**NRC: Annual Corporate Governance Report 2023**

On January 24, 2024, Danh Khoi Group Joint Stock Company announced Report No. 02/2024/BCQT-DKG on the corporate governance in 2023 as follows:

* Name of company: Danh Khoi Group Joint Stock Company
* Head office address: 3, Tran Nhat Duat Street, Tan Dinh Ward, District 1, Ho Chi Minh City
* Tel: (84-28) 3622 1399 Website: https://danhkhoi.com.vn/

Charter capital: VND 925,977,620,000

Securities code: NRC

* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors
* 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 No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 25, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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. Le Thong Nhat | Chair of the Board of Directors | July 06, 2017 |  |
| 2 | Mr. Nguyen Huu Quang | Member of the Board of Directors | August 26, 2017 |  |
| 3 | Mr. Tran Vi Thoai | Member of the Board of Directors (Non-executive) | August 26, 2017 |  |
| 4 | Mr. Vu Ngoc Chau | Independent member of the Board of Directors | May 26, 2018 |  |
| 5 | Mr. Nguyen Manh Tien | Independent member of the Board of Directors | June 26, 2020 | April 25, 2023 |
| 6 | Ms. Han Thi Quynh Thi | Independent member of the Board of Directors | April 25, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | January 05, 2023 | Approve the signing of Human Resources Service Contract with DK Human Resources Partner Joint Stock Company. |
| 2 | 02/2023/NQ-HDQT | February 24, 2023 | Approve the record list of shareholders to organize the Annual General Meeting of Shareholders 2023 of the Company: |
| 3 | 03/2023/NQ-HDQT | March 06, 2923 | Approve several contents related to the use of collateral of the Company to secure the loan of Công ty CP Đầu tư và XD Đại Minh Sơn (tentatively translated as Dai Minh Son Investment and Construction Joint Stock Company) at Vietnam Public Joint Stock Commercial Bank. |
| 4 | 04/2023/NQ-HDQT | March 29, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 of Danh Khoi Group Joint Stock Company |
| 5 | 05/2023/NQ-HDQT | April 14, 2023 | Approve the list of candidates for members of the Board of Directors for the term 2022/2027 of the Company to submit to the Annual General Meeting of Shareholders in 2023. |
| 6 | 06/2023/NQ-HDQT | April 26, 2023 | Approve the dismissal and appointment of the titles of the Audit Committee. |
| 7 | 07/2023/NQ-HDQT | May 17, 2023 | Approve the entire content of collecting Bondholders’ opinions of NRCH2123001 Bonds. |
| 8 | 08/2023/NQ-HDQT | May 18, 2023 | Approve the change of information on maturity dates and bond interest rates approved in Resolution No. 07/2023/NQ/HDQT dated May 17, 2023. |
| 9 | 09/2023/NQ-HDQT | June 19, 2023 | Approve the withdrawal of collateral to ensure the Company's loan obligations at Joint Stock Commercial Bank For Investment and Development of Viet Nam - Binh Hung Branch |
| 10 | 10/2023/NQ-HDQT | June 30, 2023 | Approving the policy of liquidating the Share Transfer Contract of Công ty CP ĐTXD Saigon Land (tentatively translated as Saigon Land Construction Investment Joint Stock Company) with Mr. Le Ngoc Dung. |
| 11 | 11/2023/NQ-HDQT | July 10, 2023 | Approve the extension proposal under the credit limit loan contract No. 808/2021/9804561/HDTD dated December 30, 2021 and amended and supplemented documents at BIDV Binh Hung Branch. |
| 12 | 12/2023/NQ-HDQT | August 17, 2023 | Approve the issuance of tax payment guarantee at EVN Finance Joint Stock Company. |
| 13 | 13/2023/NQ-HDQT | August 30, 2023 | Approve the dismissal of Financial Manager -cum- administrator of the Company and the additional election of the person in charge of corporate governance.  Approve the dismissal and appointment of the Chief Accountant of the Company |
| 14 | 14/2023/NQ-HDQT | September 13, 2023 | Approve the implementation of separate corporate bond registration at Vietnam Securities Depository and Clearing Corporation and Ha Noi Exchange for 1,600,000 bonds for NRCH2123002 bonds issuance. |
| 15 | 15/2023/NQ-HDQT | October 11, 2023 | Approve the issuance of the Company's Organizational Chart as of October 16, 2023. |
| 16 | 16/2023/NQ-HDQT | November 1, 2023 | Approve to recruit and appoint the position of Financial Manager |
| 17 | 17/2023/NQ-HDQT | November 6, 2023 | Approve the liquidation of the Framework Contract on the receipt of transferring a part of the housing project in the East of Rach Thu Luu. |
| 18 | 18/2023/NQ-HDQT | 11/8/2023 | Approve the collection of bondholders’ opinions via a ballot of the NRCH2123002 package. |
| 19 | 19/2023/NQ-HDQT | November 8, 2023 | Approve the collection of bondholders’ opinions via a ballot of the NRCH2123001 package. |
| 20 | 20/2023/NQ-HDQT | November 8, 2023 | Approve to authorize the Chair of the Board of Directors to decide on the appointment and dismissal of the positions of managers in the strategic committee and the Company's office. |
| 21 | 21/2023/NQ-HDQT | November 8, 2023 | Approve the application for loans/granting credit lines at BIDV Binh Hung Branch. |
| 22 | 22/2023/NQ-HDQT | November 30, 2023 | Approve the lease of a building at 03 Tran Nhat Duat Street, Tan Dinh Ward, District 1, Ho Chi Minh City and the lease of a building at 1589 3/2 Street, Ward 16, District 11, Ho Chi Minh City for Danh Khoi Holdings Investment Joint Stock Company and Công ty CP Y tế Nhất An (tentatively translated as Nhat An Medical Joint Stock Company). |

1. The Audit Committee (Annual Report 2023)
2. Information about members of the Audit Committee:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment as member of the Audit Committee | Date of dismissal from member of the Audit Committee | Qualification |
| 1 | Mr. Nguyen Manh Tien | Chair - independent member of the Board of Directors | May 13, 2021 | April 26, 2023 | Bachelor of Accounting and Auditing |
| 2 | Mr. Vu Ngoc Chau | Member - Independent member of the Board of Directors | May 13, 2021 | April 26, 2023 | Bachelor of Business Administration |
| 3 | Ms. Han Thi Quynh Thi | Chair - independent member of the Board of Directors | April 26, 2023 |  | Master of Business Administration |
| 4 | Mr. Tran Vi Thoai | Member of the Board of Directors (Non-executive member) | April 26, 2023 |  | Bachelor of Laws |

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment as a member of the Executive Board | Date of dismissal from Member of the Executive Board |
| 1 | Nguyen Huy Cuong - General Manager | May 27, 1976 | Master of Economics | August 1, 2020 |  |
| 2 | Nguyen Huu Quang - Deputy General Manager | July 7, 1977 | Master of Business Administration | August 26, 2017 |  |
| 3 | Vu Thi Bao Tuyen - Financial Manager | July 19, 1981 | Master of Finance | December 19, 2019 | September 01, 2023 |
| 4 | Ho Duc Toan - Financial Manager | April 30,1983 | Master of Finance | November 01, 2023 |  |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date | Dismissal date |
| Nguyen Thi Ngoc Bich | February 10, 1985 | Bachelor of Accounting | January 1, 2018 | September 1, 2023 |
| Tran Ngoc Chieu | February 8, 1986 | Bachelor of Accounting | September 1, 2023 |  |

1. Training on corporate governance;
2. List of affiliated persons of the public company (Annual report 2023) and transactions between the 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 and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | DK Human Resource Partner Joint Stock Company | Affiliated company of PDMR | 0316963790, September 29, 2021, Ho Chi MInh City | 3, Tran Nhat Duat Street, Tan Dinh Ward, District 1, Ho Chi Minh City | January 5, 2023 | 01/2023/NQ-HDQT | Sign service provision contract with the value less than 35% of Total Assets. |  |
| 2 | Danh Khoi Holdings Investment Joint Stock Company | Affiliated company of PDMR | 0313696385; March 15, 2016; Ho Chi Minh City | No. 3 Tran Nhat Duat, Tan Dinh Ward, District 1, | November 6, 2023 | 17/2023/NQ-HDQT | Liquidation of the Framework Contract on the receipt of transfer of Rach Thu Luu project. |  |
| 3 | Danh Khoi Holdings Investment Joint Stock Company, Công ty CP Y tế Nhất An (tentatively translated as Nhat An Medical Joint Stock Company) | Affiliated company of PDMR | 0313696385, March 15, 2016, Ho Chi MInh City, 0317125953, January 14, 2022, Ho Chi MInh City | No. 3 Tran Nhat Duat, Tan Dinh Ward, District 1, | November 30, 2023 | 22/2023/NQ-HDQT | Approve the leasing of the building with affiliated parties. |  |

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

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company

None

1. 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).

* On January 05, 2023, Sign a contract to provide services of DK Human Resources Partner Joint Stock Company - a affiliated party to Mr. Nguyen Huy Cuong - General Manager.
* On November 30, 2023, Sign a contract for the lease of a building at 03 Tran Nhat Duat, Tan Dinh Ward, District 1, Ho Chi Minh City, and the lease of a building at the address 1589 3/2 Street, Ward 16, District 11, Ho Chi Minh City, with respect to Danh Khoi Holdings Investment Joint Stock Company (affiliated party of Mr. Le Thong Nhat - Chair of the Board of Directors, Mr. Nguyen Huu Quang - Member of the Board of Directors, and Mr. Nguyen Huy Cuong - General Manager) and Công ty CP Y tế Nhất An (tentatively translated as Nhat An Medical Joint Stock Company) (affiliated party of Ms. Han Thi Quynh Thi - Member of the Board of Directors and Mr. Nguyen Huy Cuong - General Manager).
  1. 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

* 1. 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, the Manager (General Manager) and other managers:

None

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
2. Company’s share transaction of PDMR and affiliated persons.
3. Other significant issues: