



No. : 01 /HĐQT

HCM City dated 16 January 2025

REPORT ON CORPORATE GOVERNANCE YEAR 2024

TO : - THE STATE SECURITIES COMMISSION
- HANOI STOCK EXCHANGE

- Name of Company: **CÔNG TY CỔ PHẦN ĐỊA ỐC CHỢ LỚN**
- Address of head office: **118 Hưng Phú, Ward Hung Phu, District 8, TP. Hồ Chí Minh**
- Telephone: **028.38.557.332** Email : info@cholonres.com.vn
- Charter Capital : **138.587.140.000 đồng**
- Stock symbol : **RCL**

I/ Activities of the General Meeting of Shareholders

No.	Resolution No.	Date	Content
01	17/NQ-DHĐCĐ	26/04/2024	Report of business results in 2023 (Revenue, Profit, Profit distribution, ...) và business plans in 2024; the election of the Board of Directors and the Supervisor Board in the next five years (2024-2029);...

II/ Board of Directors :

1 – Information about the members of the Board of Directors :

No.	Board of Directors' members	Position	Date of appointment	Number of meetings attended by Board of Directors	Attendance rate	Reason for absence
01	Trần Văn Châu	Chairman	04/2014	06/06	100%	
02	Dương Thế Quang	Non-executive Director	04/2014	04/06	66,67%	Dismissal since May 2024
03	Trần Tuấn Đạt	Executive Director	04/2016	06/06	100%	
04	Nguyễn Anh Kiệt	Non-executive Director	04/2019	04/06	66,67%	Dismissal since May 2024
05	Lê Thị Thanh Ngân	Non-executive Director	07/2022	06/06	100%	
06	Nguyễn Bảo Huy	Executive Director	05/2024	02/06	33,33%	Appointment since May 2024

07	Nguyễn Đỗ Ngọc Bảo	Non-executive Director	05/2024	02/06	33,33%	Appointment since May 2024
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2 – Supervising the Board of Management by the Board of Directors:

It seems that Vietnam's real estate market shows no signs of improvement in 2024. Especially the company has not overcome the legal obstacles for several years, then up to now, no new project has been implemented, which greatly affected our business and operations results.

In 2024, the Board of Directors has focused on urging and supervising the Board of General Directors to work with government authorities or state agencies to handle the Company's project legal affairs. In addition, the company human resources were restructured in order to prepare the election of the Board of Directors and Supervisory Board for the next five years (2024-2029). After the 2024 Annual General Meeting of Shareholders, the Board of Directors, including the Chairman, regularly together with the Company's Board of Directors, participate in leading the company's business activities to overcome this challenging phase and lay a strong groundwork for growth in the coming years.

3 – Activities of the Board of Directors' subcommittees:

- The Investment Committee:
 - Advise the Board of Directors on up-to-date information about real estate and construction market to create business plans appropriate to the Company's financial and human resources.
 - During the year, the Company invested in the Lalaland project in Sa Dec, Dong Thap Province; which is reasonably priced with clear legal document and high profitability in the future. The company has calculated and balanced cash flow to invest in an appropriate number of properties to achieve the highest business efficiency. In addition, we continue to survey and seek projects in other provinces such as Vung Tau, Binh Thuan, ...
 - Complete the renovation of the company headquarters to lease the ground floor and generate revenue for the Company.
- The Legacy Committee:
 - Participate in drafting and reviewing the company leasing and trading property contracts
 - Concernstrate on strengthening communication with government authorities to resolve legal procedural obstacles during the implement of new projects in a market context where many projects are delayed due to complicated legal procedures
 - Collaborate with the legal consulting firm to review the legal procedures of the company's existing projects, such as the 28ha Nhà Bè project, Mộc Bài Tây Ninh project, and Đà Nẵng project.
 - Collaborate with the legal consulting firm to research and study the legal aspects of the investor and the Lalaland project in Sa Đéc, Đồng Tháp Province.
- The Remuneration and Nomination Committee:
 - Advise on innovative working styles for higher productivity; improve the skills of the workforce; restructure the organization to streamline operations, enhance responsibility, and increase market competitiveness.

- Advise the management on the salary and bonus regulations, as well as labor agreements, to ensure compliance with the Social Insurance Law and other relevant legal documents.

4 – Resolutions/Decisions of the Board of Directors:

No.	Resolutions/Decisions No.	Date	Content
01	02/NQ-HĐQT	29/02/2024	Resolution on finalizing the list of shareholders for organizing the 2024 General Meeting of Shareholders.
02	05/NQ-HĐQT	07/03/2024	Resolution on canceling the finalized list of shareholders for organizing the 2024 General Meeting of Shareholders.
03	06/NQ-HĐQT	08/03/2024	Resolution on finalizing the list of shareholders for organizing the 2024 General Meeting of Shareholders.
04	09/NQ-HĐQT	03/04/2024	Resolution on setting the date and venue for the 2024 General Meeting of Shareholders and the agenda for the meeting.
05	18/NQ-HĐQT	03/05/2024	Resolution on appointing the Chairman of the Board of Directors.
06	19/NQ-HĐQT	03/05/2024	Resolution on maintaining subcommittees supporting the Board of Directors and studying investments in new projects.
07	20/NQ-HĐQT	26/06/2024	Resolution on selecting an auditing firm for the semi-annual and annual financial statements for 2024.
08	21/NQ-HĐQT	02/07/2024	Resolution on investing in the Lalaland project in Sa Đéc, Đồng Tháp, and approving the Q2 2024 financial statements.
09	24/NQ-HĐQT	19/07/2024	Resolution on borrowing funds to invest in the Lalaland Project - Sa Đéc, Đồng Tháp
10	26/NQ-HĐQT	30/09/2024	Resolution on dismissing Mr. Nguyễn Bảo Huy from the position of Chief Accountant and appointing Ms. Lê Thị Kim Xuyên as the person in charge of accounting for the Company.

III / Supervisory Board :

1 – Information about Supervisory Board's member

No.	Supervisory Board's member	Position	The date becoming the member of the Supervisory Committee	Number of meetings attended	Attendance rate	Reason of absence
01	Nguyễn Thị Ngọc Duyên	Trưởng.BKS	4/2019	03	100%	
02	Trần Ngọc Lan	TV.BKS	4/2019	01	33,33%	Ceasing to be the member of Supervisory Board since May 2024
03	Nguyễn Xuân Dũng	TV.BKS	4/2022	03	100%	
04	Nguyễn Tấn Huy	TV.BKS	04/2024	02	66,67%	Becoming the

						member of Supervisory Board since May 2024
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2 – Supervising Board of Directors, Board of Management and shareholders by Audit Committee: In 2024, The Supervisory Board focuses on the personnel selection for the Supervisory Board for the next five year (2024-2029) and electing the Head of the Supervisory Board after the Annual General Meeting of Shareholders. The Supervisory Board continues to appoint representatives to attend meetings with the Board of Directors to monitor the Company's activities and ensure compliance with legal regulations, the resolutions of the General Meeting of Shareholders, and the Company's Charter. They also coordinate with the Board of Directors to select the auditing firm for the 2024 semi-annual and annual financial statements. Additionally, based on the Company's business results and the required financial reports, the Supervisory Board periodically reviews, analyzes, evaluates, and proposes recommendations to the Board of Directors and the Executive Board on business risks or issues that need to be more closely monitored.

3 – The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers: The Supervisory Board regularly communicates with the Chief Accountant on the accounting data reflected in the Company's financial reports, which is required to meet complex accounting standards and current regulations. Moreover, the Supervisory Board also actively contributes opinions to the Executive Board and the Board of Directors at their meetings and advise appropriate solutions to emerging issues, enhancing compliance and rigor in the Company's operations.

IV/ Board of Management:

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment
1	Trần Tuấn Đạt	18/9/1984	Construction Engineer	Becoming Deputy General Director since August 2017
2	Nguyễn Bảo Huy	04/3/1976	Master of Business Administration	Becoming Deputy General Director since September 2022

V//Chief Accountant

Name	Date of birth	Qualification	Date of appointment
Nguyễn Bảo Huy	04/3/1976	Master of Business Administration	- Becoming Chef Accounting since 06/2019 - Ceasing to be the Chef Accounting since

			30/9/2024
Lê Thị Kim Xuyên	18/9/1979	Bachelor of Economy	- Becoming responsible for accounting since 30/9/2024

VI/ Training courses on corporate governance::

Training courses on corporate governance were involved by members of Board of Directors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: Delegate personnel to participate in training courses on information disclosure organised by The State Securities Commission and the Hanoi Stock Exchange.

The company is willing to create favorable conditions for management staff, secretaries, and specialists to participate in training courses on management skills, technical expertise; and training sessions on new legal documents. At the same time, we encourage the working environment where employees continuously improve their professional skills and work efficiency.

VII/ The list of internal persons of the company and transactions of internal persons of the Company:

1 – The list of internal persons of the Company:

No.	Name of organisation/ individual	Position at the Company	Số giấy NSH, Date of issue, Place of issue	Contact Address	Time of starting to be affiliate person	Time of ending to be affiliated person	Reasons
A. Board of Directors and Board of Management:							
1	Trần Văn Châu	Chairman			07/2007		
2	Trần Tuấn Đạt	Member of BOD- Deputy General Director			04/2016		
3	Dương Thế Quang	Member of BOD			05/2014	05/2024	Dismissal since May 2024
4	Nguyễn Anh Kiệt	Member of BOD			04/2019	05/2024	Dismissal since May 2024
5	Lê Thị Thanh Ngân	Member of BOD			07/2022		
6	Nguyễn Bảo Huy	Member of BOD - Deputy General Director			05/2024		Becoming the member of Supervisory Board since May 2024
7	Nguyễn Đỗ Ngọc Bảo	Member of BOD			05/2024		Becoming the member of Supervisory Board since May 2024

B. Supervisory Board:							
8	Nguyễn Thị Ngọc Duyên	Head of SB			05/2014		
9	Trần Ngọc Lan	Member of SB			04/2019	05/2024	Dismissal since May 2024
10	Nguyễn Xuân Dũng	Member of SB			04/2022		
11	Nguyễn Tấn Huy	Member of SB			05/2024		Becoming the member of Supervisory Board since May 2024
C. Cheft accountant:							
12	Nguyễn Bảo Huy	Cheft accountant			06/2019		
13	Lê Thị Kim Xuyên	Responsible for accounting			09/2024		Becoming responsible for accounting since 30/9/2024
D. Người ủy quyền công bố thông tin							
14	Trần Thùy Dung	TP. Quản trị-Đầu tư Người được ủy quyền CBTT			10/2016		
E. Cổ đông sở hữu trên 10% cổ phiếu có quyền biểu quyết							
15	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV						Organization holding 20% of voting shares.
16	Công ty TNHH Thương mại N.T.P				30/5/2023		Organization holding 20% of voting shares.

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

3 – Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: nil

4 – Transactions between the Company and other objects:

4.1 Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): nil

4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): nil

4.3 Other transactions of the Company (if any) may bring material or non-material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: nil

VIII/ Share transactions of internal persons and their affiliated persons:

1. The list of internal persons and their affiliated persons :

No.	Name of organisation / individual	Position at the Company	Relationship with internal persons	Số CMND/ ĐKKD	Date of issue	Place of issue	Address	No. of share owned at period-end	% owned at period-end
1	Trần Văn Châu	Chairman						1.328.893	9,59%
1.1	Vũ Thị Hồng Vân		Mother					0	0%
1.2	Trần Phương Thảo		Child					0	0%
1.3	Trần Tuấn Đạt	Member of BoD	Child					0	0%
1.4	Trần Thùy Dung	Trưởng phòng QTĐT – Người ủy quyền CBTT	Child					74.024	0,53%
1.5	Lê Thị Huệ		Child in law					0	0%
1.6	Trần Thị Cúc		Sister					0	0%
1.7	Trần Thị Minh		Sister					0	0%
1.8	Trần Thị Mai		Sister					0	0%
1.9	Trần Ngọc Khiêm		Brother					0	0%
2	Dương Thế Quang	Member of BoD						176	0%
2.1	Trần Thị Hai		Mother					0	0%
2.2	Tăng Trịnh Thủy Tiên		Wife					0	0%
2.3	Dương Quỳnh Như		Child					0	0%
2.4	Dương Quỳnh Anh		Child					0	0%
2.5	Dương Lưu Thủy		Sister					0	0%
2.6	Dương Thanh Chi		Sister					0	0%
2.7	Dương Thế Hùng		Brother					0	0%
2.8	Dương Thế Việt		Brother					0	0%
2.9	Dương Thế Đăng		Brother					0	0%
2.10	Lê Tang Hồ		Brother in law					0	0%
2.1	Bùi Văn		Brother					0	0%

1	Nhật		in law						
2.1 2	Nguyễn Thị Ngọc Lan		Sister in law					0	0%
2.1 3	Trịnh Thị Thủy		Mother in law					0	0%
2.1 4	Công ty CP Chứng khoán HDB		Tổng Giám đốc					0	0%
2.1 5	Công ty CP Bia Rượu Sài Gòn Đồng Xuân		Thành viên HĐQT					0	0%
3	Trần Tuấn Đạt	Member of BoD- Deputy General Director						0	0%
3.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
3.2	Vũ Thị Hồng Vân		Mother					0	0%
3.3	Trần Thùy Dung	Trưởng Phòng Hành chính; Người được ủy quyền CBTT	Sister					74.024	0,53%
3.4	Trần Phương Thảo		Sister					0	0%
3.5	Lê Thị Huệ		Wife					0	0%
3.6	Trần Tuấn Phát		Child					0	0%
3.7	Trần Minh Khoa		Child					0	0%
3.8	Lê Quý Thường		Father in law					0	0%
3.9	Lê Thị Gia		Mother in law					0	0%
4	Nguyễn Anh Kiệt	Member of BoD						0	0%
4.1	Nguyễn Anh Bảy		Father					0	0%
4.2	Nguyễn Đơ		Father in law					0	0%
4.3	Nguyễn Thị Bình Minh		Mother in law					0	0%
4.4	Nguyễn Anh Trọng		Brother					0	0%
4.5	Nguyễn Thảo Nguyên		Wife					0	0%

4.6	Nguyễn Thảo Mĩ		Child					0	0%
5	Lê Thị Thanh Ngân	Member of BoD						3.410	0,025 %
5.1	Lê Ngọc Hân		Husband					0	0%
5.2	Lê Hải Kiệt		Child					0	0%
5.3	Lê Quốc Thành		Child					0	0%
5.4	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV		Đại diện vốn nhà nước					2.772.000	20%
6	Nguyễn Bảo Huy	Member of BoD - Deputy General Director						0	0%
6.1	Trần Thị Xuân		Mother					0	0%
6.2	Hồ Thị Rành		Mother in law					0	0%
6.3	Phạm Kim Loan		Wife					0	0%
6.4	Nguyễn Phạm Hồng Ngọc		Child					0	0%
6.5	Nguyễn Phạm Ngọc Minh		Child					0	0%
7	Nguyễn Đỗ Ngọc Bảo	Member of BoD						0	0%
7.1	Đỗ Thị Kiêm		Mother					0	0%
7.2	Nguyễn Thanh Phong		Husband					0	0%
7.3	Nguyễn Thế Phú		Child					0	0%
7.4	Nguyễn Thế Phương		Child					0	0%
7.5	Nguyễn Đỗ Bảo Châu		Sister					0	0%
7.6	Nguyễn Khôi Nguyên		Brother					535.446	3,86%
8	Nguyễn Thị Ngọc Duyên	Head of SB						0	0%
8.1	Nguyễn Đình Văn		Father					0	0%
8.2	Nguyễn Thị Tuyết Dung		Mother					0	0%
8.3	Nguyễn Thị Bảo Ngân		Sister					0	0%
8.4	Nguyễn Thị Bảo Ngọc		Sister					0	0%
9	Trần Ngọc Lan	Member of SB						0	0%

9.1	Trần Nghĩa		Father					0	0%
9.2	Trần Lệ Phương		Mother					0	0%
10	Nguyễn Xuân Dũng	Member of SB						32.330	0.23%
10.1	Trần Thị Chi		Wife					98.110	0,71%
10.2	Nguyễn Trần Xuân Kim		Child					0	0%
10.3	Nguyễn Trần Kim Xuân		Child					0	0%
11	Nguyễn Tấn Huy	Member of SB						0	0%
11.1	Nguyễn Tấn Hưng		Father					0	0%
11.2	Lê Hồng Hương		Mother					0	0%
11.3	Nguyễn Quý Mai		Sister					0	0%
11.4	Đặng Mai Thảo Vi		Wife					0	0%
11.5	Đình Gia Bảo		Brother in law					0	0%
11.6	Đặng Ngọc Sơn		Father in law					0	0%
11.7	Mai Thị Liên		Mother in law					0	0%
12	Trần Thủy Dung	Trưởng phòng QTĐT - Người được ủy quyền CBTT						74.024	0,53%
12.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
12.2	Vũ Thị Hồng Vân		Mother					0	0%
12.3	Trần Tuấn Đạt	Member of BoD	Brother					0	0%
12.4	Trần Phương Thảo		Sister					0	0%
12.5	Lê Thị Huệ		Sister in law					0	0%
13	Lê Thị Kim Xuyên	Responsible for accounting						0	0%
13.1	Lê Bá Quán		Father					0	0%
13.2	Lê Thị Ngọc Huyền		Mother					0	0%
13.3	Mai Thị Bạch		Mother in law					0	0%
13.4	Mai Quang Chính		Husband					0	0%
13.5	Mai Ngọc Phương Trang		Child					0	0%

13. 6	Mai Đức Trọng		Child					0	0%
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2. Transactions of internal persons and affiliated persons with shares of the company: nil

IX/ Other significant issues:

- In recent years, the Company has consistently concernstated on investing in a skilled workforce with good management capabilities and ability to use technology to manage information, payments, advertising, and customer service. This is aimed at promoting the Company's brand and reputation, supporting to develop more projects, and strengthening relationships with customers and investors to enhance the Company's business performance.
- Coordinate with the legal firm to assess legality of ongoing projects and new development projects, and enhance risk management to ensure effective business operations in compliance with legal regulations
- Regularly update and study new decrees and guiding circulars issued by the government, while coordinate with government authorities to expedite the legal procedures for implementing the company projects.
- Focus on process of issuing ownership certificates to customers, collecting debt, and exploiting the Company's existing housing products to increase revenue from sale or rental of vacant properties and unleased apartments, raising additional capital for reinvestment in new projects.

CHAIRMAN OF BOARD OF DIRECTORS



TRẦN VĂN CHÂU