

Transportation and Trading Services Joint Stock Company

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No : /

Hai Phong, January 23, 2025

REPORT ON CORPORATE GOVERNANCE

Year 2024

Dear: - STATE SECURITIES COMMISSION
- HA NOI STOCK EXCHANGE

- Name of public company: **Transportation and Trading Services Joint Stock Company**
- Head office address: No. 05 Lot 2B New Urban Area Cat Bi Airport Junction, Dong Khe Ward, Ngo Quyen District, Hai Phong City
- Charter capital: 86,000,000,000 VND.
- Stock symbol: TJC
- Company governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, Director
- Regarding the implementation of the internal audit function: not yet implemented

I) Activities of the General Meeting of Shareholders:

No	Resolution No.	Date	Content
1	01/2024/NQ-ĐHĐCĐ	02/04/2024	Resolution of the annual general meeting of shareholders in 2024
2	02/2024/NQ - ĐHĐCĐ	12/12/2024	Resolution of the extraordinary general meeting of shareholders in 2024

II) Board of Directors:

1. Information about members of the Board of Directors

No	Member of the Board of Directors	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Dismissal date
1	Mr Lê Phúc Tùng	Chairman of the Board of Directors	25/04/2023	
2	Mr Nguyễn Văn Tuấn	Member of the Board of Directors	25/04/2023	
3	Mr Lê Tất Hưng	Member of the Board of Directors	04/2000	
4	Mrs Phạm Thị Anh Thu	Vice Chairman of the Board of Directors	25/04/2023	
5	Mr Tạ Mạnh Cường	Member of the Board of Directors	29/11/2022	

2. Board of Directors meetings

No	Member of the Board of Directors	Number of Board of Directors meetings attended	Attendance rate	Reason for absence
1	Mr Lê Phúc Tùng	10	100%	

2	Mr Tạ Mạnh Cường	10	100%	
3	Mr Lê Tất Hưng	10	100%	
4	Mrs Phạm Thị Anh Thư	10	100%	
5	Mr Nguyễn Văn Tuấn	10	100%	

3. Supervising the Board of Management by the Board of Directors

During the meeting, the Board of Directors summarized production and business activities in the quarter and provided planning directions for the next quarter. Non-executive members of the Board of Directors base on their assigned duties to direct operations in the fields of engineering, maritime safety, human resources, finance, and business.

4. Activities of subcommittees under the Board of Directors: None

5. Resolutions/Decisions of the Board of Directors:

No	Resolution number	Date	Content
1	01/2024-BBH-HĐQT	16/01/2024	Summary of production and business activities in 2023, investment orientation in 2024, agreement on the time to organize the 2024 Annual General Meeting of Shareholders and other opinions of members of the Board of Directors and Representatives of dominant shareholders.
2	01/2024/QĐ-HĐQT	05/02/2024	Decision on liquidation sale of 05 used container trucks and 05 semi-trailers to Transimex Joint Stock Company branch in Hanoi (part of Transimex Joint Stock Company group)
3	02/2024/QĐ-HĐQT	11/04/2024	Decision on dividend payment in 2023
4	14/2024/NQ-HĐQT	15/04/2024	Resolution of the Board of Directors approving the reorganization of a number of units and departments under the Company
5	24/2024/NQ-HĐQT	14/05/2024	Resolution of the Board of Directors approving the issuance of regulations and decentralization tables in the management and operation of the Company's business activities
6	25/2024/NQ-HĐQT	26/06/2024	Resolution of the Board of Directors on approving the investment policy of the project to buy 01 ship to serve the Company's production and business activities
7	26/2024/NQ-HĐQT	17/07/2024	Resolution of the Board of Directors unanimously selecting Ernst & Young Vietnam Co., Ltd. as the auditor of the Company's 2024 financial statements and semi-annual review report

8	02/BBH-HĐQT	24/07/2024	Approving the results of business activities in the second quarter, 6 months of 2024, business plan for the third quarter and the last 6 months of 2024, ship investment plan in 2024
9	03/BBH-HĐQT	23/10/2024	Approving the results of business activities in the third quarter, 9 months of 2024, production and business plan for the fourth quarter of 2024, and ship investment plan in 2025
10	34/NQ-HDDQT	31/12/2024	Resolution of the Board of Directors approving the appointment of Mr. Tran Trong Tam to the position of Deputy Director of the Company

III) Board of Supervisors

1. Information about members of Board of Supervisors:

No	Member of the Board of Supervisors	Position	The date becoming to be the member of the Board of Supervisors	The date ceasing to be the member of the Board of Supervisors	Qualification
1	Mrs Vũ Thị Hậu	Head of the Board of Supervisors	25/04/2023		Bachelor of Accounting
2	Mr Mai Trọng Tài	Member of the Board of Supervisors	29/11/2022		Bachelor of Accounting
3	Mrs Dương Thanh Hà	Member of the Board of Supervisors	25/04/2023		Bachelor of Accounting

2. Meetings of the Board of Supervisors

No	Member of the Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reason for absence
1	Mrs Vũ Thị Hậu	02	100%	100%	
2	Mrs Dương Thanh Hà	02	100%	100%	
3	Mr Mai Trọng Tài	02	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

- The Supervisory Board monitors the implementation of production and business plans and the implementation of the Resolution of the General Meeting of Shareholders, the observance of State regulations and laws, and the Company's Charter for the Board of Directors (BOD), Board of Supervisors. Director (BOD) in the management and administration of the Company.
- In parallel with regular supervision, in 2024 the Supervisory Board conducted 02 periodic inspections to appraise the 2023 Financial Report and the 2024 semi-annual review report to assess the honesty and reasonableness. in statistical work and reporting to propose opinions to the Board of Directors and the Executive Board for appropriate business strategies.
- Prepare a Report on the activities of the Inspection Committee to submit to the Annual General Meeting of Shareholders in 2024, which evaluates the results of inspection and supervision activities of the Inspection Committee in 2023; Evaluate the results of supervision of the Board of Directors and Board of Directors in the management and administration of the Company in 2023 and build the operating direction of the Supervisory Board in 2024.
- Participate fully in meetings of the Board of Directors.

4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:

The Supervisory Board and members of the Board of Directors, Board of Directors and related departments always actively exchange information on issues related to the Company's development orientation, production and business plans.

IV) Board of Management

Members of Board of Management	Date of birth	Qualification	Date of appointment
Mr Lê Tất Hưng	20/04/1964	Marine transportation economics engineer	June 2002

V) Chief accountant

Name	Date of birth	Qualification	Date of appointment
Mrs Trần Thị Thanh Nhàn	08/12/1974	Bachelor of Finance and Accounting	May 2018

VI) Training courses on corporate governance

Members of the Board of Directors and Supervisory Board have participated in training courses on corporate governance.

VII) List of affiliated persons of the public company and transactions of affiliated persons of the Company.

- List of affiliated persons of the public company

No	Name of organization/individual	Position at the Company (if any)	Time of starting to be affiliated person	Time of ending to be affiliated person	Relationship with the Company
1	Lê Phúc Tùng	Chairman of the Board of Directors			
Related person of Mr. Le Phuc Tung					
	Lê Tấn Quyền		25/04/2023		Father
	Lê Thị Nữ		25/04/2023		Mother
	Trương Kim Yến		25/04/2023		Wife
	Lê Phúc Chính		25/04/2023		son
	Mai Trúc Đào		25/04/2023		Daughter-in-law
	Lê thị Anh Thy		25/04/2023		Younger sister
	Nguyễn Thanh Tùng		25/04/2023		Brother-in-law
	Transimex Joint Stock Company		25/04/2023		Mr. Le Phuc Tung is Deputy General Director
	Hoc Mon Trading Joint Stock Company		25/04/2023		Mr. Le Phuc Tung is a member of the Board of Directors

2	Phạm Thị Anh Thu	Vice Chairman of the Board of Directors			
Related person of Mrs Phạm Thị Anh Thu					
	Phạm Thành Tô		2018		Father
	Nguyễn Thị Thái		2018		Mother
	Phạm Đức Minh		2018		Younger brother
	Phạm Thanh Bình		2018		Younger brother
	Đình Công Sơn		2018		Husband
	Đình Công Mạnh		2018		Son
	Đình Phạm Thanh Trúc		2018		Daughter
	Đình Công Ruật		2018		Father-in-law
	Nguyễn Thị Thuỷ		2018		Mother-in-law
	Phan Minh Hải		2018		Sister-in-law
3	Lê Tất Hưng	Member of the Board of Directors, Executive Director			
Related person of Mr Le Tat Hung					
	Đỗ Thị Dâu		2000		Mother
	Lê Thị Kim Dung		2000		Wife
	Lê Tất Thắng		2000		Son
	Lê Thị Diệu Linh		2000		Daughter
	Lê Thị Định		2000		Elder Sister
	Lê Thị Hà		2000		Younger Sister

	Lê Thị Hoài		2000		Younger Sister
4	Nguyễn Văn Tuấn	Member of the Board of Directors			
Related person of Mr Nguyen Van Tuan					
	Nguyễn Văn Lệnh		25/04/2023		Father
	Nguyễn Văn Tòng		25/04/2023		Elder brother
	Vũ Thị Lan Hương		25/04/2023		Sister-in-law
	Trần Thị Mão		25/04/2023		Wife
	Nguyễn Hải Phong		25/04/2023		Son
	Nguyễn Hải Minh		25/04/2023		Son
	Transimex Port Joint Stock Company		25/04/2023		Mr. Nguyen Van Tuan is Deputy Director
5	Tạ Mạnh Cường	Member of the Board of Directors	29/11/2022		
Related person of Mr Ta Manh Cuong					
	Trịnh Thị Hương		29/11/2022		Wife
	Tạ Phương Hà Uyên		29/11/2022		Daughter
	Tạ Tuấn Đạt		29/11/2022		Con
	Tạ Phương Mai		29/11/2022		Son
	Tạ Mạnh Dũng		29/11/2022		Elder brother
	Tạ Phương Lan		29/11/2022		Elder Sister
	Trịnh Khắc Bệch		29/11/2022		Father-in-law
	Nguyễn Thị Hoài		29/11/2022		Mother-in-law
	Nguyễn Thị Lan		29/11/2022		Sister-in-law
	Nguyễn Tuấn Việt		29/11/2022		Brother-in-law

	Mipec Port Joint Stock Company		29/11/2022		Mr. Ta Manh Cuong is a member of the Board of Director
6	Vũ Thị Hậu	Head of the Board of Supervision			
Related person of Mrs Vu Thi Hau					
	Vũ Văn Hiệp		25/04/2023		Father
	Lê Thị Nguyên		25/04/2023		Mother
	Vũ Hữu Hiền		25/04/2023		Elder brother
	Đoàn Hữu Trung		25/04/2023		Husband
	Đoàn Hữu Minh Khang Đoàn Hữu Trung Kiên		25/04/2023		Son Son
	Vũ văn Lực		25/04/2023		Younger Brother
	Thang Long Logistics Service Joint Stock Company		25/04/2023		Ms. Vu Thi Hau is the chief accountant
7	Dương Thanh Hà	Member of the Board of Supervision			
Related person of Mrs Duong Thanh Ha					
	Vũ Anh Côn		25/04/2023		Husband
	Vũ Thủy Ngân		25/04/2023		Daughter
	Vũ Quang		25/04/2023		Son
	Dương Đức Dũng		25/04/2023		Father
	Nghiêm Thị Tám		25/04/2023		Mother
	Dương Tuấn Anh		25/04/2023		Younger brother

	Dương Thành Long		25/04/2023		Younger brother
8	Mai Trọng Tài	Member of the Board of Supervision	29/11/2022		
Related person of Mr Mai Trong Tai					
	Mai Duy Toan		29/11/2022		Father
	Nguyễn Thị Nga		29/11/2022		Mother
	Mai Ngọc Tú		29/11/2022		Elder brother
	Mai Minh Trí		29/11/2022		Younger brother
	Đặng Thị Quyên		29/11/2022		Wife
	Mipec Port Joint Stock Company		29/11/2022		Mr. Mai Trong Tai is Chief Accountant
9	Trần Thị Thanh Nhân	Chief accountant			
Related person of Mrs Tran Thi Thanh Nhan					
	Hoàng Văn Dương		06/02/2017		Husband
	Hoàng Tuyết Nhung		06/02/2017		Daughter
	Hoàng Tiến Đạt		06/02/2017		Son
	Trần Du Nam		06/02/2017		Father
	Nguyễn Thị Thục		06/02/2017		Mother
	Trần Thị Thanh Hương		06/02/2017		Elder Sister
	Trần Thị Hoi		06/02/2017		Younger Sister
	Trần Thị Hương Giang		06/02/2017		Younger Sister
10	Bùi Thị Hồng Hạnh	Person publishing information			
Related person of Mrs Bui Thi Hong Hanh					
	Đỗ Quang Minh		2009		Husband
	Đỗ Anh Đức		2009		Son

	Đỗ Quang Ngọc		2009		Son
	Bùi Như Bình		2009		Father
	Đỗ Thanh Hương		2009		Mother
	Bùi Tuấn Khang		2009		Younger brother
11	Nguyễn Anh Đức	Company secretary and administrator	18/09/2023		
Related person of Mr Nguyen Anh Duc					
	Nguyễn Văn Thắng		18/09/2023		Father
	Ngô Thị Thanh Mai		18/09/2023		Mother
	Ngô Xuân Dương		18/09/2023		Father in law
	Dương Thị Nhài		18/09/2023		Mother in law
	Ngô Thị Quyên		18/09/2023		Wife
	Nguyễn Đức Hoàng Anh		18/09/2023		Con
	Nguyễn Việt Dũng		18/09/2023		Son
	Nguyễn Ngọc Anh		18/09/2023		Elder Sister

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:

No	Name of organization/individual	Relationship with the Company	NSH No. *, date of issue, place of issue	Head office address	Time of transactions with the	Resolution No. Or Decision No.	Content, quantity, transaction value	Note
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					Company	Approved by General Meeting of Shareholders/ Board of Directors		
1	Transimex Joint Stock Company	Transimex Joint Stock Company is the controlling shareholder	0301874259	Floors 9-10, 172 Hai Ba Trung, DaKao Ward, 1 district, Ho Chi Minh City	From January to October 2024		Transimex Sun ship management service with transaction value of 475,000,000 VND (excluding VAT)	
2	Branch of Transimex Joint Stock Company in Hanoi	Transimex Joint Stock Company is the controlling shareholder	0301874259- 001	Floors 9-10-11 Grand Building, No. 30-32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi	From January to December 2024	Decision No 09/2024/HĐQ T date 05/02/2024	Liquidation sale of 05 container tractors + 05 trailers, office rental service with total transaction value of	

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							4.733.514.054 VND(excluding VAT)	
3	Branch of Transimex Joint Stock Company in Hai Phong	Transimex Joint Stock Company is the controlling shareholder	0301874259- 002	Room 414, Thanh Dat 1 Building, No. 3 Le Thanh Tong, May To Ward, Ngo Quyen District, HP	From January to June 2024		Office rental service with total transaction value of 98.300.128 VND (excluding VAT)	
4	Branch of Vinafreight Joint Stock Company in Hai Phong	Transimex Joint Stock Company is the controlling shareholder	0302511219- 002	Floor 3A - Transco Building, No. 5 Lot 2B New Urban Area Cat Bi Airport Junction, Dong Khe Ward, Ngo Quyen District, HP	From June 2024		Office rental service with total transaction value of 180.124.111 VND (excluding VAT)	
5	Transimex Shipping Joint Stock Company	Transimex Joint Stock Company has 100% contributed capital	0202185730	Floor 6, No. 5, Lot 2B, New Urban Area, Cat Bi Airport Junction, Dong Khe Ward, Ngo Quyen District, HP	From January to December 2024		Office rental service with total transaction value of 152.637.040 VND (excluding VAT)	

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3. Transactions between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: none

4. Transactions between the Company and other objects: none

VI) Share transactions of internal persons and their affiliated persons :

1. The list of internal persons and their affiliated persons

No	Name	Position at the company	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Lê Phúc Tùng	Chairman of the Board of Directors	0		
Related person of Mr. Le Phuc Tung					
	Lê Tấn Quyền		0	0%	Father
	Lê Thị Nở		0	0%	Mother
	Trương Kim Yến		0	0%	Wife
	Lê Phúc Chính		0	0%	son
	Mai Trúc Đào		0	0%	Daughter-in-law
	Lê thị Anh Thy		0	0%	Younger sister
	Nguyễn Thanh Tùng		0	0%	Brother-in-law
	Transimex Joint Stock Company		4.912.560	57,12%	Mr. Le Phuc Tung is Deputy General Director

	Hoc Mon Trading Joint Stock Company		0	0%	Mr. Le Phuc Tung is a member of the Board of Directors
2	Phạm Thị Anh Thư	Vice Chairman of the Board of Directors	2.880.000	33,49%	Representative of State capital contribution of VIMC
Related person of Mrs Pham Thi Anh Thu					
	Phạm Thành Tô		0	0%	Father
	Nguyễn Thị Thái		0	0%	Mother
	Phạm Đức Minh		0	0%	Younger brother
	Phạm Thanh Bình		0	0%	Younger brother
	Đình Công Sơn		0	0%	Husband
	Đình Công Mạnh		0	0%	Son
	Đình Phạm Thanh Trúc		0	0%	Daughter
	Đình Công Ruật		0	0%	Father-in-law
	Nguyễn Thị Thuỷ		0	0%	Mother-in-law
	Phan Minh Hải		0	0%	Sister-in-law
3	Lê Tất Hưng	Member of the Board of Directors, Executive Director	176.000	2,04%	
Related person of Mr Le Tat Hung					
	Đỗ Thị Dậu		0	0%	Mother

	Lê Thị Kim Dung		0	0%	Wife
	Lê Tất Thắng		0	0%	Son
	Lê Thị Diệu Linh		0	0%	Daughter
	Lê Thị Định		0	0%	Elder Sister
	Lê Thị Hà		0	0%	Younger Sister
	Lê Thị Hoài		0	0%	Younger Sister
4	Nguyễn Văn Tuấn	Member of the Board of Directors	0	0%	
Related person of Mr Nguyen Van Tuan					
	Nguyễn Văn Lệnh		0	0%	Father
	Nguyễn Văn Tòng		0	0%	Elder brother
	Vũ Thị Lan Hương		0	0%	Sister-in-law
	Trần Thị Mão		0	0%	Wife
	Nguyễn Hải Phong		0	0%	Son
	Nguyễn Hải Minh		0	0%	Son
	Transimex Port Joint Stock Company		0	0%	Mr. Nguyen Van Tuan is Deputy Director
5	Tạ Mạnh Cường	Member of the Board of Directors	0		
Related person of Mr Ta Manh Cuong					
	Trịnh Thị Hương		0	0%	Wife
	Tạ Phương Hà Quyên		0	0%	Daughter
	Tạ Tuấn Đạt		0	0%	Con

	Tạ Phương Mai		0	0%	Son
	Tạ Mạnh Dũng		0	0%	Elder brother
	Tạ Phương Lan		0	0%	Elder Sister
	Trịnh Khắc Bệch		0	0%	Father-in-law
	Nguyễn Thị Hoài		0	0%	Mother-in-law
	Nguyễn Thị Lan		0	0%	Sister-in-law
	Nguyễn Tuấn Việt		0	0%	Brother-in-law
	Transimex Port Joint Stock Company		0	0%	Mr. Ta Manh Cuong is a member of the Board of Director
6	Vũ Thị Hậu	Head of the Board of Supervision	0	0%	
Related person of Mrs Vu Thi Hau					
	Vũ Văn Hiệp		0	0%	Father
	Lê Thị Nguyên		0	0%	Mother
	Vũ Hữu Hiền		0	0%	Elder brother
	Đoàn Hữu Trung		0	0%	Husband
	Đoàn Hữu Minh Khang		0	0%	Son
	Đoàn Hữu Trung Kiên		0	0%	Son
	Vũ văn Lực		0	0%	Younger Brother
	Thang Long Logistics Service Joint Stock Company		0	0%	Ms. Vu Thi Hau is the chief accountant
7	Mai Trọng Tài	Member of	0	0%	

		the Board of Supervision			
Người có liên quan của ông Mai Trọng Tài					
	Mai Duy Toàn		0	0%	Father
	Nguyễn Thị Nga		0	0%	Mother
	Mai Ngọc Tú		0	0%	Elder brother
	Mai Minh Trí		0	0%	Younger brother
	Đặng Thị Quyên		0	0%	Wife
	Transimex Port Joint Stock Company		0	0%	Mr. Mai Trong Tai is Chief Accountant
8	Dương Thanh Hà	Member of the Board of Supervision	0	0%	
Người có liên quan của bà Dương Thanh Hà					
	Vũ Anh Côn		0	0%	Husband
	Vũ Thuỷ Ngân		0	0%	Daughter
	Vũ Quang		0	0%	Son
	Dương Đức Dũng		0	0%	Father
	Nghiêm Thị Tám		0	0%	Mother
	Dương Tuấn Anh		0	0%	Younger brother
	Dương Thành Long		0	0%	Younger brother
9	Trần Thị Thanh Nhân	Chief accountant	7.500	0,087%	
Related person of Mrs Tran Thi Thanh Nhan					
	Hoàng Văn Dương		0	0%	Husband

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	Hoàng Tuyết Nhung		0	0%	Daughter
	Hoàng Tiến Đạt		0	0%	Son
	Trần Du Nam		0	0%	Father
	Nguyễn Thị Thục		0	0%	Mother
	Trần Thị Thanh Hương		0	0%	Elder Sister
	Trần Thị Hợi		0	0%	Younger Sister
	Trần Thị Hương Giang		0	0%	Younger Sister
10	Bùi Thị Hồng Hạnh	Person publishing information	1.200	0,013%	

Related person of Mrs Bui Thi Hong Hanh

	Đỗ Quang Minh		0	0%	Husband
	Đỗ Anh Đức		0	0%	Son
	Đỗ Quang Ngọc		0	0%	Son
	Bùi Như Bình		0	0%	Father
	Đỗ Thanh Hương		0	0%	Mother
	Bùi Tuấn Khang		0	0%	Younger brother
11	Nguyễn Anh Đức	Company secretary and administrator	0	0%	

Related person of Mr Nguyen Anh Duc

	Nguyễn Văn Thắng		0	0%	Father
	Ngô Thị Thanh Mai		0	0%	Mother
	Ngô Xuân Dương		0	0%	Father in law

	Dương Thị Nhài		0	0%	Mother in law
	Ngô Thị Quyên		0	0%	Wife
	Nguyễn Đức Hoàng Anh		0	0%	Son
	Nguyễn Việt Dũng		0	0%	Son
	Nguyễn Ngọc Anh		0	0%	Elder Sister

2. Transactions of internal persons and related persons with respect to the Company's shares

No	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
1	Transimex Joint Stock Company	Mr. Le Phuc Tung is Deputy General Director	4.647.440	54,04	4.941.360	57,46	Buy to increase ownership ratio

VII) Other issues to note: none.

Chairman of the Board of Directors



CHỦ TỊCH HĐQT
Lê Phúc Tung