
No: 01/2025/BC-CTC

Gia Lai, day 22 month 01 year 2025

**REPORT ON CORPORATE GOVERNANCE
(year 2024)**

To: - The State Securities Commission;
- The Stock Exchange.

- Name of company: **HOANG KIM TAY NGUYEN GROUP JOINT STOCK COMPANY**
- Address of headoffice: Village 3, An Phu Commune, Pleiku City, Gia Lai Province
- Telephone: 0269.3824 332 Fax: 0269.3824 259
- Charter capital: 157.999.260.000 VND
- Stock symbol: CTC
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Audit Committee under the Board of Directors.

The implementation of internal audit: No member of the Inspection Committee has been appointed yet.

I. Activities of the General Meeting of Shareholders

- On February 20, 2024, the Company held the 2023 Annual General Meeting of Shareholders but failed due to insufficient number of shareholders attending as required. Therefore, the Board of Directors of the Company issued Resolution No. 03/2024/NQ-HDQT-CTC dated February 21, 2024 on convening the 2nd Annual General Meeting of Shareholders in 2023 on March 1, 2024.

- On March 1, 2024, the Company held the 2nd Annual General Meeting of Shareholders in 2023 but failed again due to insufficient number of shareholders attending as required. Therefore, the Board of Directors of the Company issued Resolution No. 04/2024/NQ-HDQT-CTC dated March 6, 2024 on convening the 3rd Annual General Meeting of Shareholders in 2023 on March 14, 2024.

- On March 14, 2024, the Company successfully held the 2023 Annual General Meeting of Shareholders. On March 15, 2024 (within the prescribed 24-hour period for information disclosure), the Company announced information on the Resolution, Minutes and contents approved in the 2023 Annual General Meeting of Shareholders.

- On April 29, 2024, the Company held the 1st Annual General Meeting of Shareholders in 2023 unsuccessfully due to insufficient number of shareholders attending as prescribed. Therefore, the Board of Directors of the Company issued Resolution No. 08/2024/NQ-HDQT-CTC dated May 3, 2024 on convening the 2nd Annual General Meeting of Shareholders in 2023 on May 24, 2024.

- On May 24, 2024, the Company held the 1st Annual General Meeting of Shareholders in 2023 unsuccessfully due to insufficient number of shareholders attending as prescribed. Therefore, the Board of Directors of the Company issued Resolution No. 09/2024/NQ-HDQT-CTC dated May 24, 2024 on convening the 3rd Annual General Meeting of Shareholders in 2023 on June 14, 2024.

- On June 14, 2024, the Company successfully held the 2024 Annual General Meeting of Shareholders (convened for the 3rd time), meeting the procedures for organizing the General Meeting of Shareholders according to the law. The contents of the General Meeting that were approved are the basis for the Company to continue implementing action plans in 2024 to bring about better business results in the future. On June 15, 2024 (within the prescribed 24-hour period for information disclosure), the Company announced information on the Resolution, Minutes and contents approved in the 2024 Annual General Meeting of Shareholders.

No.	Resolution/Decision No.	Date	Content
01	01/2024/CTC /NQ-DHDCD	14/03/2024	<ul style="list-style-type: none"> - Report of the Board of Directors on the Company's business activities in 2022 and the production and business plan in 2023; - Report of the Board of Directors in 2022 and the operation plan in 2023; - Report of the Board of Supervisors in 2022 and the operation plan in 2023; - Submission on the approval of the Audited Financial Statements in 2022; - Submission on the approval of the Profit Distribution and Dividend Plan in 2022 and the Profit Distribution and Dividend Plan in 2023; - Submission on the remuneration, salary, bonus and other benefits of the Board of Directors and the Board of Supervisors in 2022 and the plan for 2023; - Submission on the selection of an Auditing Company to review and/or audit the Financial Statements in 2023; - Submission approving related transactions between the Company and insiders and related parties; - Submission approving the number of Board members and electing additional Board members for the 2020 - 2025 term of the Company; - Approving the results of electing additional Board members for the 2020 - 2025 term of the Company, specifically: <ul style="list-style-type: none"> - Tran Van Tuan - Member of the Board of Directors; - Dinh Cong Duy - Independent Member of the Board of Directors; - Submission approving the restructuring of the Company's debts - Submission amending and supplementing the

			Company's Charter.
2	02/2024/CTC /NQ-DHDCD	14/06/2024	<ul style="list-style-type: none"> - Report on the Board of Directors' performance in 2023 and the 2024 Operation Plan; - Report on the Board of Supervisors' performance in 2023 and the 2024 Operation Plan; - Report of the Board of Directors on the business performance in 2023 and the 2024 Operation Plan; - Audited financial statements of the Company in 2023; - Proposal on profit distribution and dividend payment in 2023 and the plan on profit distribution and dividend payment in 2024; - Proposal on remuneration, salary, bonus and other benefits of the Board of Directors and the Board of Supervisors in 2023 and the plan for 2024; - Proposal on selection of an auditing company for the Company's financial statements in 2024; - Report on contracts and transactions between the Company and related parties; - Report on restructuring debts and liquidating assets of the Company; - Report on borrowing capital from individuals and organizations.

II. Board of Directors:

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

No.	Board of Directors' members	Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Cao Van Duong	Chairman of the Board of Directors	26/04/2021	
2	Mr. Tran Van Tuan	Board Member	14/03/2024	
3	Mr. Dinh Cong Duy	Independent Board Member	14/03/2024	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
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1	Mr. Cao Van Duong	9/9	100%	
2	Mr. Tran Van Tuan	5/9	55,56%	04 meetings held before appointment date 03/14/2024
3	Mr. Dinh Cong Duy	5/9	55,56%	04 meetings held before appointment date 03/14/2024

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

The Board of Directors shall inspect and supervise the Board of Directors of the Company in accordance with the provisions of the Enterprise Law, the Company Charter and the Regulations on the operation of the Board of Directors of the Company, specifically:

The Chairman of the Board of Directors regularly monitors and supervises the Executive Board and units in the Company on the implementation status and results of the implementation of the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors to provide regular and timely direction to ensure that the management and operation of the Company achieve the highest efficiency.

Every month, the Chairman of the Board of Directors participates in meetings with the Executive Board and departments to grasp the business situation, arising issues and promptly direct related work.

Under the direction of the Board of Directors, the Board of Management has implemented a series of measures and business solutions to adapt to the new situation after the pandemic, attracting tourists to the Company, expanding commercial activities to increase revenue and gradually stabilize the business.

The Board of Directors has proposed business orientations, plans to repair and upgrade infrastructure, and expand the scale of operations in the coming time. Continue to thoroughly instruct affiliated units in the entire Company to implement cost savings, regulate and assign specific cost norms to each unit in a reasonable manner.

Every quarter, the Board of Management prepares financial indicators reports to the Board of Directors, and at the same time, through Board of Directors meetings, the Board of Directors reports on the business performance of the quarter as well as the direction of operations in the coming time for the Board of Directors to evaluate and direct implementation.

4. Activities of the Board of Directors' subcommittees (If any): don't have

5. Resolutions/Decisions of the Board of Directors:

No	Resolution/Decision No.	Date	Content	Approval rate
01	01/2024/NQ-HDQT-CTC	05/01/2024	Approval of the plan to organize the 2023 Annual General Meeting of Shareholders.	100%
02	02/2024/NQ-HDQT-CTC	31/01/2024	Approval of change in time for holding the 2023 Annual General Meeting of Shareholders.	100%
03	03/2024/NQ-HDQT-CTC	21/02/2024	Approving the convening of the 2nd Annual General Meeting of Shareholders in 2023.	100%

04	04/2024/NQ-HDQT-CTC	06/03/2024	Approving the convening of the 3rd Annual General Meeting of Shareholders in 2023.	100%
5	05/2024/NQ-HDQT-CTC	07/03/2024	Approval of the plan to organize the 2024 Annual General Meeting of Shareholders.	100%
6	06/2024/NQ-HDQT-CTC	13/03/2024	Approval of documents for the 3rd Annual General Meeting of Shareholders in 2023.	100%
7	07/2024/NQ-HDQT-CTC	08/04/2024	Approval of documents for the 2024 Annual General Meeting of Shareholders.	100%
8	08/2024/NQ-HDQT-CTC	03/05/2024	Approving the convening of the 2nd Annual General Meeting of Shareholders in 2024.	100%
9	09/2024/NQ-HDQT-CTC	24/05/2024	Approving the convening of the 3rd Annual General Meeting of Shareholders in 2024.	100%

III. Board of Supervisors:

1. Information about members of Board of Supervisors or Audit Committee:

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee		Qualification
			Date of appointment	Date of dismissal	
1	Mrs. Nguyen Thi Bich Thuy	Head of the Supervisory Board	20/04/2022		Bachelor of Accounting
2	Mr. Nguyen Van Thiet	Member of the Supervisory Board	14/07/2020		Bachelor of Accounting
3	Ms. Hoang Thi Kieu Thu Trang	Member of the Supervisory Board	20/04/2022		Bachelor of Economics

2. Meetings of Board of Supervisors or Audit Committee

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Nguyen Thi Bich Thuy	02	100%	100%	
2	Mr. Nguyen Van Thiet	02	100%	100%	
3	Ms. Hoang Thi Kieu	02	100%	100%	

	Thu Trang				
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3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

Supervising the management and operation activities of the Board of Directors and the Board of General Directors of the Company to properly perform the functions and powers prescribed in the Company Charter and comply with the provisions of the State's laws.

The Board of Supervisors has inspected and supervised the financial situation and business activities of the Company in 2024. Inspecting the reasonableness, legality, honesty and level of prudence in the management and operation of business activities, in the organization of accounting, statistics and financial reporting.

The Board of General Directors has fully implemented the Decisions of the Board of Directors; strictly performed other powers and duties in accordance with the Company Charter and the law. The Executive Board has maintained a regular schedule of weekly, monthly and ad hoc meetings when they arise, the meeting content focuses on resolving difficulties in operation and management, difficulties and problems are presented with temporary solutions in the meetings.

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

The Board of Supervisors has been coordinated by the Board of Directors, the Executive Board and the Company's functional departments, creating favorable conditions for updating the Company's operational situation, collecting information and documents for inspection and supervision.

The Head of the Board of Supervisors works full-time at the Company. The Board of Supervisors always supervises and coordinates with the Company's Executive Board to organize and implement the production and business plan.

5. Other activities of the Board of Supervisors and Audit Committee:

Information about the Audit Committee members is as follows:

No	Audit Committee Member	Position	Date of commencement/cease of membership in the Audit Committee		Professional qualifications
			Date of appointment	Dismissal Date	
1	Mr. Tran Ngoc Hoang	Members of the Audit Committee	27/04/2021	08/11/2022	Master of Economics

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/dismissal of members of the Board of Management/
1	Mr. Nguyen Van Dung	12/06/1978	University	27/04/2021

V. Accounting Manager

Name	Date of birth	Qualification	Date of appointment/dismissal
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Mrs. Vo Thi Thu Thuy	10/04/1967	University	15/06/2023
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VI. Training courses on corporate governance:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary in accordance with regulations on corporate governance: not attended.

VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company)

1. The list of affiliated persons of the Company: **According to attached Appendix 01**
2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: **According to attached Appendix 02**
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: *don't have*
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).

No	Name of organization/individual	Relations hip with the company	ID card/Business registration number; date of issue; place of issue	Address	Time of transaction	Number/ratio of shares held after transaction
1	Vietourist Holdings joint stock company	Affiliated companies	0311273634 issued on October 26, 2011 by the Department of Planning and Investment of Ho Chi Minh province	386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City	10/01/2022 — 12/01/2022	3,400,000 shares, accounting for 21.52%

- 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): *don't have*
- 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: *don't have*

VIII. Share transactions of internal persons and their affiliated persons

1. The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company: **According to attached Appendix 03**
2. Transactions of internal persons and affiliated persons with shares of the company: *don't have*

IX. Other significant issues

The above contents are disclosed by the Company and reported to the State Securities Commission, Hanoi Stock Exchange, and posted on the Company's Website in accordance with

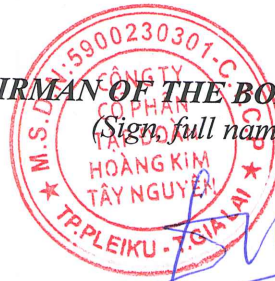
Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the stock market.

Recipients:

- As above;
- Archived: ...

CHAIRMAN OF THE BOARD OF DIRECTORS

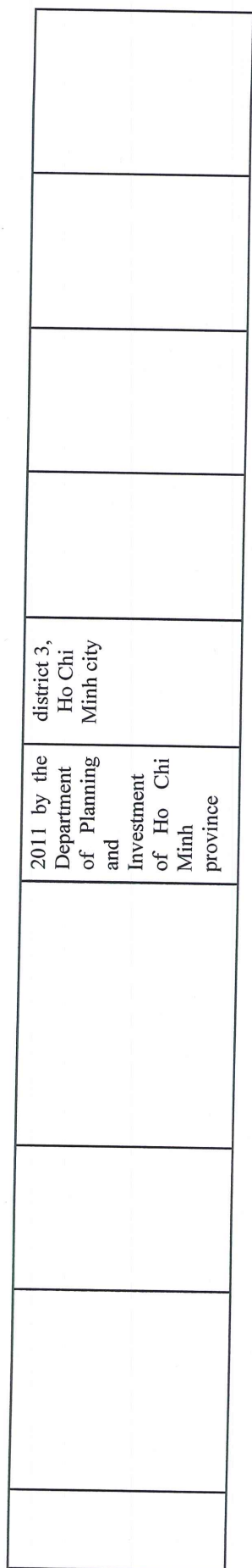
(Sign, full name and seal)



Cao Van Duong

Appendix 01: List of related persons of the Company

No	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
I. Board of Directors									
1	Cao Van Duong		Chairman of the Board of Directors			26/04/2021			
2	Tran Van Tuan		Board Member			14/03/2024			
3	Dinh Cong Duy		Independent Board Member			14/03/2024			
II. Board of Control									
1	Nguyen Thi Bich Thuy		Head of the Supervisory Board			26/04/2021			
2	Nguyen Van Thiet		Member of the Supervisory Board			14/07/2020			
3	Hoang Thi Kieu Thu Trang		Member of the Supervisory Board			20/04/2022			
III. Board of Directors									
1	Nguyen Van Dung		General Director			27/04/2021			
IV. Accounting Manager									
1	Vo Thi Thu Thuy		Accounting Manager			15/06/2023			
V. Affiliated companies, Major shareholder									
1	Vietourist Holdings Joint stock Company			0311273634 issued on October 26,	386/71C Le Van Sy, ward 14,	12/01/2022			



Appendix 02: Transactions between the Company and related persons of the Company; or between the Company and major shareholders, insiders, and related persons of insiders

No.	Name of organization/ individual	Relationship with the Company	No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Vietourist Holdings joint stock company	Affiliated companies	0311273634 issued on October 26, 2011 by the Department of Planning and Investment of Ho Chi Minh province	386/71C Le Van Sy, ward 14, district 3, Ho Chi Minh City	01/01/2024-31/12/2024	02/2024/CTC /NQ-DHDCD day 14/06/2024	Hoang Kim Tay Nguyen Group Corporation refunds advance payment to Vietourist Holdings Corporation 1,905,845,565 VND	Ending balance with no transactions
2	Gia Lai Tourism Service Joint Stock Company	Công ty liên kết		03 Nguyen Tat Thanh, Pleiku City, Gia Lai	01/01/2024-31/12/2024	02/2024/CTC /NQ-DHDCD day 14/06/2024	Hoang Kim Tay Nguyen Group Corporation borrowed 7,805,857,454 VND from Gia Lai Tourism Joint Stock Company.	Ending balance with no transactions

Appendix 03: List of insiders and related persons of insiders

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Cao Van Duong		Chairman of the Board of Directors			0	0	
1.1	Cao Van Minh		related persons			0	0	
1.2	Dinh Thi Da		related persons			0	0	
1.3	Truong Thi Tuyet Nhung		related persons			0	0	
1.4	Cao Hai Dang		related persons			0	0	
1.5	Cao Thuy Hanh		related persons			0	0	
2	Tran Van Tuan		Board Member			0	0	
2.1	Tran Van Huu		related persons			0	0	
2.2	Pham Thi Dao		related persons			0	0	
2.3	Tran Le Ngoc Khanh		related persons			0	0	
2.4	Tran Le Tuan Anh		related persons			0	0	
2.5	Tran Ngoc Khanh Vy		related persons			0	0	
2.6	Tran Ngoc Tuyen		related persons			0	0	
2.7	Tran Minh Tu		related persons			0	0	
2.8	Tran Manh Tai		related persons			0	0	
2.9	Tran Thi Hoa		related persons			0	0	
3	Dinh Cong Duy		Independent Board Member			0	0	
3.1	Dinh Van Tang		related persons			0	0	

3.2	Do Thi Xiem		related persons			0	0	
3.3	Dinh Thi Hong Le		related persons			0	0	
4	Nguyen Thi Bich Thuy		Head of the Supervisory Board			0	0	
4.1	Nguyen Van Minh		related persons			0	0	
4.2	Huynh Thi Tich		related persons			0	0	
4.3	Nguyen Thi Bich Nga		related persons			0	0	
4.4	Tran Ngoc Tuyen		related persons			0	0	
4.5	Tran Sy Phung		related persons			0	0	
4.6	Tran Nhat Tien		related persons			0	0	
5	Nguyen Van Thiet		Member of the Supervisory Board			0	0	
5.1	Nguyen Van Liem		related persons			0	0	
5.2	Nguyen Thi Tinh		related persons			0	0	
6	Hoang Thi Kieu Thu Trang		Member of the Supervisory Board			0	0	
6.1	Hoang Trong Trung		related persons			0	0	
6.2	Dinh Thi Kim Toan		related persons			0	0	
6.3	Hoang Thi Ngoc Thuy		related persons			0	0	
6.4	Hoang Thi Mai Quyen		related persons			0	0	
6.5	Hoang Dinh Phung		related persons			0	0	
6.6	Hoang Hai Long		related persons			0	0	
7	Nguyen Van Dung		General Director			0	0	

7.1	Le Thi Huyen		related persons			0	0	
7.2	Nguyen Le Thai Hoa		related persons			0	0	
7.3	Nguyen Le Ha Anh		related persons			0	0	
7.4	Nguyen Van Thanh Cong		related persons			0	0	
8	Vo Thi Thu Thuy		Accounting Manager			0	0	
8.1	Dang Van Manh		related persons			0	0	
8.2	Dang Nhat Phuc		related persons			0	0	
8.3	Dang Nhat Minh		related persons			0	0	
9	Vietourist Holdings Joint stock Company		Affiliated companies, Major shareholder	0311273634 issued on October 26, 2011 by the Department of Planning and Investment of Ho Chi Minh province	386/71C Le Van Sy, ward 14, district 3, Ho Chi Minh City	3.400.000	21.52%	