**VIR: Annual Corporate Governance Report 2023**

On December 31, 2023, Vung Tau Intourco Resort JSC announced Report No. 71/VIR on the corporate governance in 2023 as follows:

* Name of company: Vung Tau Intourco Resort JSC
* Head office address: No. 1A Thuy Van Road, Ward 8, Vung Tau City.
* Tel: 02543.585 325 – 585.326 Fax: 02543.585.327
* Email: info@itourcoresort.com
* Charter capital: VND 82,400,000,000
* Securities code: VIR
* Corporate governance model: the General Meeting, Board of Directors, Supervisory Board and Executive Manager.

1. Activities of the General Meeting:

Information about the Meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots)::

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| No. | Board Resolution/Board Decision | Date | Contents |
| 01 | 01/NQDHDCD-VIR | May 18, 2023 | General Mandate |

1. Board of Directors
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 |
| 01 | Mr. Nguyen Tuan Anh | Chair of the Board of Directors, legal representative | May 18, 2023 |  |
| 02 | Mr. Nguyen Thanh Giao | Non-executive member of the Board of Directors | May 18, 2023 |  |
| 03 | Mr. Nguyen Van Hang | Non-executive member of the Board of Directors | May 18, 2023 |  |
| 04 | Mr. Duong Thanh Tuan | Non-executive member of the Board of Directors | May 18, 2023 |  |
| 05 | Mr. Nguyen Ton Nhon | Member of the Board of Directors- cum-Company’s Manager | May 18, 2023 |  |
| 06 | Ms. Vu Thi Thuy Truc | Non-executive member of the Board of Directors | May 18, 2023 |  |

1. Board Resolutions/Decisions:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 01 | 01/2023/NQHDQT-VIR | January 05, 2023 | Approve the adjustment of the salary level for the Executive Board of the Company, effective from the salary period of October 2022, specifically:   * Mr. Nguyen Ton Nhon - Manager with the new salary: VND 22,862,000. * Ms. Ngo Thi Bich Huong - Deputy Manager with the salary: VND 18,552,000 * Ms. Le Thi Hong Nga - Chief Accountant with the salary: VND 18,365,000 * Approve the procurement of new assets - an automobile with a budget limit of VND 2.5 billion, to serve the business activities of the Company. * Approve the renovation, refurbishment, replacement, and repair of certain deteriorated and downgraded items at Vung Tau Intourco Resort, with the exepected estimates: VND 3 billion; * Assign the Executive Board of the Company to implement the above-mentioned contents in accordance with the provisions of the law and related regulations. |
| 02 | 02/2023/NQHDQT-VIR | January 05, 2023 | The Board of Directors agrees on:   * Declare and fully record additional entries in the Financial Statements for outstanding amounts of tax receivables and late payment fines related to tax filings from relevant authorities, in accordance with current accounting standards. * Temporarily withhold the declaration and additional accounting entries in the Financial Statements for the land lease arrears for the period 2006 - 2017, as per Decision No. 175/QD - TTr dated October 5, 2018, of the Chief Inspector of Ba Ria - Vung Tau Province, with the amount of VND 34,490,774,319. * Assign the Executive Board to instruct the relevant departments to implement the following tasks:   Implement and carry out the contents stated in Article 1 in accordance with current regulations, and provide recommendations to the Board of Directors for approval at the next General Meeting regarding adjusted matters within the decision-making authority of the General Meeting under resolutions passed at the latest meeting.  Draft a document requesting an extension of the deadline for the declaration and additional accounting entries of taxes as specified in Section 1.1 of Article 1 above. Submit the draft to the Chair of the Board of Directors for signature and subsequent submission to relevant authorities.   * This Board Resolution takes effect from the date of its signing. Members of the Board of Directors and Executive Board and relevant departments, and individuals are responsible for implementing this Resolution. |
| 03 | 03/2023/NQHDQT-VIR | January 05, 2023 | The Board of Directors agrees on:   * Appropriate a supplementary amount to the Salary Reserve Fund for the fiscal year 2022, up to a maximum of VND 1.4 billion, to provide additional salary for the year 2022, specifically to support the Lunar New Year celebration in 2023 for employees within the company. * Allow the use of the amount from the Bonus Fund, as approved by the General Meeting in previous years but not fully utilized, for the purpose of taking care of the employees within the company. * Allow the use of the Bonus Fund, as approved by the General Meeting in previous years but not fully utilized, for the purpose of rewarding individuals who have made significant contributions to the Company. * Assign the Executive Board to implement the above-mentioned contents in accordance with the regulations, ensuring accuracy, fairness, and satisfaction for all employees within the company. * This Board Resolution takes effect from the date of its signing. Members of the Board of Directors, the Executive Board and relevant departments, and individuals are responsible for implementing this Resolution. |
| 04 | 04/2023/NQHDQT-VIR | March 22, 2023 | The Board of Directors agrees on:  Approve recording the time to organize the Annual General Meeting for the fiscal year 2022 of Vung Tau Intourco Resort JSC as follows:  Record date to exercise rights of shareholders: April 20, 2023.  Time to organize the Annual General Meeting for the fiscal year 2022: May 18, 2023.   * Assign the Chair of the Board of Directors to assign tasks for organizing the preparation of the program, content, and documents for the Annual General Meeting for the fiscal year 2022. * This Board Resolution takes effect from the date of its signing. Members of the Board of Directors, the Supervisory Board, the Executive Board and relevant departments are responsible for implementing this Resolution. |
| 05 | 05/2023/NQHDQT-VIR | March 25, 2023 | The Board of Directors agrees on:   * Approve the acceptance of and consent to the resignation from the position of member of the Board of Directors of Vung Tau Intourco Resort JSC for the term of 2018 - 2022 submitted by Mr. Nguyen Van Minh from March 22, 2023. * The letter of resignation from the position of a member of the Board of Directors submitted by Mr. Nguyen Van Minh will be reported to and approved by the Board of Directors at the nearest General Meeting. * This Board Resolution takes effect from the date of its signing. The Board of Directors, Supervisory Board, Executive Board and relevant individuals are responsible for implementing this Resolution. |
| 06 | 06/2023/NQHDQT-VIR | April 21, 2023 | The Board of Directors agrees on:   * Agree on the entire content of the Draft documents to submit to the General Meeting for the fiscal year 2022 of Vung Tau Intourco Resort JSC held on May 18, 2023 (expected). * If there are any supplements and amendments to the documents for the Meeting, the information will be publicly disclosed and sent to the Board of Directors before the commencement date of the Meeting. * This Board Resolution takes effect from the date of its signing. The Board of Directors, Supervisory Board, the Executive Board of the Company and relevant individuals are responsible for implementing this Resolution. |
| 07 | 17/2023/NQHDQT-VIR | May 18, 2023 | The Board of Directors agrees on:  Approve the election of Mr. Nguyen Tuan Anh to the position of Chair of the Board of Directors of Vung Tau Intourco Resort JSC for the term of 2023-2027.   * This Board Resolution takes effect from the date of its signing. Members of the Board of Directors, the Supervisory Board, the Executive Board and relevant departments are responsible for implementing this Resolution. |
| 08 | 08/2023/NQHDQT-VIR | September 22, 2023 | The Board of Directors approves the following issues:   * Record the report on the estimated business results for the first 8 months of 2023 based on the figures provided by the accounting department. * Recognize the efforts of the Executive Board in implementing the business plan for the first 8 months of 2023 under challenging economic conditions. In case adjustments to the 2023 business plan are necessary, the Executive Board proposes specific recommendations for the Board of Directors' consideration. The Board of Directors is requested to review and consider the adjustments, with the latest deadline being early November 2023, when the Board of Directors will convene to examine the proposed adjustments to the 2023 business plan suggested by the Executive Board. * Assign the Legal Representative of the Company and Executive Board to continue working with the relevant authorities on issues related to land recovery, proposing fair compensation, preserving the capital and assets invested by the Company, and ensuring an appropriate time line for recovery to avoid impacting the rights of shareholders and employees within the company.   This Board Resolution takes effect from the date of signing. The Board of Directors, the Supervisory Board, the Executive Board, relevant departments and individuals are responsible for implementing this Resolution. |
| 09 | 09/2023/NQHDQT-VIR | September 22, 2023 | The Board of Directors agrees on:  Appoint Ms. Ngo Thi Bich Huong - Deputy Manager to be the person in charge of corporate governance at Vung Tau Intourco Resort JSC from September 22, 2023.  This Board Resolution takes effect from the date of signing. The Board of Directors, the Supervisory Board, the Executive Board relevant departments and individuals are responsible for implementing this Resolution. |
| 10 | 10/2023/NQHDQT-VIR | November 25, 2023 | The Board of Directors agrees on:   * Select FAC Auditing Company Limited to be the independent audit company for the Financial Statements 2023 of Vung Tau Intourco Resort JSC,; * Assign the Legal Representative of the Company to sign contracts and related documents in accordance with legal regulations with FAC Auditing Company Limited. * This Board Resolution takes effect from the date of its signing. The Board of Directors, the Supervisory Board, the Executive Board, relevant departments and individuals are responsible for implementing this Resolution. |
| 11 | 11/2023/NQHDQT-VIR | November 25, 2023 | The Board of Directors agrees on:   * Record the report on the estimated business results for the first 8 months of 2023 based on the figures provided by the Accounting Department. * Estimated revenue up to November 22, 2023: VND 47,746 million; * Accumulated profit after tax from January 1, 2023 to October 31, 2023: VND 3,854 million. * Profit after tax of the previous year will be accumulated as of October 31, 2023: Minus VND 19,223 million; * Total expenses from January 01, 2023 to October 31, 2023: VND 45,421 million * Request the Executive Board to develop an appropriate business plan and propose measures to reduce expenses. * Pay the 13th-month salary to the Company’s employees * Assign the Legal Representative of the Company and the Executive Board to continue working with the relevant authorities on issues related to land recovery, proposing fair compensation, preserving the capital and assets invested by the Company, and ensuring an appropriate time line for recovery to avoid impacting the rights of shareholders and employees within the company. * This Board Resolution takes effect from the date of signing. The Board of Directors, the Supervisory Board, the Executive Board, relevant departments and individuals are responsible for implementing this Resolution. |
| 12 | 11/2023/NQHDQT-VIR | December 01, 2023 | The Board of Directors agrees on:   * Select DFK Viet Nam Auditing Company Limited to audit the Financial Statements of Vung Tau Intourco Resort JSC for the year 2023, replacing FAC Auditing Company Limited. Reason: FAC Auditing Company Limited has signed audit reports for Vung Tau Intourco Resort JSC continuously for 03 consecutive years (in accordance with Article 16 of Decree 17/2012/ND-CP). This Board Resolution takes effect from the date of signing. The Board of Directors, the Supervisory Board, the Executive Board, relevant departments and individuals are responsible for implementing this Resolution. |

1. Supervisory Board:
2. Information about the members of the Supervisory Board

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| No. | Member of the Supervisory Board: | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 01 | Le Mai Phuong | Chief of the Supervisory Board | May 18, 2023 | Bachelor in Economics |
| 02 | Truong Thi Hoa | Member of the Supervisory Board | May 18, 2023 | Bachelor in Economics |
| 03 | Nguyen Thi Ngoc Thu | Member of the Supervisory Board | June 27, 2022 | Master of Economics |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as a member of the Executive Board |
| 01 | Mr. Nguyen Ton Nhon | 1971 | Master of Business Administration | June 01, 2018 |
| 02 | Ms. Ngo Thi Bich Huong | 1968 | Bachelor in Economics | June 01, 2018 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Le Thi Hong Nga | November 16, 1983 | Bachelor in Economics | May 30, 2018 |

1. Training on corporate governance:
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, and related person of PDMR: None

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| No. | Name of institution/ individual | Relations with the Company | NSH No.\*, date of issue, place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  | None | None |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None

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| No. | Transaction conductor | Relations with PMDR | Position at the Company | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the Listed Company | Time of transaction | Content, quantity, total value of transaction | Note  Position |
|  | None |  |  |  |  | None |  | None |  |

1. Transactions between the Company and other entities:
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None.
   2. Transactions between the Company and companies where related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): None
   3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None
2. Share transactions of PDMR and PDMR’s related persons
3. Company’s share transaction of PDMR and related persons: None
4. Other significant issues: None