**TVC: Annual Corporate Governance Report 2023**

On January 23, 2024, Tri Viet Asset Management Corporation Joint Stock Company announced Report No. 04/2024/BC-TVC on the corporate governance in 2023 as follows:

* Name of company: Tri Viet Asset Management Corporation Joint Stock Company
* Headquarters address: No. 142 Doi Can Street, Doi Can Ward, Ba Dinh District, Hanoi.
* Tel: 024.3772 4999 Fax: 024.6273 2058 Email: [tcorp@tcorp.vn](mailto:tcorp@tcorp.vn)
* Charter capital: VND 1,186,106,700,000.
* Securities code: TVC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors.
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

Information about 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 of the General Meeting of Shareholders No. | Date | Contents |
| 1 | General Mandate No. 01/2023/NQ-ĐHĐCĐ/TVC | March 15, 2023 | Extraordinary General Mandate 2023 |
| 2 | General Mandate No. 02/2023/NQ-ĐHĐCĐ/TVC | June 24, 2023 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Thanh Tung | Chair of the Board of Directors | April 28, 2020 | March 15, 2023 |
| 2 | Mr. Bui Minh Tuan | Member of the Board of Directors | November 13, 2021 | March 15, 2023 |
| 3 | Ms. Pham Thi Thanh Huyen | Chair of the Board of Directors | March 15, 2023 |  |
| 4 | Ms. Pham Thanh Hoa | Member of the Board of Directors | March 15, 2023 |  |
| 5 | Ms. Nguyen Thi Hang | Member of the Board of Directors | June 24, 2023 |  |
| 6 | Ms. Nguyen Thi Hang Nga | Independent member of the Board of Directors | June 24, 2023 |  |
| 7 | Ms. Nguyen Thi Dinh Huong | Independent member of the Board of Directors | July 09, 2022 | June 24, 2023 |

1. Board Resolutions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT/TVC | January 09, 2023 | On convening for the Extraordinary General Meeting of Shareholders 2023 |
| 2 | 02/2023/NQ-HDQT/TVC | January 30, 2023 | On changing the General Manager - The Legal Representative and the Chief Accountant of the Company |
| 3 | 03/2023/NQ-HDQT/TVC | March 11, 2023 | Approve the list of candidates nominated as members of the Board of Directors |
| 4 | 04/2023/NQ-HDQT/TVC | March 11, 2023 | On electing the Host of the Extraordinary General Meeting of Shareholders 2023 |
| 5 | 05/2023/NQ-HDQT/TVC | March 11, 2023 | On the personnel serving the 2023 Extraordinary General Meeting of Shareholders |
| 6 | 06/2023/NQ-HDQT/TVC | March 13, 2023 | On accepting shareholders' petition and amending the Board of Directors' Proposal |
| 7 | 07/2023/NQ-HDQT/TVC | March 16, 2023 | On electing the Chair of the Board of Directors and changing the legal representatives. |
| 8 | 08/2023/NQ-HDQT/TVC | March 27, 2023 | On changing the legal representative |
| 9 | 09/2023/NQ-HDQT/TVC | March 30, 2023 | On dismissing and appointing members of the Audit Committee |
| 10 | 09A/2023/NQ-HDQT/TVC | March 30, 2023 | On adjusting the salary for the General Manager and the Chief Accountant of the Company |
| 11 | 10/2023/NQ-HDQT/TVC | April 07, 2023 | Postpone the organization the Annual General Meeting of Shareholders 2023. |
| 12 | 11/2023/NQ-HDQT/TVC | April 18, 2023 | On approving the transaction with related party |
| 13 | 12/2023/NQ-HDQT/TVC | April 27, 2023 | On convening for the Extraordinary General Meeting of Shareholders 2023 |
| 14 | 13/2023/NQ-HDQT/TVC | June 23, 2023 | On approving the results of candidacy, nomination of shareholders, shareholder groups and on nominating members of the Board of Directors |
| 15 | 14/2023/NQ-HDQT/TVC | June 23, 2023 | On establishing a Shareholder's Eligibility Verification Committee |
| 16 | 15/2023/NQ-HDQT/TVC | July 05, 2023 | On merging the legal committee into the audit committee, dismissing and appointing audit committee members |
| 17 | 16/2023/NQ-HDQT/TVC | July 05, 2023 | On terminating the operation of the Company’ Branch. |
| 18 | 17/2023/NQ-HDQT/TVC | July 13, 2023 | On implementing the plan on share repurchase to decrease the Charter capital. |
| 19 | 18/2023/NQ-HDQT/TVC | August 08, 2023 | On opening trading and deposit accounts at Securities Companies |
| 20 | 19/2023/NQ-HDQT/TVC | August 09, 2023 | On selecting an audit company for the Financial Statements in 2023 |
| 21 | 20/2023/NQ-HDQT/TVC | August 21, 2023 | On approving the salary of the Chair of the Board of Directors, remuneration for the Board of Directors and the audit committee |
| 22 | 21/2023/NQ-HDQT/TVC | August 31, 2023 | On approving the salary of the Chair of the Board of Directors |

1. The Audit Committee
2. 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 | Ms. Nguyen Thi Hang Nga | Chair of the Audit Committee | Appointment date: July 05, 2023 | Bachelor of Laws |
| 2 | Ms. Pham Thanh Hoa | Member of Audit Committee | Appointment date: March 30, 2023 | Master of Finance |
| 3 | Ms. Nguyen Thi Dinh Huong | Chair of the Audit Committee | Appointment date: August 04, 2022  Date of dismissal July 05, 2023 | Master of Laws |
| 4 | Mr. Bui Minh Tuan | Member of Audit Committee | Appointment date: August 04, 2022  Date of dismissal March 30, 2023 | Bachelor of International Relations |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Do Thanh Ha - General Manager | May 21, 1980 | Master of Construction | Appointed on May 27, 2021  Dismissed on January 30, 2023 |
| 2 | Ms. Nguyen Thi Hang - General Manager | May 20, 1978 | Bachelor of Human Resource Management | Appointed on January 30, 2023 |

1. Chief Accountant:

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment / dismissal |
| 1 | Mr. Le Thanh Tung | July 11, 1987 | Bachelor of Accounting | Appointed on February 07, 2022  Dismissed on January 30, 2023 |
| 2 | Ms. Nguyen Thi Thu Thuy | September 20, 1979 | Bachelor of Accounting | Appointed on January 30, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public Company 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 and Place of issue of NSH | Headquarters address | Time of transaction | ID Card/Citizen Identity Card No.  General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Transaction content | Total transaction value |
| 1 | Tri Viet Securities Joint Stock Corporation | Subsidiary/Organization related to the Chair of the Board of Directors | - | - | 2023 |  | Total value of securities trading transactions on the account | 133,193,855,000 |
| Securities transaction fees, bank transfer fees, transfer fees | 204,364,652 |
| Depository fee: | 24,318,594 |
| Deposit interest on account | 12,059,354 |
| 2 | Ha Ninh Limited Liability Law Company (tentatively translated) | Related organization of the independent member of the Board of Directors | - | - | 2023 | Board Resolution No. 11/2023/NQ-HDQT/TVC dated April 18, 2023 | Legal service: | 50,000,000 |

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

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed companies | ID card/Passport No., Date of issue, Place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Ha Ninh Limited Liability Law Company (tentatively translated) | Related organization of PDMR |  | - | - | Tri Viet Securities Joint Stock Corporation | January 09, 2023 | Payment of legal service contracts No. 30/12/2022/HD-DVPL and 15/12/2022/HD-DVPL: VND 864,000,000 |  |
| 2 | Nguyen Nga and Associates Law Company Limited (tentatively translated) | Related organization of PDMR |  | - | - | Tri Viet Securities Joint Stock Corporation | January 09, 2023 and November 14, 2023 | Payment of legal service contract with Nguyen Nga and Associates Law Company Limited under contract No. 1012/2022/HDDV: VND 162,000,000 |  |
| 3 | Tung Tri Viet One Member Limited Company | Related organization of PDMR |  | - | - | Tri Viet Securities Joint Stock Corporation | January 01, 2023  December 31, 2023 | Depository fee: VND 899 |  |
| Deposit interest VND 25,387 |
| Securities trading deposit balance as of December 31, 2023: VND 24,977,324 |

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).
   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) 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

VIII. Share transactions between PDMR and affiliated persons of PDMR:

1. Transaction of PDMR and affiliated persons of the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Mr. Bui Minh Tuan | Member of the Board of Directors | 630,000 | 0.53 | 630,000 | 0.53 | From December 19, 2022 to January 17, 2023: Buy 0 shares to increase ownership rate. (Data as of March 15, 2023 due to PDMR being dismissed) |
| 2 | Ms. Pham Thi Thanh Huyen | Chair of the Board of Directors | 0 | 0 | 328,400 | 0.28 | From February 28, 2023, to March 21, 2023: Buy 328,400 shares to increase ownership rate |
| 3 | Ms. Pham Thanh Hoa | Member of the Board of Directors | 0 | 0 | 3,214,300 | 2.71 | * From January 30, 2023, to February 24, 2023: Buy 1,033,300 shares to increase ownership rate. * From March 08, 2023, to March 31, 2023: Buy 961,000 shares to increase ownership rate. * From April 07, 2023, to April 27, 2023: Buy 1,000,000 shares to increase ownership rate. * From May 09, 2023, to June 07, 2023: Buy 0 shares to increase ownership rate. * From August 04, 2023, to August 25, 2023: Buy 220,000 shares to increase ownership rate. * From September 08, 2023, to September 29, 2023: Buy 0 shares to increase ownership rate. |

IX. Other significant issues: