VP PETROCHEMICAL TRANSPORTATION JSC

SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

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Report: 2024 Management Report

REPORT ON CORPORATE GOVERNANCE In 2024

<u>To:</u> - THE STATE SECURITIES COMMISSION; - HANOI STOCK EXCHANGE.

- Public Company Name: VP PETROCHEMICAL TRANSPORTATION JOINT STOCK COMPANY
- Head Office Address: Room 5.09, Taiyo Building, No. 97 Bach Dang, Ha Ly Ward, Hong Bang District, Hai Phong.
- Phone: (84-8) 3730011; Fax: (84-8) 3730012; Email: ypcom@vnn.vn;
- Charter capital: 150,761,770,000 VND;
- Stock code: VPA;
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, Director.
- Performing the internal audit function: not yet implemented.

I. Activities of the General Meeting of Shareholders (AGM):

In 2024, the Board of Directors (BOD) has issued a decision to convene the Annual General Meeting of Shareholders on June 20, 2024 by the online general meeting method. The General Meeting of Shareholders met and approved the resolution of the Annual General Meeting of Shareholders in detail as follows:

STT	Number of Resolutions	Day	Content
1	0124/VP-NQ- HDCĐ	20/06/2024	- Approve the full report of the Board of Directors on the governance situation, the results of the Board of Directors in 2023 and the operational orientation of the Board of Directors in 2024; Approve the plan to liquidate VP Asphalt1 and VP Asphalt2 to restructure the fleet in terms of type/size of transport service ships. The recovery value must not be lower than the book value and ensure sufficient payment to the banks financing the purchase of ships under the signed credit contracts. Assign

II. Board of Directors:

1. Information about members of the Board of Directors (BOD):

STT	Member of the Board of	Duty	Start/no longer a member of the Board of Directors	
	Directors	Duty	Date of Appointment	Date of dismissal
1	Mr. Nguyen Huu Thanh	Chairman of the Board of Directors	23/06/2023	
2	Mr. Phan Quang Phu	Non-executive members of the Board of Directors	23/06/2023	
3	Mr. Dinh Viet Hai	Non-executive members of the Board of Directors	23/06/2023	
4	Mr. Do Minh Hong	Members of the Board of Directors participate in the administration	23/06/2023	
5	Mr. Pham The Long	Independent Member of the Board of Directors	23/06/2023	

2. Board of Directors meetings:

In 2024, the Board of Directors of the Company has conducted 3 meetings of the Board of Directors in which members of the Board of Directors attended the following meetings:

STT	Member of the Board of Directors	Number of Meetings Attended	Propor tion	Reasons for not attending
1	Mr. Nguyen Huu Thanh	3	100%	
2	Mr. Phan Quang Phu	3	100%	
3	Mr. Dinh Viet Hai	1	33.3%	Have an unexpected work plan
4	Mr. Do Minh Hong	3	100%	
5	Mr. Pham The Long	3	100%	

3. Supervisory activities of the Board of Directors for the Board of Directors:

Pursuant to the Charter of the Company's organization and operation and the issued regulations and regulations, the Board of Directors performs the function of supervising the Company's management and administration apparatus on a regular and continuous basis through observing and inspecting the performance of production and business tasks of the CEO and

managers in order to ensure that the Company's operations comply with the law, implement in accordance with the Resolutions of the Board of Directors and the General Meeting of Shareholders.

In 2024, the Board of Directors will hold 3 regular meetings and adopt the form of written consultation to provide appropriate and timely orientations and solutions to direct the implementation of production and business activities.

The monitoring results for the CEO are as follows:

- + The CEO has properly performed the functions and tasks stated in the Company's Charter and the Company's Governance Regulations and has complied with the Resolutions and Decisions of the Board of Directors.
 - + For the managers of the Divisions, they all perform their assigned functions and tasks.
- + In 2024, the Company's production and business situation will face many difficulties compared to the same period in 2023. Managers have made great efforts in operating production and business, but the Company still does not achieve the schedule assigned by the Board of Directors. At the end of 2024, the Company will lose VND 50,148 billion
 - 4. Activities of subcommittees of the Board of Directors: The Company does not have subcommittees of the Board of Directors.

5. Resolutions / Decisions of the Board of Directors in 2024:

In 2024, the Board of Directors of the Company has conducted 3 meetings of the Board of Directors and 04 times of collecting written opinions of members of the Board of Directors to issue the following Decisions and Resolutions:

STT	Number of Resolutions/Decisions	Day	Content	Throughput Rate
1	0124/VP-QD-HDQT	18/01/2024	- Decide to send officials on foreign business trips.	100%
2	0124/VP-NQ-HĐQT	27/03/2024	 Approve the production and business results in 2023. Approved the settlement of the salary fund in 2023 of VP company. Agreed on the expected time and form of holding the 2024 Annual General Meeting of Shareholders in June 2024. 	100%

			+ Authorizing the Chairman of the	4
			Board of Directors to set up	
			subcommittees to prepare for the	
			organization of the General Meeting;	
			+ Assign the Board of Directors to	
			prepare relevant documents and	
			documents to submit to the Board of	
			Directors for consideration and	
			approval, and at the same time	
			proactively perform other tasks related	
			to the organization of the 2024 Annual	
			General Meeting of Shareholders and	
			report to the Board of Directors before	
			implementation.	
			- Agree on the policy of appointing	
			the title of Person in charge of the	
			Company's administration, term 05	
			years, allowance of 1,000,000	
			VND/month. Assign the CEO to	
			introduce appropriate personnel to	
			the Board of Directors for	
			consideration and appointment.	
3	0224/VP-QD-HDQT	24/04/2024	- Appoint the person in charge of	100%
			Corporate Administration;	
			- Convene the 2024 Annual General Meeting of Shareholders as	
			Meeting of Shareholders as follows:	
4	0224/VD NO HDOT	24/04/2024	+ Time of the Congress: Thursday,	1000/
4	0224/VP-NQ-HDQT	24/04/2024	June 20, 2024	100%
			+ Form of organization: Online	
			Congress	
			Congress	

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			+ Venue: 7th Floor Hall, Alliance	
			Maritime Building, No. 802 Le	
			Hong Phong Street, Thanh To	
			Ward, Hai An District, Hai Phong	
			City.	
			+ Contents of the General Meeting:	
			Reports in 2023 and issues under	
			the jurisdiction of the Annual	
			General Meeting of Shareholders	
			as prescribed by law.	
			- Authorize the CEO to select and	
			sign a service contract with the	
			online General Meeting of	
			Shareholders in 2024 with the	
			consulting unit to ensure	
			compliance with the current law.	
			- Establish the content subcommittee and the inauguration subcommittee	
			to work on a part-time basis and	
			dissolve themselves upon	
			completion of their tasks. The	
			composition and tasks of the	
			subcommittees will be specified in	
			the Decisions on the establishment	
			of the subcommittees.	
_			- Establish a Content Committee to	
5	0324/VP-QD-HDQT	24/04/2024	prepare for the 2024 Annual	100%
	-		General Meeting of Shareholders;	
			- Establishment of the Inauguration	
6	0424/VP-QD-HDQT	24/04/2024	Committee to prepare for the Annual General Meeting of	100%
			Shareholders in 2024;	

7	03A24/VP-NQ-НÐQТ	17/05/2024	 Approval of the lending interest rate of the credit contract No. 06/2010/VP/HDTDDH as follows: Apply 4.5% loan interest from 26/04/2024 to 25/10/2024. Assign the Director of the Company to sign an appendix to the contract with Prosperity and Development Joint Stock Commercial Bank on the lending interest rate of the Investment Bank according to the plan stated in Article 1. 	100%
8	0324/VP-NQ-HDQT	24/05/2024	 Approve the production and business plan in 2024. Approving the full document of the 2024 Annual General Meeting of Shareholders of VP Petrochemical Transportation Joint Stock Company (with attached documents) including the following contents: Report on the operation of the Board of Directors on the governance and performance of the Board of Directors in 2023 and the operational direction of the Board of Directors in 2024; Report on the performance of the Supervisory Board in 2023 and task orientation in 2024; Evaluation report of independent members of the Board of Directors in 2023; 	100%

- 4. Report to the General Meeting of Shareholders on approving the audited financial statements and profit distribution in 2023:
- 5. Report on the settlement of remuneration of the Board of Directors and the Supervisory Board in 2023, submit the plan to pay the remuneration of the Board of Directors and the Supervisory Board in 2024;
- 6. Report to the General Meeting of Shareholders on approving the production and business plan in 2024;
- 7. Report to the General Meeting of Shareholders on the selection of a financial statements auditing company in 2024;
- 8. Submission to the General Meeting of Shareholders on the approval of contracts and transactions between the Company and "related persons";
- 9. Regulation on organization of the Annual General Meeting of Shareholders in 2024 (in online form) VP Petrochemical Transportation Joint Stock Company;
- 10.Instructions for attending the 2024 Annual General Meeting of Shareholders (in online form) VP Petrochemical Transportation Joint Stock Company;
- 11.Draft Resolution of the 2024 General Meeting of Shareholders;

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9	0424/VP-NQ-HDQT	29/05/2024	 Agree on the location of the 2024 Annual General Meeting of Shareholders of VP Petrochemical Transportation Joint Stock Company as follows: + 1st floor hall, Taiyo Building, No. Bach Dang, Ha Ly Ward, Hong Bang District, Hai Phong City. Assign the CEO to implement and sign the lease contract for the location of the online General Meeting of Shareholders to ensure compliance with the current law. 	100%
10	0524/VP-QD-HDQT	18/06/2024	- Establish the Shareholder Qualification Examination Committee at the Annual General Meeting of Shareholders in 2024;	100%
11	0524/VP-NQ-HĐQT	06/07/2024	 Approved the financial statements and profit distribution plan for 2023 approved by the 2024 Annual General Meeting of Shareholders. Assigned to the Company's Executive Board: Implement the production and business plan in 2024 Select and submit to the Board of Directors for approval before signing an audit contract with one of the Auditing Firms named in the list below to review the Semiannual Financial Statements and audit the 2024 financial statements for VP Petrochemical 	100%

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			Transportation Joint Stock	
			Company:	
			1. AN VIET AUDITING CO.,	
			LTD	
			2. A&C AUDITING AND	
			CONSULTING CO., LTD (A&C)	
			3. AFC VIETNAM AUDITING	
			CO., LTD (AFC)	
			4. MOORE AISC AUDITING	
			AND INFORMATICS SERVICES	
			CO., LTD (AISC)	
			5. VACO AUDITING CO., LTD	
			(VACO)	
			6. PCF VIETNAM CO., LTD	
			(PKF)	
			7. AAC AUDITING AND	
			ACCOUNTING CO., LTD (AAC)	
			8. DELOITTE VIETNAM CO.,	
			LTD.;	
			9. KPMG CO., LTD.	
			- Finalize and pay remuneration for	
			the Board of Directors and the	
			Supervisory Board (BOC) in 2023 and	
			advance remuneration for the Board of	
			Directors and the Supervisory Board in	
			2024 according to the Resolution of the	
			2024 Annual General Meeting of	
			Shareholders;	
			- Performing contracts and	
			transactions between the Company	
			and "related persons"	
			- Choosing An Viet Auditing Co.,	
12	0624/VP-NQ-HĐQT	15/07/2024	Ltd. as the auditing unit to review	100%
	200 0.50		the Financial Statements for the	emunerativity.
			first 6 months of 2024 and Audit the	

		Financial Statements for the fiscal year ending December 31, 2024 of VP Petrochemical Transportation Joint Stock Company - Assign the Company's CEO to negotiate and sign an audit contract with An Viet Auditing Co., Ltd. and implement the audit of financial statements to ensure compliance with regulations.	
13 0624/VP-QD-HDQT	30/07/2024	 Decide to send officials on foreign business trips. 	100%
14 0724/VP-NQ-HĐQT	31/10/2024	 Approval of production and business results in the first 9 months of 2024 For bank credit contracts: The Board of Directors assigns the CEO to continue working with the sponsoring bank, negotiate the interest rate applied for the term (26/10/2024-25/01/2025) not exceeding 4.75%/year, implement and report to the Board of Directors. Assign the executive director to develop a production and business plan in 2025 on the basis of the actual situation, report to the Board of Directors according to its competence. 	100%

III. Supervisory Board (BKS)

1. Information about members of the Supervisory Board:

STT	Members of the	D	Start/no longer a TV BKS date		Qualifications
	Supervisory Board	Duty	Date of Appointment	MN Day	
1	Ms. Tran Thi Kim Tuyen	Head of the Supervisory Board	23/06/2023		Bachelor of Finance and Accounting
2	Mr. Nguyen Duc Nhat	Member	23/06/2023		Hull Engineer
3	Ms. Pham Thi Thu Huong	Member	23/06/2023		Bachelor of Economics

2. Supervisory Board Meeting:

In 2024, the Supervisory Board has held 02 meetings, in which the members of the Supervisory Board attended the following meetings:

Stt	Members of the Supervisory Board	Number of Meetings Attended		Reasons for not attending
1	Ms. Tran Thi Kim Tuyen	2	100%	
2	Mr. Nguyen Duc Nhat	2	100%	
3	Ms. Pham Thi Thu Huong	2	100%	

3. Supervisory activities of the Supervisory Board for the Board of Directors and the Board of Directors:

The Supervisory Board has developed a plan to inspect and supervise the activities of the Board of Directors and the CEO as follows:

- Supervise the compliance with the provisions of law, the Company's Charter, the implementation of resolutions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors and the Executive Director.
- Supervise the implementation of the Company's business plan.
- Supervise the implementation of finance, accounting, and appraisal of financial statements in 2023 and the first 6 months of 2024.

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- Report on the results of supervision and inspection of the Supervisory Board, propose the Board of Directors and the Director to implement the contents to ensure compliance with the Company's regulations and the law in order to strengthen the Company's governance.
- Carry out 01 physical control at the unit in October 2024 and have a report on the inspection results to the Board of Directors of the Company.

The results of the supervision are as follows:

- Regularly participating in periodic meetings of the Board of Directors and the Head of the Supervisory Board and the Controllers have had many comments on the contents of the report to be submitted to the Board of Directors, the Company's regulations and activities in compliance with the State's regulations.
- Inspect and control the implementation of processes and regulations in the Company's fields of operation, and at the same time propose the Company to adjust errors (If any).
- There are suggestions on the implementation of production and business plans, financial management, and cost management at the Company.

4. Coordination of activities between the Supervisory Board and the activities of the Board of Directors, Directors and managers

In 2024, the Board of Directors and the Director have created conditions for the Supervisory Board to fully participate in meetings. The recommendations of the Supervisory Board are considered and implemented by the Board of Directors and the Director to ensure the interests of the Company, comply with the provisions of the Law and the Company's internal management regulations.

IV. Board of Directors

STT	Member of the Board of Trustees	Birthday	Qualifications	Date of Appointment	Date of dismissal
1	Mr. Do Minh Hong	19/11/1980	Hull Engineer	01/11/2020	

V. Head of General Finance and Accounting Department

Full name	Birthday	Qualifications	Date of Appointment	Date of dismissal	
Ms. Trinh Thi Vu Hanh	20/07/1983	Bachelor of Economics	09/01/2023	31/08/2024	
Ms. Vu Thi Ha	10/12/1988	Master of Science & Management	01/09/2024		

VI. Corporate Governance Training:

In 2024, the Company has arranged personnel to attend the content of management training according to the program of major shareholders.

VII. List of related persons of the Public Company in 2024 and transactions of related persons of the company with the Company itself

- 1. List of related persons of the Company: (Appendix 1)
- 2. Transactions between the company and related persons of the Company or between the company and major shareholders, internal persons, related persons of internal persons: none.
- 3. Transactions between company insiders, related persons of insiders and subsidiaries and companies controlled by the company: none.
- 4. Transactions between the company and other subjects:
 - 4.1. Company-to-company transactions in which members of the Board of Directors, members of the Supervisory Board, Directors and other managers have been founding members or members of the Board of Directors or CEOs in the past 3 years: none
 - 4.2. Company-to-company transactions in which related persons of members of the Board of Directors, members of the Board of Directors, Directors and other managers are members of the Board of Directors and Managing Directors: none.
 - 4.3. Other transactions of the company that may bring material or immaterial benefits to members of the Board of Directors, members of the Supervisory Board, Directors and other managers: none.

VIII. Trading shares of insiders and related persons of insiders

- 1. List of Insiders and Related Persons of Insiders (Appendix 2)
- 2. Insider and related person transactions on the company's shares: none.

IX. Other issues to note: None.

CHAIRMAN OF THE BOARD OF DIRECTORS VP PETROCHEMICAL TRANSPORTATION JOINT

STOCK COMPANY

Nguyễn Hưũ Shành

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14

APPENDIX 1: LIST OF RELATED INDIVIDUALS/ORGANIZATIONS OF VP PETROCHEMICAL TRANSPORTATION JSC

STT	Name of organization/individual	CK Trading Account	Position at the Company	NSH number/date of issue/place of issue	Head Office Address / Contact Us	The start time is the person involved	The time is no longer a relevant person	Reason	Related relationship with the company
1	Nguyen Huu Thanh		Chairman of the Board of Directors						
2	Phan Quang Phu		Board of Directors TV						
3	Pham The Long		Board of Directors TV						
4	Do Minh Hong		Board of Directors TV/ Company Director						
5	Dinh Viet Hai		Board of Directors TV						
6	Tran Thi Kim Tuyen		Head of the Supervisory Board						
7	Nguyen Duc Nhat		KSV						
8	Pham Thi Thu Huong		KSV						
9	Tran Thi Kim Anh		In charge of corporate governance						
10	VIPCO Petroleum Transportation Joint Stock Company								Major shareholders
11	Petrolimex Petrochemical Corporation - Joint Stock Company								Major shareholders

APPENDIX 2: LIST OF INTERNAL SHAREHOLDERS AND RELATED PERSONS

STT	Names of Insiders and Related Persons	Stock Trading Account	Position/ Relationship	Address	ID number/ID card number	Issue Date	Place of issue	owned at	Share ownership rate at the end of the period (%)	Nieden
1	2		3	4	5			6	7	10
1	Nguyen Huu Thanh		Chairman of the Board of Directors							
1.1	Nguyen Huu Thien		Father							
1.2	Pham Thi Quang		Mother							
1.3	Nguyen Thi Ngan		Wife							
1.4	Nguyen Thi Thao Hien		Child					l l		
1.5	Nguyen Thi Minh Thu		Child							
1.6	Nguyen Thi Yen		Sister							
1.7	Pham Quang Trung		Brother-in-law							
1.8	Nguyen Huu Dung		Brother							
1.9	Nguyen Thi Thu Phuong		Sister-in-law							
1.10	Nguyen Quang Khai		Father-in-law							
1.11	Pham Thi Nga		Mother-in-law							
2	Phan Quang Phu	009083668- VCBS/212726- VPS	Member of the Board of Directors					1.350	0.0089	
2.1	Phan Quang Huong		Father							
2.2	Le Thi Thuan		Mother							
2.3	Nguyen Dang Dai		Father-in-law							
2.4	Ta Thi Sam		Mother-in-law							
2.5	Nguyen Thi Bich Phuong		Wife							
2.6	Phan Khanh Linh		Child							
2.7	Phan Quang Thinh		Child							

STT	Names of Insiders and Stock Trad Related Persons Account		Address	ID number/ID card number	Issue Date	Place of issue	owned at	Share ownership rate at the end of the period (%)	NI
2.8	Phan Thi Hang Nga	Siblings							
2.9	Phan Huu Nghi	Brother							
2.10	Dinh Huu Tai	Brother-in-law							
2.11	Nguyen Thu Ha	Sister-in-law							
3	Do Minh Hong	TV Board of Directors / Director of the Company					3000	0.0198	
3.1	Nguyen Thi Huong	Mother							
3.2	Do Thuy Hang	Sister	V-0						
3.3	Do Minh Ha	Brother							
3.4	Do Thu Hien	Wife							
3.5	Do Hai Dang	Child							
3.6	Do Diep Anh	Child							
3.7	Do Gia Hung	Child							
3.8	Do Phu Thinh	Father-in-law							
3.9	Ha Thi Dung	Mother-in-law							
3.10	Nguyen Kim Tu	Sister-in-law							
4	Pham The Long 030C40166	Member of the Board of Directors							
4.1	Pham Van Khanh	Father							
4.2	Nguyen Thi Tuyet	Mother							
4.3	Tran Dang Chien	Father-in-law							
4.4	Tran Thi Kim Nhung	Mother-in-law							
4.5	Tran Thi Van	Wife							\neg
4.6	Pham Gia Khanh	Child							

STT	Names of Insiders and Stock Trad Related Persons Account		Address	ID number/ID card number	Issue Date	Place of issue		Share ownership rate at the end of the period (%)	
4.7	Pham Thu Uyen	Child							
4.8	Pham Thi Tuyet Lan	Sister							
4.9	Doan Manh Hung	Brother-in-law							
4.10	Pham Thi Minh Hue	Sister							
4.11	Pham Sy Long	Brother-in-law							
5	Dinh Viet Hai	Member of the Board of Directors							10
5.1	Dinh Mong Dien	Father							
5.2	Le Thi Hung	Mother							
5.3	Duong Thi Minh Thu	Wife							
	Dinh Minh Ha	Child							
	Dinh Thu Thao	Child							
	Dinh Viet Hoang	Child							
5.7	Dinh Duyen Huong	Sister							
5.8	Duong Dinh Thang	Father-in-law							
5.9	Vu Thi Ngoc	Mother-in-law							
6	Tran Thi Kim Tuyen	Head of the Supervisory Board					5		
6.1	Tran Xuan Quang	Father							
6.2	Dao Thi Thu	Mother							
6.3	Tran Xuan Vinh	Brother							
	Tran Xuan Du	Brother							
6.5		Brother							
	Nguyen Tuan Anh	Husband					1		

STT	Names of Insiders and Stock Trading Related Persons Account	Position/ Relationship	Address	ID number/ID card number	Issue Date	Place of issue	owned at	Share ownership rate at the end of the period (%)	
6.7	Nguyen Truong Long	Child							
6.9	Nguyen Khanh Linh	Child							
7	Tran Pham Thi Thu Huong	Procurators							
7.1	Nguyen Viet Dung	Husband							
7.2	Nguyen Huy Thong	Child							
7.3	Nguyen Duc Tai	Child							
7.4	Bui Thi Minh	Native							
	Pham Thu Ha	Sister							
7.6	Nguyen Van Tam	Father-in-law							
7.7	Vu Thi Thanh	Mother-in-law							
7.8	Nguyen Trung Hieu	Brother-in-law							
8	Nguyen Duc Nhat	Procurators					1.520	0,01	
8.1	Nguyen Duc Han	Father							
8.2	Nguyen Quang Huy	Brother							
8.3	Nguyen Thuan Nho	Brother							
8.4	Nguyen Thi To Ly	Wife					- 7		
8.5	Nguyen Ngoc Bao Quyen	Child							
		child							
8.7	Nguyen Hong Phong	Father-in-law							
8.8	Bui Thi Xinh	Mother-in-law							
8.7	Nguyen Thi Van Anh	Sister-in-law							
8.8	Pham Hai Yen	Sister-in-law							
9	Tran Thi Kim Anh	In charge of corporate governance							



STT	Names of Insiders and Related Persons	Stock Trading Account	Position/ Relationship	Address	ID number/ID card number	Issue Date	Place of issue	Share ownership rate at the end of the period (%)	
9.1	Tran Quang Minh		Father						
9.2	Du Thi Bich Kim		Native						
9.3	Ha Xuan Thu		Husband						
	Ha Anh Duy		Child						
9.5	Ha Gia Phuc		Child						
9.6	Ha Kieu Anh		Child						
9.7	Tran Thi Kieu Chinh		Sister						
9.8	Vu Van Phong		Brother-in-law						