**TOP: Annual Corporate Governance Report 2023**

On January 22, 2024, Top One JSC announced Report No. 2201/2024/TOP-BCQT on the corporate governance in 2023 as follows:

* Name of company: Top One JSC
* Head office address: Group 1, Viet Lam Town, Vi Xuyen District, Ha Giang Province, Vietnam
* Tel: 0967923532 - 0978559848 Email: jscTopone@gmail.com
* Charter capital: VND 253,500,000,000
* Securities code (Upcom): TOP
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* 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/Minutes No. | Date | Content |
| 1 | 01/2023/BB-DHDCD | April 16, 2023 | Meeting Minutes of the Annual General Meeting of Shareholders 2023. |
| 2 | 01/2023/NQ-DHDCD | April 16, 2023 | Annual General Mandate 2023 |
| 3 | 01/2023/BBH-DHDCDBT | October 08, 2023 | Minutes of the Extraordinary General Meeting of Shareholders 2023 |
| Meeting4 | 01/2023/NQ-DHDCDBT | October 08, 2023 | Extraordinary General Mandate 2023 |

1. Board of Directors (From January 1, 2023 to December 31, 2023)
2. Information about members of the Board of Directors (from January 01, 2023 to April 16, 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Vu Dinh Phuc | Chair  | (Appointed as member of the Board of Directors on August 28, 2022. Appointed as the Chair of the Board of Directors on August 31, 2022) | April 16, 2023 |
| 2 | Mr. Dang Duc Loi | Member | August 28, 2022 | - |
| 3 | Mr. Chu Xuan Lai | Member | August 28, 2022 | April 16, 2023 |
| 4 | Mr. Luu Quang Hung | Independent member of the Board of Directors | August 28, 2022 | April 16, 2023 |
| 5 | Mr. Nguyen Ngoc Duong | Member | August 28, 2022 | - |

1. Information about members of the Board of Directors from April 16, 2023 to October 08, 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Ngoc Duong | Member | August 28, 2022 | - |
| 2 | Mr. Dang Duc Loi | Member | August 28, 2022 | October 08, 2023 |
| 3 | Mr. Ngo Van Hanh  | Member | April 16, 2023 | October 08, 2023 |
| 4 | Tran Anh Tuan | Independent member of the Board of Directors | April 16, 2023 | - |
| 5 | Mr. Nguyen Van Binh | Chair | (Appointed as member of the Board of Directors on April 16, 2023) (Appointed as the Chair of the Board of Directors on May 9, 2023) |  |

1. Information about members of the Board of Directors from October 08, 2023 to December 31, 2023:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Ngoc Duong | Member | August 28, 2022 | - |
| 2 | Mr. Dang Duc Loi | Member | August 28, 2022 | October 08, 2023 |
| 3 | Mr. Ngo Van Hanh | Member | April 16, 2023 | October 10, 2023 |
| 4 | Tran Anh Tuan | Member | April 16, 2023 | - |
| 5 | Mr. Nguyen Van Binh | Chair | (Appointed as member of Board of Directors on April 16, 2023) (Appointed as the Chair of the Board of Directors on May 9, 2023) | - |
| 6 | Mr. Nguyen Binh Minh | Independent member of the Board of Directors | October 08, 2023 | - |

1. Board Resolutions/Board Decisions

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| --- | --- | --- | --- |
| No. | Board Resolutions/Decisions No:  | Date | Content |
| 1 | 06/2023/NQ-HDQT | January 03, 2023 | Dismiss the position of Chair of the Board of Directors and elected the position of Chairman of the Board of Directors |
| 2 | 08/2023/NQ-HDQT | March 17, 2023 | Approve the content and agenda of the Annual General Meeting of Shareholders 2023 and changed the time and venue of the 2023 Annual General Meeting of Shareholders |
| 3 | 09/2023/NQ-HDQT | April 27, 2023 | Change the legal representative of the Company  |
| 4 | 10/2023/NQ-HDQT | April 27, 2023 | Dismiss the position of Manager-cum-legal representative of the Company, change the legal representative of the Company |
| 5 | 112023/NQ-HDQT | May 09, 2023 | Dismiss of the position of Chair of the Board of Directors and elected the position of Chair of the Board of Directors, establish a committee to handle violations, and recover assets from the old leadership of previous terms |
| 6 | 12-2023/NQ-HDQT | May 18, 2023 | Change the legal representative of the Company |
| 7 | 13/2Q23/NQ-HDQT/TOP | July 25, 2023 | Approve contents and agenda of the Extraordinary General Meeting of Shareholders 2023 |
| 8 | 14/2023/NQ-HDQT/TOP | October 16, 2023 | Establish the Audit Committee under the Board of Directors |
| 9 | 15/2023/NQ-HDQT/TOP | November 29, 2023 | Appoint the position of General Manager, replace the Head of the embezzled assets recovery committee from the old leadership in previous terms |
| 10  | 1812/2023/NQ-HDQT/TOP | December 18, 2023 | Approve the selection of an audit company for the Financial Statements 2022 |

1. The Supervisory Board/Audit Committee
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Mr. Pham Ba Truong | Chief of the Supervisory Board | Appointed on August 31, 2022, Dismissed on October 08, 2023 | Bachelor of Law, Profession of Lawyer |
| 2 | Mr. Vu Khac Thu | Member | Appointed on August 28, 2022, Dismissed on October 08, 2023 | Bachelor of Law, Profession of Lawyer |
| 3 | Tran Thi Thanh Tam | Member | Appointed on August 28, 2022, Dismissed on October 08, 2023 | Bachelor of law, Bachelor of Journalism |

1. Information about members of the Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Binh Minh | Chair | Appointed on October 16, 2023 | Bachelor of Economics |
| 2 | Mr. Nguyen Ngoc Duong | Member | Appointed on October 16, 2023 | Bachelor |

1. The Executive Board
2. From January 1, 2023 to October 08, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Dang Duc Loi | June 10, 1961 | Bachelor | Appointment date August 31, 2022Dismissal date October 8, 2023 |
| 2 | Mr. Pham Ba Truong | August 12, 1991 | Bachelor of Laws | Appointment date October 21, 2022Dismissal date October 8, 2023 |
| 3 | Mr. Nguyen Ngoc Duong | August 20, 1982 | Bachelor of Economics | Appointment date January 04, 2023 |
| 4 | Nguyen Van Binh | August 10, 1989 | 12/12  | Appointment date May 9, 2023 |
| 5 | Ngo Van Hanh | July 17, 1961 | Inspector | Appointment date May 9, 2023 Dismissal date October 8, 2023 |

1. Executive Board from October 8, 2023 to December 31, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Van Binh | August 10, 1989 | December 12 | Appointment date May 9, 2023 |
| 2 | Mr. Nguyen Ngoc Duong | August 20,1982 | Bachelor of Economics | Appointment date January 04, 2022 |
| 3 | Mr. Tran Anh Tuan | April 13, 1977 | Bachelor | Appointment date November 29, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Truong Thi Thanh | September 07, 1981 | Accounting | Appointed on October 28, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Report 6 months/year) and transactions between affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None.
4. Transactions between PDMR of the Company, 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 where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR:
7. Company’s share transactions of PDMR and affiliated persons: None.
8. Other significant issues: None.