**AAV: Annual Corporate Governance Report 2023**

On January 24, 2024, AAV Group JSC announced Report No. 05/2024/BC-AAV on the corporate governance in 2023 as follows:

Name of listed company: AAV Group JSC

Head office address: Viet Tien Son building, East residential area of Yet Kieu Street, Cong Hoa Ward, Chi Linh City, Hai Duong Province.

Phone number: (84-220) 6266.066 Fax: (84-220) 6266.373

Website: [www.aavgroup.com.vn](http://www.aavgroup.com.vn) Email: cbtt@aavgroup.com.vn

Charter capital: VND 689,876,610,000

Securities code: AAV

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ/DHDCD-AAV | April 21, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Year of birth | Position | Date of appointment/dismissal as a member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1. | Pham Quang Khanh | 1973 | Chair of the Board of Directors | September 10, 2021 |  |
| 2. | Nguyen Van Chuyen | 1962 | Member of the Board of Directors | September 10, 2021 | April 21, 2023 |
| 3. | Pham Minh Hung | 1977 | Independent member of the Board of Directors | June 16, 2022 |  |
| 4. | Phan Van Hai | 1987 | Member of the Board of Directors | April 21, 2023 |  |

1. Board Resolutions/Board Decisions (2023)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1. | 0401/2023/QD/HDQT-AAV | January 4, 2023 | Approve transactions arising between the Company and affiliated parties in 2023 |
| 2. | 1001/2023/QD/HDQT-AAV | January 10, 2023 | Approve advance payments to carry out tasks to serve production and business activities in 2023 |
| 3. | 1001/2023/QD/HDQT-AAV | January 10, 2023 | Approve the dismissal and appointment of the General Manager and Person in charge of the corporate governance |
| 4. | 162/2023/NQ/HDQT-AAV | February 16, 2023 | On the record date to exercise the rights to attend the Annual General Meeting of Shareholders 2023 |
| 5. | 2702/2023/QD/HDQT-AAV | February 27, 2023 | On the transfer of office lease contract |
| 6. | 0103/2023/NQ/HDQT-AAV | March 1, 2023 | On salary and allowance adjustments for Mr. Phan Van Hai |
| 7. | 2703/2023/NQ/HDQT-AAV | March 27, 2023 | On the organization of the Annual General Meeting of Shareholders 2023 |
| 8. | 1704/2023/NQ/HDQT-AAV | April 17, 2023 | On updating the documents for the Annual General Meeting of Shareholders 2023 |
| 9. | 1306/2023/NQ/HDQT-AAV | June 13, 2023 | On the detailed implementation of the transfer of all capital contributions at AAV Trading Joint Stock Company |
| 10. | 1807/2023/NQ/HDQT-AAV | July 18, 2023 | On focusing on real estate investment business activities |
| 11. | 2012/2023/NQ/HDQT-AAV | December 20, 2023 | On the termination of operation of the business location in Hanoi |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Pham Van Hien | Chief | June 16, 2022 - Present | Road And Bridge Construction Engineer |
| 2 | Nguyen Thi Thanh Hoa | Member | April 23, 2021 - Present | Bachelor of Accounting |
| 3 | Dang Hong Duc | Member | June 16, 2022 - Present | Bachelor of Laws |

1. The Executive Board (2023)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 2 | Nguyen Van Chuyen - General Manager | May 24, 1962 | Construction engineer | Appointed on June 16, 2022  Dismissed on January 10, 2023 |
| 4 | Phan Van Hai - General Manager | May 12, 1987 | Bachelor of sociology | Appointed on January 10, 2023 |
| 5 | Tran Thu Huong | 1966 | Bachelor of Land Management | Appointed on June 16, 2022 |

1. The Chief Accountant (2023)

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment/Dismissal date |
| Nguyen Thi Tu  Chief Accountant | September 10, 1984 | Bachelor of Economics | Appointed on April 27, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company 2023 and transactions between the affiliated person 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:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Approved General Mandate/Decision of the General Meeting of Shareholders No. and Board Resolution/Board Decision No. (if any, including date of issue) | Content, quantity, total value of transaction | Note |
| 1 | Nguyen Thi Thom | Secretary-cum-Person in charge of Company administration |  |  | January 6, 2023 | Board Resolution No. 0401/2023/NQ/HDQT -AAV dated January 4, 2023 | Advance VND 2,246,632,146  Refund VND 14,596,835,146 |  |
| 2 | Nguyen Van Huy |  |  |  | June 13, 2023 | Board Resolution No. 1306/2023/NQ/HDQT-AAV dated June 13, 2023 | Receive transfer of 480,000 shares of AAV Group Joint Stock Company at AAV Trading Joint Stock Company  Transfer value  VND 6,000,000,000 |  |
| 3 | Pham Thanh Tung | Major shareholder |  |  | 13/62023 | Board Resolution No. 1306/2023/NQ/HDQT-AAV dated June 13, 2023 | Receive transfer of 3,360,000 shares of AAV Group Joint Stock Company at AAV Trading Joint Stock Company  Transfer value VND 42,000,000,000 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. 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 Executive Manager (General Manager) 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)
   2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
   3. Other transactions (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager:
3. Share transactions of PDMR and affiliated persons of PDMR in 2023
4. Company’s share transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate (%) | Number of shares | Rate |
| 1 | Pham Duc Van (July 28, 2023) | Major shareholder | 6,388,289 | 9.26 | 5,788,289 | 8.39 | Sell |
| 2 | Pham Duc Van (August 8, 2023) | Major shareholder | 5788 289 | 8.39 | 5,388,289 | 7.74 | Sell |
| 3 | Pham Duc Van (August 15, 2023) | Major shareholder | 5,388,289 | 7.74 | 4,178,289 | 6.06 | Sell |
| 4 | Pham Duc Van (August 16, 2023) | Major shareholder | 4,178,289 | 6.06 | 3,698,289 | 5.36 | Sell |
| 5 | Pham Duc Van (August 31, 2023) | Date of dismissal as a major shareholder | 3,698,289 | 5.36 | 3,298,289 | 4.78 | Sell |

1. Other significant issues