**DXL: Annual Corporate Governance 2023**

On January 26, 2024, Lang Son Tourism and Import – export Joint Stock Company announced Report No. 01a/BC-HDQT on the corporate governance in 2023 as follows:

* Name of public company: Lang Son Tourism and Import – export Joint Stock Company
* Head office address: No 01A, Nguyen Thai Hoc Street, Chi Lang Ward, Lang Son City, Lang Son Province.
* Tel: 0253 814 848 Fax: Website: www.Tocolimexlangson.com
* Charter capital: VND 39,579,000,000
* Securities code (if any): DXL
* 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 Mandate/Decisions of General Meeting of Shareholders.

The Annual General Meeting of Shareholders 2023 was held on June 25, 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 12-NQ/DHDCD | June 25, 2023 | Annual General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, 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 |
| 1 | Nguyen Kim Thao | Chair of the Board of Directors | June 10, 2022 |  |
| 2 | Dau Truong Sinh | Member of the Board of Directors | June 10, 2022 |  |
| 3 | Vu Mong Nuong | Non-executive member of the Board of Directors | June 10, 2022 |  |

1. Resolutions/Decisions of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/BB-HDQT | January 1, 2023 | Meeting Minutes on considering the extension of the cooperation contract with Công ty TNHH Thảo Viên (Thao Vien Company Limited) |
| 2 | 02/NQ-HDQT | January 16, 2023 | Resolution on the production and business performance in 2022; deploy tasks in 2023. |
| 3 | 03/BB-HDQT | April 6, 2023 | Meeting Minutes on preparing the Annual General Meeting of Shareholders 2023 |
| 4 | 04/NQ-HDQT | April 6, 2023 | Resolution on holding the Annual General Meeting of Shareholders 2023 |
| 5 | 05/QD-HDQT | April 6, 2023 | Decision on establishing the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 |
| 6 | 06/BB-HDQT | May 15, 2023 | Minutes on approving the contents to be submitted to the Annual General Meeting of Shareholders 2023 |
| 7 | 07/NQ-HDQT | May 15, 2023 | Resolution on holding the Annual General Meeting of Shareholders 2023 |
| 8 | 13/BB-HDQT | July 23, 2023 | Meeting Minutes on reviewing personnel at Nam Kai Restaurant |
| 9 | 15/BB-HDQT | August 28, 2023 | Meeting Minute on suspending business operations of Nam Kai restaurant |
| 10 | 16/NQ-HDQT | August 28, 2023 | Resolution on suspending business operations of Nam Kai restaurant |
| 11 | 17/BB-HDQT | September 28, 2023. | Meeting Minutes on handling the request to terminate the labor contract of employee and review the personnel appointment for the position of Manager of Mau Son Liquor Factory |
| 12 | 18/BB-HDQT | October 8, 2023 | Meeting Minutes on reviewing personnel for the appointment of the Manager of Hoa Sim Hotel and dismissing the Manager of Hoa Sim Hotel. |
| 13 | 19/BB-HDQT | November 2, 2023 | Meeting Minutes on dividend payment in 2022 to shareholders. |
| 14 | 20/NQ-HDQT | November 2, 2023 | Resolution on the dividend payment in 2022 to the shareholders. |
| 15 | 21/BB-HDQT | November 15, 2023 | Meeting Minutes on considering establishing business location of Mau Son liquor store and supplementing the business line of Liquor Factory |
| 16 | 22/NQ-HDQT | November 15, 2023 | Resolution on establishing business location of Mau Son liquor store under Mau Son Liquor Factory - a Branch of Lang Son Tourism and Import – export Joint Stock Company |
| 17 | 23/NQ-HDQT | November 15, 2023 | Resolution on supplementing the business line of Mau Son Liquor Factory |
| 18 | 24/QD-HDQT | November 15, 2023 | Decision on establishing business location of Mau Son liquor store under Mau Son Liquor Factory |
| 19 | 24a/BB-HDQT | December 09, 2023 | Meeting Minutes on approving the results of labor classification in 2023, rewarding and signing labor contracts and salary |
| 20 | 25/BB-HDQT | December 23, 2023 | Meeting Minutes on considering the extension of business cooperation contract with Thao Vien Company Limited. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Do Thu Huyen | Chief | June 10, 2022 | University of Finance and Accounting |
| 2 | Be Thi Thu Huong | Member | June 10, 2022 | College of Social Labor |
| 3 | Nguyen Mai Thuong | Member | June 10, 2022 | Diplomatic Academy of Vietnam |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dau Truong Sinh | September 27, 1974 | Bachelor of Economics (Academy of Finance) | Appointed on December 02, 2019 |
| 2 | Nguyen Kim Thao | February 24, 1968 |  | Appointed on July 5, 2017 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Le Van Do | July 5, 1974 | Thuongmai University - Accounting | Date of appointment: December 16, 2011 |

1. Training on corporate governance
2. List of affiliated persons to public companies and transactions between affiliated persons to the Company and the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

None

1. Transactions between the 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 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

* 1. Transactions between the Company and companies where affiliated people 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.

* 1. Other transactions of the Company (if any) which can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the Manager (General Manager) and other managers:

None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Company’s share transaction of 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 |  | Number of shares | Rate |
| 1 | Dau Truong Sinh | Member of the Board of Directors -cum- General Manager | 450,042 | 11.37 | 558,042 | 14.09 | Buy shares |

1. Other significant issues: None