by the delegates during the General Meeting or acknowledge that responses will be provided later in writing.

#### **Article 12. Voting on Matters at the General Meeting**

1. Principle:
  - a. All matters in the agenda and content of the meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
  - b. The voting cards, voting ballots, and election ballots are printed, stamped with the Company's seal, and directly sent to the Delegates at the General Meeting of Shareholders (along with the meeting materials). Each Delegate is provided with a voting card, voting ballot, and election ballot. The voting card, voting ballot, and election ballot clearly state the shareholder's code, full name, number of shares owned, and The authorized representative who is granted the right to vote on behalf of that Delegate.
  - c. The method of voting on issues at the General Meeting is as follows:
    - (i) Voting by raising the Voting Card: This method is used to approve issues such as: the Agenda of the General Meeting; the Regulations for the Organization of the General Meeting; the Regulations for Nomination, Election, and Appointment of an additional member to the Supervisory Board for the remainder of the 2022-2027 term; the list of candidates for the election of an additional member to the Supervisory Board for the remainder of the 2022-2027 term; the Board of the General Meeting, the Vote Counting Committee; the Minutes of the Meeting, the Resolutions of the Meeting, and any other matters discussed at the General Meeting (*if any*);
    - (ii) Voting by filling out the Voting Card: This method is used to approve the Reports and Proposals presented at the General Meeting.
2. Voting Method:
  - a. The Delegates cast their votes to Approve, Disapprove, or No Opinion on an issue presented for voting at the General Meeting by raising the Voting Card or filling in the corresponding options on the Voting Form in accordance with the provisions of Clause 1 of this Article.
  - b. When voting by raising the Voting Card, the front of the Voting Card must be raised facing the Board of the General Meeting. If a delegate does not raise the Voting Card in all three voting rounds Approve, Disapprove, or No Opinion on a given issue, it shall be considered as a vote



of “**Approve**” on that issue. If a delegate raises the Voting Card more than once when voting “Approve,” “Disapprove,” or “No Opinion” on an issue, it shall be considered as an “**Invalid**” vote. In the voting process using the Voting Card, members of the Delegate Qualification Verification Committee or the Vote Counting Committee shall mark the shareholder’s code and the corresponding Voting Card number for each delegate who votes “Approve,” “Disapprove,” “No Opinion,” or “Invalid.”

- c. When voting by filling out the Voting Form, for each item, Delegates must select one of the three options: “Approve,” “Disapprove,” or “No Opinion,” which are pre-printed on the Voting Form by marking an “X” or a “✓” in the box corresponding to their choice. After completing all the items to be voted on at the General Meeting, Delegates must submit their Voting Forms into the sealed ballot box at the meeting, following the instructions of the Vote Counting Committee. The Voting Form must bear the delegate's signature and clearly state their full name.
  - d. In the event that a Delegate fails to submit the Voting Form into the ballot box, such forms will be considered as uncollected votes, and the number of uncollected votes will be reported in the Vote Counting Minutes.
  - e. In the event that a Delegate wishes to correct a Voting ballot due to an incorrect marking, the delegate should strike through the incorrectly marked box and mark the correct box, signing next to the newly marked box. No erasures or smudging are allowed.
3. The validity of the Voting Ballot:
- a. A valid Voting Ballot is one that follows the pre-printed template issued by the OC, without any erasures, corrections, tears, or damage, and without any additional content other than what is specified for this form. It must bear the signature of the attending Delegate, with the full name of the Delegate written by hand beneath the signature.
  - b. On the Voting Ballot, the voting content is considered valid when the Delegate marks one (1) of the three (3) voting boxes. The voting content is considered invalid if it does not comply with the regulations for valid voting content. Any content for which the Delegate does not mark “X” or a check mark (✓) in the voting box will be considered as the Delegate expressing “**No Opinion**” on those matters.
  - c. An invalid Voting Ballot:
    - (i) Adding any content other than what is required for the Voting Ballot;
    - (ii) A voting Ballot that does not follow the pre-printed template issued by the OC, lacks the Company's seal, or has been altered, erased, or tampered with, shall render all the voting content on the voting form invalid.
4. Voting Regulations:
- a. Each (one) share is equivalent to one voting right. Each Delegate attending the meeting, representing one or more voting rights, will be issued a Voting Card and a Voting Ballot.
  - b. As of the shareholder record date (February 27<sup>th</sup>, 2025), the total number of outstanding shares of the Company is **31,700,380** shares, equivalent to **31,700,380** voting rights.
  - c. The resolution on the following matters shall be approved if it is voted in favor by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except in cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:
    - (i) The type of shares and the total number of shares of each type to be offered, issued, and



- other capital increase options in accordance with the provisions of the law;
- (ii) Changes to the industry, business activities, and areas of operation.
  - (iii) Changes to the organizational structure of the Company's management as stipulated in Article 11 of the Company's Charter and Article 137 of the Law on Enterprises;
  - (iv) Investment projects or the sale of assets valued at 35% or more of the total assets as stated in the Company's most recent financial statements;
  - (v) Reorganizing or dissolving the Company.
- d. The contents of the Resolution shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting; except in cases specified in Clause c, Section 4 of this Article and Sections 3, 4, and 6 of Article 148 of the Law on Enterprises.
- e. Shareholders/authorized representatives with a vested interest do not have the right to vote on contracts and transactions valued at 35% or more of the total assets of the Company as recorded in the most recent financial report; such contracts or transactions can only be approved if shareholders/authorized representatives holding at least 65% of the remaining voting shares agree (pursuant to Clause 4, Article 167, the Enterprise Law No. 59/2020/QH14).
- f. Shareholders/authorized representatives holding 51% or more of the total voting shares, or related parties of such shareholders, do not have the right to vote on contracts and transactions valued at more than 10% (of the total assets of the Company as recorded in the most recent financial report) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).
5. Recording the voting results:
- a. The method of vote counting shall be conducted by collecting the Voting Ballots at the General Meeting
  - b. The Vote Counting Committee shall verify the number of votes in Approve, Disapprove, No Opinion for each item and shall be responsible for recording, compiling, and reporting the results of the vote count at the General Meeting.
  - c. For sensitive issues and upon request by the Delegates, the Company must appoint an independent organization to conduct the collection and vote counting.

### **Article 13. Minutes and Resolutions of the General Meeting**

- 1. The Resolution of the General Meeting must be read and approved before the conclusion Of The Meeting.
- 2. The Minutes and Resolution of the General Meeting shall be kept and published on the Company's website: <https://www.vinafreight.com> for shareholders to access, in place of sending direct mail to shareholders, in order to reduce costs.

### **Article 14. Enforcement of the Regulations**

- 1. Delegates and guests attending the General Meeting must strictly comply with these Regulations. In case of any violation of these Regulations, depending on the specific severity, the Board of The Meeting shall consider and take appropriate actions in accordance with the Company's Charter and relevant laws.
- 2. The convener of the General Meeting shall have the right to:
  - a. Request all meeting attendees to undergo inspection or other security measures;



- b. Request the competent authorities to maintain order at the meeting; expel individuals who do not comply with the authority of the Board of The Meeting, intentionally disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security inspection requirements from the General Meeting.
3. Matters not specifically stipulated in this Regulation shall be uniformly applied in accordance with the provisions of the Company's Charter, the Internal Governance Regulations, the Law on Enterprises 2020, and other applicable legal regulations.
4. This Regulation shall take effect immediately upon approval by the Company's General Meeting.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**

## REPORT ON 2024 PERFORMANCE RESULTS AND 2025 BUSINESS PLAN

Pursuant to the duties, powers, and responsibilities of the Board of Directors as stipulated in the Charter and the Operating Regulations of the Board of Directors of Vinafreight Joint Stock Company (the “Company”).

The Board of Directors hereby submits to the 2025 Annual General Meeting of Shareholders (the “AGM”) the report on the 2024 performance results and the 2025 business plan as follows:

### I. COMPANY PERFORMANCE RESULTS IN 2024

- Business performance results for the fiscal year 2024 of Vinafreight Joint Stock Company (consolidated):

*UNIT: Billion dong*

No	Criteria	The 2024 plan	The 2024 performance	The 2023 performance	(% ) The 2024 performance compared with	
					The 2024 plan	Same period in 2023
1	Net revenue from sales and service provision.	1.192	1.773	1.123	149%	158%
2	Net profit from business operations	44	100	18.30	230%	548%
3	Profit before tax (PBT)	43	102	18.35	236%	554%
4	Ratio of PBT to total revenue	3.62%	5,73%	1.63%	159%	351%

### II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024:

#### 1. Members and structure of the Board of Directors:

- (a) On March 22<sup>th</sup>, 2024, the 2024 Annual General Meeting of Shareholders (“AGM”) approved the dismissal of 01 (one) member of the Board of Directors, Mr. Nguyen Ngoc Nhien (Resignation letter dated March 8<sup>th</sup>, 2024) and elected an additional 01 (one) member of the Board of Directors for replacement, Mr. Nguyen Anh Minh.
- (b) On November 29<sup>th</sup>, 2024, the 2024 Extraordinary General Meeting of Shareholders (through the form of collecting shareholders' written opinions) approved the dismissal of 01 (one) member of the Board of Directors, Ms. Le Hoang Nhu Uyen (Resignation letter dated September 27<sup>th</sup>, 2024) and elected an additional 01 (one) member of the Board of Directors to for replacement, Mr. Nguyen Hoang Hai.
- (c) List of the Board of Directors as of December 31<sup>st</sup>, 2024 as following:



No	Full name	Position	Ratio of Voting Share Ownership as of December 31 <sup>st</sup> , 2024
1.	Mr. Nguyen Bich Lan	Chairman of the Board of Directors	0,92%
2.	Mr. Le Duy Hiep	Member of the Board of Directors	0,1%
3.	Mr. Le Van Hung	Member of the Board of Directors	0%
4.	Mr. Vu Chinh	Independent Member of the Board of Directors	0,06%
5.	Mr. Nguyen Quang Trung	Member of the Board of Directors	0%
6.	Mr. Nguyen Anh Minh	Member of the Board of Directors	0,06%
7.	Mr. Nguyen Hoang Hai	Member of the Board of Directors	0%

## 2. Activities of the Board of Directors in 2024:

- To carry out the tasks assigned by the General Meeting of Shareholders, the Board of Directors of the Company has carried out its activities in accordance with the provisions of the Company Charter, in compliance with the Enterprise Law and current laws.
- The meetings of the Board of Directors were organized and conducted in accordance with the Company Charter and with the participation of the Executive Board, the Supervisory Board, and the Chief Accountant.
- The Board of Directors directly discussed and decided on the matters submitted to the General Meeting of Shareholders for voting at the General Meetings. The Board of Directors decided on issues within its authority, approved the General Director's proposals and received the General Director's report on the Company's business situation and results.
- The voting results on all issues were unanimous, the Minutes and Resolutions of the Board of Directors were unanimous among the members, were kept and disclosed in accordance with regulations.
- In 2024, the Board of Directors held 04 direct meetings and 13 times consulted for the Board of Directors' opinions in writing, and issued 20 Resolutions. All meetings were attended by all members of the Board of Directors. Specifically as follows:
  - (1) Approving the record date for the list of shareholders to attend the 2024 Annual General Meeting of Shareholders.
  - (2) Approving of the time and venue for the 2024 Annual General Meeting of Shareholders.
  - (3) Approving of the Board of Directors' report on the Company's business results in 2023 and the business plan in 2024; approval of the Company's investment results in 2023.
  - (4) Nomination of Mr. Nguyen Anh Minh, General Director of the Company, to submit to

the 2024 General Meeting of Shareholders for election as an additional member of the Board of Directors to replace Mr. Nguyen Ngoc Nhien who has been reassigned to another position.

- (5) Dismissal of Ms. Le Thi Ngoc Anh from the position of Chief Accountant of Vinafreight Joint Stock Company from March 1<sup>st</sup>, 2024.

Appointment of Mr. Vu Quang Truong to the position of Chief Accountant of Vinafreight Joint Stock Company from March 1<sup>st</sup>, 2024.

- (6) Approving of documents submitted to shareholders at the 2024 Annual General Meeting of Shareholders.
- (7) Dismiss Ms. Do Thi Thuy Van from the position of Chief Accountant of SFS Vietnam Global Logistics Company Limited (Business Registration Certificate No. 0311832233, 100% owned subsidiary of Vinafreight Joint Stock Company) from March 12, 2024.
- (8) Appointment of Ms. Vu Thanh Huong, currently working at the Accounting Department of Vinafreight Joint Stock Company, as the position of Chief Accountant of SFS Vietnam Global Logistics Company Limited from March 12, 2024.
- (9) Approving the 2024 budget plan to be submitted to the 2024 Annual General Meeting of Shareholders.
- (10) Approving the 2023 profit distribution plan to be submitted to the 2024 Annual General Meeting of Shareholders.
- (11) Approving the plan of changing the head office address of Vinafreight Joint Stock Company to be submitted to the 2024 Annual General Meeting of Shareholders.
- (12) Approving the cease of the position of Capital Representative of Vinafreight Joint Stock Company at Konoike Vinatrans Logistics Co., Ltd (“Konoike Vina”) for Mr. Nguyen Huy Dieu, who is currently a member of the Board of Members, holding the position of Chairman of the Board of Members of Konoike Vina from the date of approval by the Board of Directors.
- (13) Approving the appointment of Mr. Ton That Hung - Deputy General Director of Transimex – Vinafreight’s parent company to hold the position of Capital Representative of Vinafreight at Konoike Vina and introducing Mr. Ton That Hung to be elected by the Board of Members of Konoike Vina as Chairman of the Board of Members of Konoike Vina to replace Mr. Nguyen Huy Dieu.
- (14) Approving the dismissal of Mr. Vu Quang Truong, the current Chief Accountant of Vinafreight Joint Stock Company, from March 22, 2024.
- (15) Approving the appointment of Ms. Nguyen Hong Kim Chi to hold the position of temporary Chief Accountant of Vinafreight Joint Stock Company.
- (16) Term of appointment: 06 months, from March 22<sup>nd</sup>, 2024 to September 21<sup>st</sup>, 2024.
- (17) Ms. Nguyen Hong Kim Chi has the rights and obligations according to the Charter, regulations and internal policies of Vinafreight Joint Stock Company.
- (18) Approving the remuneration for members of the Board of Directors, members of the Supervisory Board, and Company Secretary in 2024 from the Operating Fund of the Board of Directors and the Supervisory Board approved by the 2024 Annual General Meeting of Shareholders.
- (19) Applicable period: From January 1<sup>st</sup>, 2024 to December 31<sup>st</sup>, 2024.



- (20) Remuneration is paid monthly but no later than the last day of the month..
- (21) Approving renaming the General Department to the Administration and Human Resources Department.
- (22) Rebuilding the personnel structure, organizational structure, job description for each position, scope and function of the Administration and Human Resources Department.
- (23) Implementation time: completed in the second quarter of 2024.
- (24) Approving the change of the head office address and working office of Hai Phong Branch of Vinafreight Joint Stock Company.
- (25) Approving the dismissal of Ms. Vu Thanh Huong from the position of Chief Accountant of SFS Vietnam Global Logistics Company Limited (Business Registration Certificate No. 0311832233, a 100% owned subsidiary of Vinafreight Joint Stock Company) from April 16, 2024.
- (26) Approving the appointment of Mr. Nguyen Thanh Phong as Chief Accountant of SFS Vietnam Global Logistics Company Limited from April 16, 2024.
- (27) Approving the dismissal of the current Chief Accountant of SFS Viet Nam Global Logistics Company Limited.
- (28) Approving the dismissal of the current Secretary of the Board of Directors cum Authorized Person for Information Disclosure and the appointment of the Secretary of the Board of Directors cum Person in charge of Corporate Governance of Vinafreight Joint Stock Company.
- (29) Approving the new salary scale, payroll system of Vinafreight Joint Stock Company..
- (30) Approving the new Organizational Chart of Vinafreight Joint Stock Company.
- (31) Approving the implementation of the plan for cash dividend payment for the year 2023 of Vinafreight Joint Stock Company.
- (32) Approving granting a loan to Transimex Corporation and approval of contracts, transactions between Vinafreight Joint Stock Company and Transimex Corporation as a related party pursuant to Clause 2, Article 164 and Clause 1, Article 167 of the Law on Enterprises 2020 and the Charter of Vinafreight Joint Stock Company.
- (33) Approving the business performance results for the first 6 months of 2024 and the business plan for the last 6 months of 2024 of Vinafreight Joint Stock Company.
- (34) Approving the financial performance, investment activities for the first 6 months of 2024 and the plan for the last 6 months of 2024 of Vinafreight Joint Stock Company
- (35) Approving the legal status of doubtful accounts receivable and the plan for handling the outstanding debts of Vinafreight Joint Stock Company.
- (36) Approving the settlement of the accumulated remuneration fund for the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors up to 2023 of Vinafreight Joint Stock Company.
- (37) Approving the selection of Ernst & Young Vietnam Limited as the provider of services for the Separate Financial Statements, The Semi-Annual And Annual Consolidated Financial Statements of Vinafreight Joint Stock Company for 2024.
- (38) Approving f the change in nomination and appointment of the Capital Representative of Vinafreight Joint Stock Company at Konoike Vinatrans Logistics Co., Ltd (“Konoike Vina”).



- (39) Approving the change of address for the Hanoi Branch of Vinafreight Joint Stock Company (“Hanoi Branch”).
- (40) Approving the change of registered headquarters address for SFS Viet Nam Global Logistics Company Limited (a wholly-owned subsidiary).
- (41) Approving the reappointment of the Chief Accountant of Vinafreight Joint Stock Company.
- (42) Approving the plan for organizing and conducting a written shareholder consultation to approve the Resolution of the General Meeting of Shareholders of Vinafreight Joint Stock Company.
- (43) Approving contracts and transactions between Vinafreight Joint Stock Company and related parties in accordance with Clause 2, Article 164, and Clause 1, Article 167 of the 2020 Law on Enterprises and the Charter of Vinafreight Joint Stock Company.
- (44) Approving the business performance for the first 9 months of 2024 and the business plan for the last 3 months of 2024.
- (45) Approving the financial performance, investment activities for the first 9 months of 2024 and the financial and investment plan for the last 3 months of 2024.
- (46) Approving the status of outstanding debts and the proposed measures for handling bad debts.
- (47) Approving the supplementation and update of matters, documents for the written shareholder consultation to approve the Resolution of the General Meeting of Shareholders of Vinafreight Joint Stock Company.
- (48) Approving the dismissal of the current Chief Accountant of Vinafreight Joint Stock Company and the appointment of a new Chief Accountant of Vinafreight Joint Stock Company.
- (49) Approving the dismissal of the current Chief Accountant of SFS Viet Nam Global Logistics Company Limited (a wholly-owned subsidiary).
- (50) Approving the selection of Ernst & Young Vietnam Limited as the auditing firm to provide audit services for the 2024 financial statements of SFS Viet Nam Global Logistics Company Limited (a wholly-owned subsidiary).
- (51) Approving the investment plan to purchase shares of Vinalink Logistics Joint Stock Company.

**III. RESULTS OF IMPLEMENTATION OF RESOLUTIONS OF THE 2024 ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Decision of the General Meeting of Shareholders	Results of implementation
Dismiss 01 (one) member of the Board of Directors, concurrently elect an additional 01 (one) member of the Board of Directors for the remaining term of the 2022-2027 tenure, replacing the resigned member.	Implemented. Dismissed Mr. Nguyen Ngoc Nhien from his position as a member of the Board of Directors for the 2022-2027 term (pursuant to his Resignation Letter) and elected Mr. Nguyen Anh Minh as a member of the Board of Directors for the remaining duration of the 2022-2027 term.



<b>Decision of the General Meeting of Shareholders</b>	<b>Results of implementation</b>
Implement the annual operational plan of the Board of Directors.	Implemented.
Execute the profit distribution for the fiscal year 2023.	Implemented.
Implement the business plan for the fiscal year 2024.	Implemented.
Authorize the Board of Directors to assess and select an independent audit firm for the financial statements of the fiscal year 2024.	The selection of Ernst & Young Vietnam Limited has been implemented.
Establish the operational funds of the Board of Directors and the Supervisory Board for the fiscal year 2024.	Implemented.
Implement the change of the company's registered head office address.	Implemented.
Dismiss 01 (one) incumbent member of the Board of Directors and concurrently elect an additional 01 (one) member of the Board of Directors for the remaining term of the 2022-2027 tenure, replacing the resigned member.	<p>The shareholders' written opinions have been collected, and the General Meeting of Shareholders has approved:</p> <ul style="list-style-type: none"> <li>- The dismissal of Ms. Le Hoang Nhu Uyen from the position of Member of the Board of Directors for the 2022-2027 term (due to her Resignation Letter).</li> <li>- And the election of Mr. Nguyen Hoang Hai as a replacement for the remainder of the 2022-2027 term.</li> </ul>

#### **IV. RESULTS OF THE BOARD OF DIRECTORS' SUPERVISION AND SUPPORT FOR THE EXECUTIVE BOARD**

- The Board of Directors' supervision of the Executive Board is carried out through questioning the Executive Board on business performance during periodic meetings, as well as overseeing various other activities. The Board of Directors consistently monitors the implementation of the 2024 business plan, enhances corporate governance activities, strengthens risk control within the Company, and provides timely supervision and direction for the Company's business operations.
- The Board of Directors delegates the implementation of its Resolutions to the Executive Board and requires regular reporting.
- The Board of Directors closely monitors market fluctuations in the execution of the established business plans and strategies.
- Board members stay engaged in their assigned areas of responsibility and are regularly updated on the Company's issues to collaboratively develop appropriate solutions, provide guidance, and support the Executive Board in identifying suitable resolutions.
- Regularly inspects, supervises financial management, accounting operations of the Company.

- Urges the Executive Board to recover overdue receivables, continuously monitors outstanding debts, and devises timely resolution plans.

#### V. REPORT ON THE REMUNERATION OF THE BOARD OF DIRECTORS' MEMBERS IN 2024

In 2024, the members of the Board of Directors were remunerated in accordance with the approved regulations, within the limit approved by the Annual General Meeting of Shareholders. Specifically, the remuneration of the Board of Directors in 2024 is as follows:

No.	Full Name	Title	Remuneration (before personal income tax) (VND)	Note
1.	Mr. Nguyen Bich Lan	Chairman of the BOD	133,333,333	
2.	Mr. Le Duy Hiep	Member of the BOD	93,333,333	
3.	Mr. Le Van Hung	Member of the BOD	93,333,333	
4.	Mr. Vu Chinh	Independent member of the BOD	93,333,333	
5.	Mr. Nguyen Quang Trung	Member of the BOD	93,333,333	
6	Mr. Nguyen Anh Minh	Member of the BOD	70.000.000	Approved by the General Meeting of Shareholders as of 22/03/2024.
7	Mr. Nguyen Hoang Hai	Member of the BOD	7,777,777	Approved by the General Meeting of Shareholders as of 29/11/2024.
8	Ms. Le Hoang Nhu Uyen	Member of the BOD	85,555,555	Dismissed as of 29/11/2024.
9	Mr. Nguyen Ngoc Nhien	Member of the BOD	23,333,333	Dismissed as of 22/03/2024.
<b>Total</b>			<b>693,333,330</b>	

#### VI. PLAN OF ACTIVITIES OF THE BOARD OF DIRECTORS FOR 2025

1. Strive to achieve the consolidated business plan for 2025:

*UNIT: Billion dong*

No	Criteria	The 2024 plan	The 2024 performance	The 2025 plan	(% ) The 2025 plan compared with	
					The 2024 plan	The 2024 performance
1	Charter Capital	317	317	317	100%	100%
2	Net Revenue from Service Provision	1.192	1.773	1.545	130%	87%
3	Profit Before Tax	43	102	54,2	126%	53%
4	Profit After Tax	33	73	43,3	131%	59%
5	Projected Dividend (Cash)	-	15%	15%	-	-



No	Criteria	The 2024 plan	The 2024 performance	The 2025 plan	(% ) The 2025 plan compared with	
					The 2024 plan	The 2024 performance
6	Rewards for the Board of Directors, the Supervisory Board, the Executive Board, and Management Officers (5% of the amount exceeding the planned target, if the 2025 business plan is surpassed).	-	-	-	-	-

2. Successfully organize the 2025 Annual General Meeting of Shareholders and propose matters within the authority of the General Meeting of Shareholders for approval.
3. Continue to promote initiatives to reduce costs and enhance business efficiency.
4. Based on the current business difficulties and the fact that the land use planning for the lot located at 196 Tôn Thất Thuyết, Ward 3, District 4, Ho Chi Minh City is no longer suitable for the Company's land use needs, the Board of Directors will consider and develop future plans to direct the Executive Board to complete the return of the entire land area at this address to the Ho Chi Minh City People's Committee in compliance with legal regulations while ensuring the Company's interests.
5. Focus on strengthening profitable business activities.
6. Improve management and corporate governance, particularly by enforcing strict cost-saving measures and closely monitoring expenses in business operations.
7. Direct the Executive Board to intensify marketing initiatives to attract potential new customers.
8. Further enhance the application of modern information technology systems in business operations and cost management...
9. Implement measures to strengthen risk management efficiency in the Company's business activities.

The Board of Directors highly appreciates and expresses gratitude to the Executive Board and all employees of the Company for their contributions to successfully achieving the business plan for 2024. The Board of Directors will continue to collaborate with the Executive Board in formulating measures, plans, and strategies to implement the business plan for 2025.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**





## REPORT ON 2024 ACTIVITIES AND 2025 ACTIVITY PLAN OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Pursuant to the duties, powers, and responsibilities of the independent member of the Board of Directors as stipulated in the Charter and the Regulations on the operation of the Board of Directors of Vinafreight Joint Stock Company (“Vinafreight”, the “Company”),

The independent member of the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders (“AGM”) the report on activities for 2024 and the activity plan for 2025 as follows:

### I. ACTIVITIES OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS (“INDEPENDENT MEMBER OF THE BOD”)

#### 1. Preliminary Assessment of the Activities of the Independent Member of the BOD:

- The Board of Directors consists of 07 members, including 01 (one) independent members.
- All independent members of the BOD have attended meetings and participated in matters relevant to the functions and duties of an independent members of the BOD.

#### 2. Activities of the Independent Member of the Board of Directors:

The activities of the independent members of the BOD in 2024 include:

- Supervising the performance of management and executive duties by the Board of Directors and the Executive Board. Reviewing the reasonableness, legality, transparency, and prudence in the management and operation of business activities; assessing the systematic, consistent, and appropriate application of accounting, statistical, and financial reporting practices.
- Evaluating the completeness, legality, and accuracy of business performance reports, annual and quarterly financial statements, and assessment reports on the management activities of the Board of Directors.

### II. RESULTS OF SUPERVISION AND REVIEW:

#### 1. Regarding the Performance of Management and Executive Duties by the Board of Directors and the Executive Board:

The Board of Directors and the Executive Board have duly complied with Vinafreight’s Charter, as well as the Resolutions of the General Meeting of Shareholders and the Board of Directors of Vinafreight, specifically:

- In 2024, the Board of Directors of Vinafreight convened the Annual General Meeting of Shareholders on March 22<sup>nd</sup>, 2024; Organize an extraordinary general meeting of shareholders by collecting written opinions on November 29<sup>th</sup>, 2024; held 17 Meetings of the Board of Directors and issued 20 Resolutions to direct Vinafreight’s activities within its authority. The Meetings of the Board of Directors were conducted in accordance with legal regulations, with the participation of members of the Executive Board and relevant departments to ensure a comprehensive understanding of the situation and to provide input for the Board's consideration before issuing Resolutions and Decisions.
- The independent members of the BOD observed that the Board of Directors has effectively directed and supervised the Executive Board in improving the corporate governance model and in developing and finalizing internal regulations and policies. During implementation, the Executive Board has fully complied with the provisions of the Company’s Charter and the Resolutions of the Board of Directors.

#### 2. Results of Supervision of Vinafreight’s Business Operations and Financial Status:



- Regarding business management activities, the Board of Directors has reviewed and issued Resolutions approving matters related to business performance, business plans, and the Company's investment activities.
- The consolidated revenue for 2024 reached VND 1,773 billion, and the consolidated pre-tax profit for 2024 amounted to VND 102 billion.
- As of December 31<sup>st</sup>, 2024, the Company's total assets stood at VND 950.676.820.728.

## **2.1. Results of Appraisal of Vinafreight's Financial Statements and Financial Status:**

- The independent members of the BOD of Vinafreight has fulfilled the responsibility of appraising the financial statements and financial status in accordance with applicable regulations. The accounting records have been timely recorded, accurately reflecting economic transactions arising during business operations.
- The independent members of the BOD confirms that Vinafreight's 2024 financial statements fairly and reasonably present, in all material respects, the Company's financial position, business performance, and cash flow activities in compliance with Accounting Standards, the Enterprise Accounting Regime, and other relevant accounting regulations in Vietnam. Vinafreight's 2024 financial statements have also been audited by Ernst & Young Vietnam Limited with an unqualified opinion.

## **2.2. Comments and Assessment of Vinafreight's Financial Situation:**

The above figures indicate that Vinafreight's consolidated revenue and post-tax profit have exceeded the planned targets. Accordingly, the management and operations of the Company's leadership, along with the contributions of all employees, are acknowledged and highly appreciated.

## **3. Assessment of Coordination Between the Independent Member of the BOD, the Board of Directors, the Executive Board, and Management Personnel:**

- The Independent Member of the BOD has received cooperation from the Board of Directors, the Executive Board, and management personnel in functional departments in providing the necessary information and documents for supervision and inspection purposes.
- The Board of Directors has prepared the 2024 Board of Directors' Activity Report, which fully and accurately reflects the 2024 business operations and outlines the 2025 objectives. The Executive Board has prepared the 2024 Business Performance Report and the 2025 Business Plan. These reports, along with the audited 2024 Financial Statements, have been provided to the Independent Board Member in a complete and timely manner for review, assessment, and inclusion in the appraisal report presented at the 2025 Annual General Meeting of Shareholders.

## **III. 2025 ACTIVITY PLAN:**

1. Continue performing supervisory functions as stipulated in Vinafreight's operational regulations. Exercise oversight of the Executive Board's management activities and closely collaborate with the Executive Board to identify solutions to address outstanding challenges from 2024 and enhance management efficiency in business operations for 2025.
2. Support the Board of Directors in ensuring corporate governance compliance with legal regulations and the Company's Charter.
3. Contribute to the improvement of the enterprise risk management system in alignment with the Company's operational conditions and applicable legal regulations.
4. Carry out other duties as prescribed in the Board of Directors' operational regulations.

## **IV. RECOMMENDATIONS OF THE INDEPENDENT MEMBER OF THE BOD:**

1. There is a need for better coordination among departments to maximize the utilization of the Company's available human resources and to develop a concrete strategy for attracting and retaining talent in the long term.
2. Strengthen debt management efforts to prevent prolonged capital appropriation by customers and thoroughly assess customers' financial capabilities before transactions to mitigate credit risk.
3. Furthermore, Vietnam's warehousing and logistics market has experienced rapid growth following the Covid-19 pandemic due to the increasing demand for online shopping. As a result, in recent years, many companies have invested in warehouse real estate, intensifying market competition. Given this situation, the Company should focus on the following issues:
  - (i). Developing e-commerce logistics, investing in technology, and implement service sales strategies.
  - (ii). Enhancing the development of a highly skilled workforce in management, security, operations, import-export, etc., to strengthen competitiveness against large domestic and international enterprises.
  - (iii). Promoting and reaching potential customers through multiple channels, such as organizing events, investing in the Company's website, and advertising via social media platforms, ....

Respectfully submit./.

**ON BEHALF OF THE INDEPENDENT MEMBER  
OF THE BOARD OF DIRECTORS**





## REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2024 AND PLAN FOR 2025

Pursuant to the functions, powers, and responsibilities of the Supervisory Board as stipulated in the Charter and the Operating Regulations of the Supervisory Board of Vinafreight Joint Stock Company.

The Supervisory Board (“SB”) hereby submits to the 2025 Annual General Meeting of Shareholders (“AGM”) the report assessing the operational performance in 2024 as follows:

### I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024

- Fully attended meetings of the Board of Directors (“BOD”), provided opinions to the BOD and the Executive Board on matters related to the Company's business operations.
- Inspected and supervised the BOD and the Executive Board in complying with the implementation of resolutions of the Annual General Meeting of Shareholders (“AGM”), adherence to legal regulations, and compliance with the Company’s Charter.
- Reviewed and monitored the implementation of the business plan, financial and accounting activities, and audited the 2024 Financial Statements.
- In 2024, the Supervisory Board dismissed and appointed two new members of the Supervisory Board.
- Supervised the restructuring of the organizational chart, workforce planning, and personnel streamlining to enhance labor productivity and operational efficiency in compliance with applicable regulations.
- participated in discussions and contributed opinions on the Company’s challenges and difficulties in BOD meetings.
- Performed other tasks in accordance with the functions and duties of the Supervisory Board.

#### 1. Supervision of Business Operations and Corporate Governance by the Board of Directors and the Executive Board.

##### 1.1 Audit of Financial Statements and Disclosure of Information for 2024

- The Company’s 2024 financial statements were audited by Ernst & Young Vietnam Limited, and the report presents a true and fair view, in all material respects, of the Company’s financial position as of December 31<sup>st</sup>, 2024, as well as its business performance and cash flows for the financial year ended on the same date, in accordance with applicable legal regulations on the preparation and presentation of Financial Statements.
- The Company has disclosed information in a timely and complete manner in compliance with the regulations applicable to Public Companies.

##### 1.2 Supervision of the Board of Directors and the Executive Board’s Operations in 2024

- The Board of Directors (“BOD”) issued 20 Resolutions. The contents of the BOD Resolutions were duly approved either in meetings or through written consultation of the BOD members in accordance with the Company’s Charter and applicable laws.
- In 2024, the BOD and the Executive Board implemented the resolutions of the 2024 Annual General Meeting of Shareholders and carried out other tasks in compliance with the Company’s Charter and legal regulations. Under the direction of the BOD, combined with the Executive Board’s flexibility and proactiveness in managing business operations, the Company has made efforts to fulfill the targets set by the 2024 Annual General Meeting of Shareholders, as detailed below:



*UNIT: billion dong*

<b>Targers</b>	<b>2024 Plan</b>	<b>2024 Implementaiton</b>	<b>Plan/Implementaiton</b>
Revenue	1.192	1.773	149%
Profit before tax	43	102	256%

- Business Performance of the Company in 2024:
  - The consolidated revenue from service provision in 2024 reached approximately VND 1,773 billion, achieving **149%** of the 2024 target as set forth in the Resolution of the 2024 Annual General Meeting of Shareholders.
  - The consolidated profit before tax in 2024 reached approximately VND 102 billion, attaining 256% of the 2024 profit before tax target (as per the Resolution of the 2024 Annual General Meeting of Shareholders), despite challenging economic conditions.
- The remuneration for the Board of Directors and the Supervisory Board was approved by the 2024 Annual General Meeting of Shareholders through the relevant proposal and implemented in accordance with Resolution No. 07-24/NQ-HĐQT, which was approved by the BOD on March 22<sup>nd</sup>, 2024, in full compliance with applicable regulations.
- Pursuant to the authorization of the 2024 Annual General Meeting of Shareholders, the BOD approved the selection of Ernst & Young Vietnam to conduct the review and audit of the Company's 2024 financial statements. The audit process was completed in accordance with the required timeline and regulations.

### 1.3 Shareholders' Opinions

As of the record date for determining the list of shareholders entitled to attend the General Meeting, the Supervisory Board had not received any shareholder contributions or complaints regarding violations by the Board of Directors, the Executive Board, or the Supervisory Board in the performance of their assigned duties.

### 2. Assessment of the Coordination between the Supervisory Board, the Board of Directors, the Executive Board, and Shareholders

- In 2024, the Supervisory Board coordinated with the BOD and the Executive Board in inspecting and supervising business activities at the Company and its subsidiaries in accordance with applicable laws and the Company's Charter.
- The BOD and the Executive Board supported the Supervisory Board in fully carrying out its functions and duties by providing all necessary data, documents, and information related to the Company's business activities and facilitating the Supervisory Board's full participation in BOD meetings.

### 3. Observations and Recommendations:

#### 3.1 Observations

In 2024, the Executive Board fully and timely implemented the 2024 Annual General Meeting of Shareholders' Resolution and the BOD Resolutions in accordance with the Company's Charter and applicable laws. The business plan was executed with highly positive results. The organizational structure was streamlined and operated efficiently, leading to cost savings.



However, certain issues remain, including prolonged outstanding receivables due to insufficient debt control and the incomplete finalization of internal regulations and policies.

### 3.2 Recommendations

To continue leveraging the achievements of 2024 amidst challenging market conditions, the Board of Directors and the Executive Board must persist in cost control efforts, enhance service quality, and finalize and issue the Debt Management Regulations and Internal Governance Regulations. Additionally, they should seek new customers, expand markets, develop new services, and invest in new projects to sustain the Company's revenue and profit growth. Furthermore, continuous review and evaluation of human resource quality should be conducted, along with implementing technological solutions to improve labor productivity.

## II. ORIENTATION OF THE SUPERVISORY BOARD'S ACTIVITIES IN 2025

The Supervisory Board shall perform its functions and duties in strict compliance with the provisions of the Law on Enterprises and the Company's Charter:

- Inspect and supervise the implementation of the Resolutions of the 2025 Annual General Meeting of Shareholders, as well as the Resolutions and Decisions of the Board of Directors and the Executive Board;
- Inspect and supervise the compliance with legal regulations in corporate governance and the management of the Company's business operations by the Board of Directors and the Executive Board;
- Propose to the General Meeting of Shareholders and the Board of Directors the selection of an independent auditing firm to conduct the review and audit of the Company's 2025 financial statements.
- Conduct the examination of the financial statements and business performance reports of the Company.
- Convene periodic meetings of the Supervisory Board to assess the performance of the Board of Directors and the Executive Board in accordance with legal regulations.

Respectfully submit./.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE SUPERVISORY BOARD**



**Võ Thanh Dong**

*Ho Chi Minh City, March 28<sup>th</sup>, 2025*

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the audited separate and consolidated Financial Statements for the year 2024 of Vinafreight Joint Stock Company*

**To: The General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company;
- Pursuant to the audited separate and consolidated Financial Statements for the year 2024 of Vinafreight Joint Stock Company (the "Company"), audited by Ernst & Young Vietnam Limited,

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the audited separate and consolidated financial statements for the year 2024 of Vinafreight Joint Stock Company, which have been audited by Ernst & Young Vietnam Limited.

The audited separate and consolidated financial statements for the year 2024 of Vinafreight Joint Stock Company have been duly disclosed and published on the Company's website (<https://www.vinafreight.com>) in accordance with applicable regulations.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



Ho Chi Minh City, March 28<sup>th</sup>, 2025

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*Regarding approval of the authorization for the Board of Directors to assess and select the audit firm for the 2025 Financial Statements of Vinafreight Joint Stock Company*

**To: The General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Corporate Governance Regulations of Vinafreight Joint Stock Company,

**The Supervisory Board respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the authorization for the Board of Directors to assess and select the audit firm for the 2025 Financial Statements of Vinafreight Joint Stock Company, with the details as follows:**

### 1. Criteria for Selecting the Independent Audit Firm:

- Must be a legally operating company in Vietnam.
- Must be an independent audit firm included in the list of audit firms approved by the State Securities Commission in accordance with applicable regulations and laws on independent auditing.
- Must have experience in auditing Vietnamese Public Companies.
- Must have a reputable standing in audit quality.
- Must have a reputable standing in audit quality.
- Must meet the requirements regarding the scope and timeline of the audit.
- Must offer a reasonable audit fee that aligns with the quality and scope of the audit.

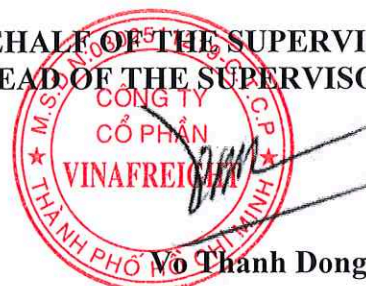
### 2. Proposal for Selection of the Audit Firm:

The 2025 Annual General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of one of the audit firms approved by the State Securities Commission to audit listed companies from the following list:

- PwC Limited (Vietnam) (PWC);
- Ernst & Young Vietnam Limited (EY);
- Deloitte Vietnam Audit Company Limited (Deloitte);
- KPMG Vietnam Limited (KPMG).

Respectfully submit./.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



Ho Chi Minh City, March 28<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the Approval of the 2025 Business Plan of Vinafreight Joint Stock Company*

**To: The General Meeting of Shareholders of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the business operations of Vinafreight Joint Stock Company (the “Company”),

The Board of Directors hereby submits to the 2025 Annual General Meeting of Shareholders of the Company for approval of the 2025 business plan of Vinafreight Joint Stock Company, details as follows:

*Unit: Billion dong*

No.	Criteria	The 2024 Plan	The 2024 performance	The 2025 Plan	% The 2025 plan compared with	
					The 2024 plan	The 2024 Perform
1	Charter Capital	317,159	317,159	317,159	100%	100%
2	Net Revenue from Service Provision	1.192	1.773	1.545	130%	87%
3	Profit Before Tax	43	102	54,2	126%	53%
4	Profit After Tax	33	73	43,3	131%	59%
5	Projected Dividend (Cash)	-	15%	15%	-	-
6	Rewards for the Board of Directors, the Supervisory Board, the Executive Board, and Management Officers (5% of the amount exceeding the planned target, if the 2025 business plan is surpassed).	-	-	-	-	-

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



*Ho Chi Minh City, March 28<sup>th</sup>, 2025*

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*Regarding: Approval of the 2024 Profit Distribution Plan and the 2025 Profit Distribution Plan of  
Vinafreight Joint Stock Company*

**Respectfully to: The General Shareholders' Meeting of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the business results of 2024 and the business plan for 2025 of Vinafreight Joint Stock Company ("the Company"),

**The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the 2024 Profit Distribution Plan and the 2025 Profit Distribution Plan of Vinafreight Joint Stock Company, with details as follows:**

### 1. Profit Distribution Plan 2024:

*Unit: million dong*

No.	Criteria	Amount
<b>1</b>	<b>Profit for 2024</b>	
1.1	Profit before tax	101.681
1.2	Corporate income tax	(28.667)
1.3	Profit after tax	73.015
1.4	Accumulated undistributed profit after tax as of 1 <sup>st</sup> /01/2024	178.738
1.5	Accumulated undistributed profit after tax as of 31 <sup>st</sup> /12/2024	238.617
<b>2</b>	<b>Profit distribution 2024 (including):</b>	48.571
2.1	Allocation to the operating fund of the Board of Directors and the Board of Supervisors for 2024	1.000
2.2	Cash dividend payment (15% of charter capital)	47.574
<b>3</b>	<b>Remaining undistributed profit after tax carried forward to 2025</b>	<b>190.044</b>

### 2. Expected annual profit distribution plan 2025:

*Unit: million dong*

No.	Criteria	Amount
<b>1</b>	<b>Profit for 2025</b>	
1.1	Profit before tax 2025	54.171
1.2	Corporate income tax	10.834
1.3	Profit after tax 2025	43.337
1.4	Remaining undistributed profit after tax of 2024	190.044

No.	Criteria	Amount
<b>2</b>	<b>Profit distribution 2025 (including):</b>	48.874
2.1	Allocation to the operating fund of the Board of Directors and the Board of Supervisors for 2025 (3%)	1.300
2.2	Cash dividend payment (15% of charter capital)	47.574
<b>3</b>	<b>Remaining undistributed profit after tax carried forward to 2026</b>	141.170

3. **Approving the authorization to decide on the matters specified in Sections 1 and 2 above, as well as the authority to determine the related procedures and tasks arising during the implementation of the 2024 profit distribution plan.**

The 2025 Annual General Meeting of Shareholders authorizes the Company's Board of Directors to implement the details and make decisions regarding the execution of the 2024 profit distribution plan after it has been approved by the 2025 Annual General Meeting of Shareholders and in accordance with applicable laws.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



*Ho Chi Minh City, March 28<sup>th</sup>, 2025*

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the Report on the implementation of the operational fund for the Board of Directors, the Supervisory Board for the year 2024, and the proposed operational fund for the Board of Directors, the Supervisory Board for the year 2025 of Vinafreight Joint Stock Company*

**Respectfully to: The General Shareholders' Meeting of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the Internal Governance Regulations of Vinafreight Joint Stock Company (the "Company"),

The Board of Directors of the Company respectfully submits to the Annual General Meeting of Shareholders in 2024 for approval the report on the implementation of the operational fund for the Board of Directors, the Supervisory Board for the year 2024, and the proposed operational fund for the Board of Directors, the Supervisory Board for the year 2025 of Vinafreight Joint Stock Company, as detailed below:

**1. Report on the implementation of the Board of Directors and Supervisory Board's operating fund in 2024:**

No.	Criteria	Amount (Million dong)
1	Balance of the operating fund of the Board of Directors and the Board of Supervisors carried forward from 2023.	524
2	Allocation to the operating fund of the Board of Directors and the Board of Supervisors from the distribution of profit after tax for 2023.	1000
3	Total expenditure of the Board of Directors and Supervisory Board's operating remuneration fund in 2024 ( <i>including</i> ):	1.324
4	Cumulative remaining operating fund balance of the Board of Directors and Supervisory Board at the end of 2024	200

**2. Plan for setting aside operating funds of the Board of Directors and Board of Supervisors for the year 2025:**

No.	Criteria	Amount (Million dong)
1	Plan of profit before operating fund of Board of Directors, Board of Supervisors and after tax in 2025	43.336
2	Ratio of fund allocation for the Board of Directors and Supervisory Board in 2025 (3% x Profit after tax)	3%
3	Plan for the Board of Directors and Supervisory Board's operating fund in 2025 [(1) x (2)]	1.300



**VINAFREIGHT JOINT STOCK COMPANY**

Land Address : 8th Floor , Building home Rich Nhuan Plaza, No. 82 Tran Huy Lieu ,  
Ward 15, District Rich Nhuan , City Ho Chi Minh

Tel: (0283) 844.6409

Website: <https://www.vinafreight.com>

No.	Criteria	Amount (Million dong)
4	Bonus for Board of Directors, Board of Supervisors, Secretary of Board of Directors (if the Company exceeds business plan)	-

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



Ho Chi Minh City, March 28<sup>th</sup>, 2025

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the proposed transaction to acquire voting shares of VNF to increase the ownership ratio without making a public tender offer*

### **Respectfully to: The General Shareholders' Meeting of Vinafreight Joint Stock Company**

- Pursuant to the Law on Enterprises 2020, the Law on Securities 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing and guiding the implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of Vinafreight Joint Stock Company;
- Pursuant to the request of the shareholder Transimex Corporation as stated in Document No. 116A/TMS dated March 17<sup>th</sup>, 2025

**The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company for approval the proposed transaction to acquire VNF shares from the shareholder Transimex Joint Stock Company. This acquisition may result in direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, or 75% of the voting shares of Vinafreight Joint Stock Company without being required to conduct a public tender offer pursuant to Article 35 of the Law on Securities, as detailed below:**

1. Transferee: Transimex Corporation.
2. Transferor: Viet Cultural Services Corporation.
3. Transfer method: Order-matching transactions and/or negotiated transactions in compliance with applicable laws..
4. Execution time: After approval by the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company.
5. Approval for the Transferee and its related persons, as defined in Points a, b, c, d, e, and g, Clause 46, Article 4 of the Law on Securities 2019, to acquire shares of Vinafreight Joint Stock Company, resulting in direct or indirect ownership reaching or exceeding 25%, or reaching or exceeding 35%, 45%, 55%, 65%, or 75% of the voting shares of Vinafreight Joint Stock Company, without being required to conduct a public tender offer in accordance with applicable laws.
6. The General Meeting of Shareholders authorizes the Board of Directors of Vinafreight Joint Stock Company to have full authority to decide on all matters related to the aforementioned transfer transaction to ensure compliance with the approved content after obtaining approval from the 2025 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Bich Lan**



**Shareholder Code**

**001**

**VINAFREIGHT JOINT STOCK COMPANY**

**VOTING CARDS**

**2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

*March 28<sup>th</sup>, 2025*

Shareholder Full name

**Nguyen Van A**

**NUMBER OF VOTING SHARES**

**(Including owned shares and authorized shares, if any)**

Identification/Citizen Identification  
Card /Passport/ERC No.

.....

**1.000**





## 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS VINAFREIGHT JOINT STOCK COMPANY

Ho Chi Minh City, March 28<sup>th</sup>, 2025

### VOTING BALLOT

Code

**Shareholder name:**

**Number of shares owned and/or number of authorized shares (if any):**

After consideration of the Reports and Proposals at the 2025 Annual General Meeting of Shareholders of Vinafreight Joint Stock Company, I have the following voting opinions:

No.	Matters	Approve	Disapprove	No opinion
1.	Approval of Report on the Activities of the Board of Directors of Vinafreight Joint Stock Company for the year 2024 and the Activity Plan for 2025.			
2.	Approval of Report on the Activities of the Independent Member of the Board of Directors of Vinafreight Joint Stock Company for the year 2024 and the Activity Plan for 2025.			
3.	Approval of Report on the Activities of the Supervisory Board of Vinafreight Joint Stock Company for the year 2024.			
4.	Approval of the Proposal to the General Meeting of Shareholders on approving the audited separate and consolidated financial statements for 2024 of Vinafreight Joint Stock Company.			
5.	Approval of the Proposal to the General Meeting of Shareholders authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Vinafreight Joint Stock Company.			
6.	Approval of the Proposal to the General Meeting of Shareholders on approving the 2025 business plan of Vinafreight Joint Stock Company.			
7.	Approval of the Proposal to the General Meeting of Shareholders on approving the 2024 profit distribution plan and the expected 2025 profit distribution plan of Vinafreight Joint Stock Company.			
8.	Approval of the Proposal to the General Meeting of Shareholders on approving the report on the utilization of the fund for the Board of Directors, the Supervisory Board in 2024 and the plan for the establishment of the operational fund for the Board of Directors, the Supervisory Board in 2025 of Vinafreight Joint Stock Company.			

*Please continue reading on the back*

No.	Matters	Approve	Disapprove	No opinion
9.	Approval of the Proposal to the General Meeting of Shareholders on the approval of the proposed transaction to acquire voting shares of Vinafreight Joint Stock Company to increase the ownership ratio without making a public tender offer.			

**Shareholder /Authorized Representative**

*(Sign and full name)*

Signature: .....

Full name: .....

**Note:**

- Shareholders vote by marking an “x” hoặc “✓” in one of the three boxes: “Agree”, “Disagree”, “No opinion”.
- Matters that shareholders do not mark (“x” hoặc “✓” in the voting box will be considered as Shareholders “No opinion” on those matters.