**ADC: Annual Corporate Governance Report 2023**

On January 23, 2024, Art Design and Communication Joint Stock Company announced Report No. 18/BC-MTTT on the corporate governance in 2023 as follows:

* Name of listed company: Art Design and Communication Joint Stock Company
* Head office address: No. 187B Giang Vo Street, Cat Linh Ward, Dong Da District, Hanoi
* Tel: 04 35121569 Fax: 04 35121385 Email: info@adc.net.vn
* Charter capital: VND 39,779,360,000
* Securities code: ADC
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Implementation of the internal audit function: Implemented
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)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQDHCD-MTTT | April 27, 2023 | Annual General Mandate 2023  |

1. The Board of Directors (Report of 2023)
2. Information about members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as the member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Le Hoang Hai | Chair of the Board of Directors | April 27, 2023 |  |
| 2 | Mr. Dinh Gia Le | Vice Chair of the Board of Directors | April 27, 2023 |  |
| 3 | Mr. Pham Van Thang | Member of the Board of Directors | April 27, 2023 |  |
| 4 | Ms. Nguyen Bich La | Members of the Board of Directors | April 27, 2023 |  |
| 5 | Mr. Pham Huy Phong | Members of the Board of Directors | April 27, 2023 |   |
| 6 | Ms. Mai Nhi Ha | Members of the Board of Directors |  | April 27, 2023 |

1. Board Resolutions/Board Decisions (Report of 2023)::

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01-2023/NQ-HDQT | January 04, 2023 | * Approve the production and business result of the Company in 2022
* Approve the working plan for Q1/2023
 |
| 2 | 02-2023/NQ-HDQT | February 27, 2023 | * Approve the record date to exercise the rights to attend the General Meeting of Shareholders in 2023
* Approve the record date to exercise the rights to receive advance dividend payment in cash in 2022
 |
| 3 | 03-2023/NQ-HDQT | March 27, 2023 | * Approve the resignation of Mr. Nguyen Huy Hoang from the position of the Chief Accountant
* Appoint Ms. Le Thi Phuong to be in charge of accounting until appointing new Chief Accountant.
* Complete the documents submitted to the General Meeting of Shareholders 2023
* Develop a project to open a branch/representative office of the company

  |
| 4 | 04-2023/NQ-HDQT | April 25, 2023 | Review processes, regulations, and regulations on production and business activities* Approve the production and business results for Q1/2023
* Approve the plan to hold the General Meeting of Shareholders 2023
 |
|
| 5 | 05-2023/NQ-HDQT | April 27, 2023 | * Elect Mr. Le Hoang Hai as the Chair of the Board of Directors for the term of 2023-2028;
* Elect Mr. Dinh Gia Le as the Vice Chair of the Board of Directors for the term of 2023-2028;
* Approve the election results of the Chief of the Supervisory Board for the term 2023 – 2028:
* Appoint Mr. Nguyen Van Quyet to be the Chief Accountant of the Company
 |
| 6 | 06-2023/NQ-HDQT | July 14, 2023 | * Approve the results of production and business activities for the first 06 months of 2023
* Approve the production and business plan for Q3/2023
* Other orientations
 |
| 7 | 07-2023/NQ-HDQT | October 17, 2023 | * Approve the results of production and business activities for the first 09 months of 2023
* Approve the production and business plan for Q4/2023
 |

1. The Supervisory Board (Report of 2023)
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thu Hong | Chief of the Supervisory Board for the term 2023-2028 | April 27, 2023 | Bachelor of Economics |
| 2 | Ms. Tran Thi Thu Huong | Member of the Supervisory Board for term 2023-2028 | April 27, 2023 | Bachelor of Economics |
| 3 | Mr. Vu Duc Tinh | Member of the Supervisory Board for term 2023-2028 | April 27, 2023 | Bachelor of Economics |
| 4 | Mr. Nguyen Van Quyet | Member of the Supervisory Board for term 2018-2023 | April 27, 2023 (dismissal date) | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Pham Van Thang | August 15, 1982 | Master of Economics | June 12, 2017 |
| 2 | Ms. Nguyen Bich La | May 09, 1972 | Bachelor of Arts | June 01, 2016 |
| 3 | Ms. Nguyen Thi Hong Hanh | October 22, 1974 | Bachelor of primary teacher education | May 14, 2019 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Mr. Nguyen Van Quyet | August 01, 1990 | Bachelor of Economics | April 27, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (report of 2022) and transactions between the affiliated persons of the Company with the Corporation itself:
3. Transactions between the Company and affiliated persons of the Company or between the Company and major shareholders, PDMR and affiliated persons of PDMR: None
4. Transactions between PDMR of the Company, related 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 the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting): None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the 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, and the Manager (General Manager) and other managers: None

VIII. Share transactions of PDMR and affiliated persons of PDMR (Report in 2023)

1. List of PDMR and affiliated persons of PDMR
2. Company’s share transaction of PDMR and affiliated persons: None

IX. Other significant issues: None