**PIV: Annual Corporate Governance Report 2023**

On January 10, 2024, PIV Joint Stock Company announced Report No. 10.01/2024/BCQT-PIV on Corporate Governance in 2023 as follows:

* Name of Company: PIV Joint Stock Company
* Head office address: Unit 9, 12th Floor, Century Tower, No. 458 Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi, Vietnam.
* Tel: 024 3795 7605 - Fax: 024 3795 7604
* Website: <https://www.piv.vn/>.
* Email: piv.jsc@gmail.com
* Charter capital: VND 173,249,420,000
* Securities code: PIV
* Corporate governance model: The General Meeting of Shareholders, The Board of Directors, The Supervisory Board, and the Board of Management.
* Internal audit execution: Unimplemented
1. Activities of the General Meeting of Shareholders:

Information about the Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | None | April 18, 2023 | The Annual General Mandate 2023 approved the following contents:* Approve the Report on production and business results in 2022 and the orientations and tasks for 2023 of the Board of Managers.
* Approve the Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve the Audited Financial Statements 2022 of the Company.
* Approve the Proposal on selecting an audit company in 2023 of the Company.
* Approve the Proposal on remuneration settlement for the Board of Directors and the Supervisory Board in 2022 and the remuneration settlement plan in 2023; the profit distribution plan in 2022 and the profit distribution plan in 2023 of the Company.
* Approve the Proposal on the investment in the showroom chain of selling goods and the production lines of bike manufacture.
* Approve the Proposal on supplementing additional business lines of the Company.
* Approve the Proposal on transactions with PDMR and affiliated persons.
* Approve dismissing the positions of members of the Board of Directors and members of the Supervisory Board.
* Approve the election of 05 members of the Board of Directors and 03 members of the Supervisory Board for the 2023 - 2028 term at the Annual General Meeting of Shareholders 2023. Approve the adjustment in the number of members of the Board of Directors in Clause 1, Article 26, the Company’s Charter, equivalent to the number of elected members (05 members).
* Approve the list of elected persons to the position of member of the Board of Directors for the 2023 - 2028 term of PIV Joint Stock Company.
* Approve the list of elected persons to the position of member of the Supervisory Board for the 2023 - 2028 term of PIV Joint Stock Company.
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1. The Board of Directors (Annual Report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Vu Manh Hung | Chair of the Board of Directors | April 18, 2023 | - |
| 2 | Dam Hoang Anh | Member of the Board of Directors | April 18, 2023 | - |
| 5 | Le Hoang Long | Member of the Board of Directors | April 18, 2023 | - |
| 4 | Ngo Le Ba Long | Independent member of the Board of Directors | April 18, 2023 | - |
| 5 | Nguyen Lan Phuong | Member of the Board of Directors | April 18, 2023 | - |
| 6 | Truong Tuan Anh | Chair of the Board of Directors | December 11, 2018 | April 18, 2023 |
| 7  | Nguyen Duy Bang | Independent member of the Board of Directors | May 25, 2020 | April 18, 2023 |
| 8; | Nguyen Hong Quan | Member of the Board of Directors | May 07, 2022 | April 18, 2023 |

1. Board Resolutions/Decisions (Annual Report):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 1201/2023/NQ - HDQT | January 12, 2023 | Board Resolution on approving the plan to divest entire investment of the Company at Thai Ha Bridge BOT Joint Stock Company. |
| 2  | 1402/2023/NQ - HDQT | February 14, 2023 | Board Resolution on approving the divestment plan at Thai Ha Bridge BOT Joint Stock Company. |
| 3 | 2702/2023/NQ - HDQT | February 27, 2023 | Board Resolution on organizing the Annual General Meeting of Shareholders 2023 of PIV Joint Stock Company. |
| 4 | 2703/2023/NQ - HDQT | March 27, 2023 | Board Resolution on approving the business plan in 2023 to report to the Annual General Meeting of Shareholders 2023 for approval. |
| 5 | 1904/2023/NQ - HDQT | April 19, 2023 | Board Resolution on dismissing Mr. Vu Manh Hung from the position of the Company’s General Manager and appointing Mr. Le Hoang Long to be the Company’s General Manager. |
| 6 | 1904A/2023/NQ - HDQT | April 19, 2023 | Board Resolution on electing Mr. Vu Manh Hung - Member of the Board of Directors for the 2023 - 2028 term to hold the position of Chair of the Board of Directors of PIV Joint Stock Company. |
| 7  | 1904B/2023/NQ - HDQT | April 19, 2023 | Board Resolution on appointing Ms. Nguyen Thi Thu Hang as the person in charge of corporate governance - cum - Secretariat of the Company. |
| 8  | 1904C/2023/NQ - HDQT | April 19, 2023 | Board Resolution on promulgating the Regulation on Information Disclosure of PIV Joint Stock Company. |
| 9 | 1905.1/2023/NQ - HDQT | May 19, 2023 | Board Resolution on approving closing unsuitable business locations and establishing new business locations of the Company. |
| 10 | 1905.2/2023/NQ - HDQT | May 19, 2023 | Board Resolution on approving investing, signing construction contract and borrowing capital to construct Khuong Dinh Showroom. |
| 11 | 0606/2023/NQ - HDQT | June 06, 2023 | Board Resolution on approving premises rental contract with an affiliated party and establishing the new business location of the Company. |
| 12 | 1906/2023/NQ - HDQT | June 19, 2023 | Board Resolution on selecting an audit company in 2023, approving premises rental contract with an affiliated party and establishing the new business location of the Company |
| 13 | 0507/2023/NQ-HDQT | July 05, 2023 | Approve the Report on business results in Q2/2023 of the Company. |
| 14 | 0510/2023/NQ-HDQT | October 05, 2023 | Approve the Report on business results in Q3/2023 of the Company. |

1. The Supervisory Board (Annual Report):
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Phan Dinh Hieu | Chief of the Supervisory Board | Appointed on April 18, 2023 | Bachelor of Economics, Master of Business and Management |
| 2 | Nguyen Thu Huong | Member of the Supervisory Board | Appointed on April 18, 2023 | Associate of Financial and Accounting |
| 3 | Luong Thu Trang | Member of the Supervisory Board | Appointed on April 18, 2023 | Bachelor of Banking and Finance |
| 4 | Hoang Tien Thanh | Chief of the Supervisory Board | Dismissed on April 18, 2023 | Bachelor |
| 5 | Dang Thi Nu | Member of the Supervisory Board | Dismissed on April 18, 2023 | Bachelor |
| 6 | Nguyen Huu Sang | Member of the Supervisory Board | Dismissed on April 18, 2023 | Bachelor |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Le Hoang Long - General Manager | August 09, 1985 | Bachelor of Information Technology | April 19, 2023 |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Pham Cam Ngan | October 31, 1989 | Bachelor | December 02, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the Public Company (Annual Report) and transactions between the affiliated persons of the Company and the Company itself:
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, and affiliated person of PDMR: Appendix 2
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are founding members or members of the Board of Directors, the Executive General Manager in the last three (03) years (at the time of making the Report) Appendix 3
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive General Manager: None.
	3. Other transactions of the Company (if any) that bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None.

VIII. Share transactions of PDMR and affiliated persons of PDMR (Annual Report):

1. Company’s share transactions of PDMR and affiliated persons: None
2. Other significant issues: None.

APPENDIX 2: Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder/Board Resolution/Board Decision No. on approval (if any, state the date of promulgation) | Content, quantity, total value of transaction | Note |
| 1 | Vu Manh Hung | Chair of the Board of Directors |  |  | May 19, 2023 | * Annual General Mandate 2023 dated April 18, 2023;
* Board Resolution No. 1905.2/2023/NQ-HDQT dated May 19, 2023.
 | Mr. Vu Manh Hung lent the Company with an amount of VND 1,150,000,000 | - |
| October 19, 2023 | The Company repaid the loan to Mr. Vu Manh Hung |  |
| 2  | Hai Kim Investment Joint Stock Company | Mr. Vu Manh Hung - Chair of the Board of Directors of the Company is a member of the Board of Directors – cum - General Manager of Hai Kim Investment Joint Stock Company |  |  | June 07, 2023 | Board Resolution No. 0606/2023/NQ-HDQT dated June 06, 2023. | The Company deposited VND 120,000,000 to Hai Kim Investment Joint Stock Company for renting premises | - |
| 3 | Thang Long Development And Investment Management Company Limited | Ms. Pham Cam Ngan - Chief Accountant - cum - Person authorized to disclose information of the Company is a member of the Board of Directors of Thang Long Development And Investment Management Company Limited  |  |  | January 31, 2023 | Board Resolution No. 0712/2022/NQ-HDQT dated December 07, 2022. | The Company paid VND 150,000,000 of renting an office to Thang Long Development And Investment Management Company Limited  | - |
| 4 | Hai Kim Trade And Service Development Company Limited | Hai Kim Trade And Service Development Company Limited is a subsidiary of Hai Kim Investment Joint Stock Company |  |  | From March 24, 2023 to March 31, 2023 | Board Resolution No. 0712/2022/NQ-HDQT dated December 07, 2022. | The Company paid VND 2,869,045,000 of purchasing goods to Hai Kim Trade And Service Development Company Limited | Hai Kim Trade And Service Development Company Limited is no longer an affiliated party of Hai Kim Investment Joint Stock Company from April 14, 2023 |

APPENDIX 3: Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are founding members or members of the Board of Directors or the Executive Manager (General Manager) for the last 03 years:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No | Name of individuals/institutions | Relations with the company | NSH No., Date of issue, Place of issue | Head office address/ Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder/Board Resolution/Board Decision No. (if any, state the date of promulgation) | Content, quantity, total value of transaction | Note |
| 1 | Hai Kim Investment Joint Stock Company | Mr. Vu Manh Hung - Chair of the Board of Directors of the Company is a member of the Board of Directors – cum - General Manager of Hai Kim Investment Joint Stock Company |  |  | June 07, 2023 | Board Resolution No. 0606/2023/NQ-HDQT dated June 06, 2023. | The Company paid VND 1,200,000,000 of renting premises to Hai Kim Investment Joint Stock Company | - |