**ODE: Annual Corporate Governance Report 2023**

On January 29, 2024, ODE Media and Entertainment Group Joint Stock Company announced Report No. 01/2024/BCQT-ODE on the corporate governance in 2023 as follows:

* Name of company: ODE Media and Entertainment Group Joint Stock Company
* Head office address: 4th floor, Sunshine Center Building, No. 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam.
* Tel: (+84) 7306 0666 Email: Contact@ode.vn
* Charter capital: VND 100,000,000,000
* Securities code: ODE
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* 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 ShareholdersNo. | Date | Content |
| 1 | 01/2023/ODE/NQ-DHDCD | June 24, 2023 | Approve the Report of the Board of Directors; approve the Report on activities of the Executive Board; approve the Report on activities of the Supervisory Board; approve the Audited Financial Statements 2022 and profit distribution plan in 2022; approve the Report on planning targets for 2023; approve the Proposal for remuneration and bonuses to the Board of Directors and the Supervisory Board in 2023; approve the Proposal to select an audit company for the Financial Statements 2023; approve the dismissal proposal and elect additional members of the Board of Directors; approve the Proposal on dismissing and electing additional members of the Supervisory Board |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position  Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Dinh Chi Hieu | Chair of the Board of Directors | June 3, 2021 |  |
| 2 | Ms. Le Thi Tra Mi | Member of the Board of Directors | June 3, 2021 |  |
| 3 | Ms. Hoang Thi My Binh | Member of the Board of Directors | October 18, 2016 |  |
| 4 | Ms. Tran Thi Phuong Hoa | Independent member of the Board of Directors | June 3, 2021 | June 24, 2023 |
| 5 | Mr. Nguyen Dinh Duc | Member of the Board of Directors | October 13, 2021 | June 24, 2023 |
| 6 | Mr. Cao Phi Hung | Member of the Board of Directors | June 24, 2023 |  |
| 7 | Mr. Nguyen Ha Anh | Independent member of the Board of Directors | June 24, 2023 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/ODE/NQ-HDQT | February 22, 2023 | Approve the plan to organization of the Annual General Meeting of Shareholders 2023 |
| 2 | 02/2023/ODE/NQ-HDQT | March 16, 2023 | Approve the postponement of the Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023/ODE/NQ-HDQT | April 10, 2023 | Approve the transaction with the affiliated parties |
| 4 | 04/2023/ODE/NQ-HDQT | April 13, 2023 | Approve the transaction with the affiliated parties |
| 5 | 05/2023/ODE/NQ-HDQT | May 9, 2023 | Approve the plan to organization of the Annual General Meeting of Shareholders 2023 |
| 6 | 06/2023/ODE/NQ-HDQT | June 2, 2023 | Approve the time, agenda and contents of the Annual General Meeting of Shareholders 2023 |
| 7 | 07/2023/ODE/NQ-HDQT | June 20, 2023 | Approve updating and amending documents of the Annual General Meeting of Shareholders 2023 |
| 8 | 09/2023/ODE/NQ-HDQT | June 23, 2023 | Approve nominating candidates for members of the Board of Directors and independent members of the Board of Directors |
| 9 | 08/2023/ODE/NQ-HDQT | June 24, 2023 | Approve dismissing and appointing the Deputy General Manager |
| 10 | 10/2023/ODE/NQ-HDQT | November 21, 2023 | Approve transactions between the Company and affiliated persons of PDMR |
| 11 | 11/2023/ODE/NQ-HDQT | November 24, 2023 | Approve transaction between the Company and Unicloud Technology Group Joint Stock Company |
| 12 | 12/2023/ODE/NQ-HDQT | December 6, 2023 | Approve dismissing and appointing the Chief Accountant |
| 13 | 13/2023/ODE/NQ-HDQT | December 16, 2023 | Approve transactions between the Company and affiliated persons of PDMR |
| 14 | 14/2023/ODE/NQ-HDQT | December 19, 2023 | Approve transactions between the Company and Sunshine Maple Bear Education Company Limited |
| 15 | 15/2023/ODE/NQ-HDQT | December 27, 2023 | Approve transaction between the Company and Unicloud Technology Group Joint Stock Company |

1. The Supervisory Board (Semi-annual Report 2023):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Duc Tung | Chief of the Supervisory Board | Appointment date June 03, 2021/ Dismissal date: June 24, 2023 | Bachelor of Economics |
| 2 | Ms. Nguyen Thi Diu | Member of the Supervisory Board | Appointment date: September 3, 2021/ Dismissal date: June 24, 2023 | Bachelor of Accounting |
| 3 | Ms. Nguyen Thu Thuy | Member of the Supervisory Board | Appointment date: June 03, 2021/ Dismissal date: June 24, 2023 | Master of Business Administration; Bachelor of Finance and Accounting |
| 4 | Mr. Nguyen Van Viet | Chief of the Supervisory Board | Appointment date: June 24, 2023 | Bachelor of Economics |
| 5 | Mr. Nguyen Hoang Tung | Member of the Supervisory Board | Appointment date: June 24, 2023 | Bachelor of Finance and Banking |
| 6 | Ms. Hoang Thi Thu Ha | Member of the Supervisory Board | Appointment date: June 24, 2023 | Master of Economics |

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 | Ms. Hoang Thi My Binh - General Manager | February 8, 1979 | Bachelor of History | Appointment date: July 21, 2017 |
| 2 | Ms. Nguyen Thi Minh Ngoc - Deputy General Manager | February 2, 1989 | Bachelor of Economics | Appointment date: June 12, 2021 |
| 3 | Mr. Nguyen Dinh Duc - Deputy General Manager | June 20, 1982 | Master of Business Administration/Bachelor of Finance and Accounting | Appointment date: September 19, 2019/ Dismissal date: June 24, 2023 |
| 4 | Mr. Cao Phi Hung - Deputy General Manager | February 25, 1993 | Bachelor of Finance and Banking | Appointment date: June 24, 2023 |

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Do Le Thuy | September 19, 1982 | Bachelor of Economics | Appointment date: September 19, 2019  Dismissal date: December 6, 2023 |
| Nguyen Hoang Phuong | August 19, 1985 | Bachelor of Economics | Appointment date: December 6, 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, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH No. , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Contents quantity, total value of transaction | | | Note |
| Content | Quantity (Package) | Total value (VND) |
| 1 | Wonderland Real Estate Joint Stock Company | Ms. Hoang Thi My Binh is the representative of major shareholder of Wonderland | Business Registration Certificate No. 0108307903 Date of issue: June 02, 2018 Place of issue: Hanoi Authority for Planning and Investment | 9th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | August 14, 2023 | Board Resolution No. 03/2023/ODE/NQ-HDQT dated April 10, 2023 on approving transaction between ODE and Wonderland Real Estate Joint Stock Company | Provision of communication and advertising services | 01 | 330,000,000 |  |
| 2 | SCG Construction Group Joint Stock Company | Mr. Nguyen Dinh Duc is the Chief Accountant of SCG | Registration Certificate No. 0108704763  Date of issue: April 17, 2019 Place of issue: Hanoi Authority for Planning and Investment | 8th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam. | April - December 2023 | Board Resolution No. 04/2023/ODE/NQ-HDQT dated April 13, 2023 o approving transactions between ODE and SCG Construction Group Joint Stock Company Board Resolution No. 10/2023/ODE/NQ-HDQT dated November 21, 2023 on approving transactions between the Company and affiliated persons of PDMR | Provision of communication, advertising and event organization services | 01 | 773,382,860 | Time when Mr. Nguyen Dinh Duc is no longer a member of the Board of Directors and the Deputy General Manager of ODE: June 24, 2023 |
| December 27, 2023 |  | Office completion fee | 01 | 203,925,953 |  |
| 3 | Unicloud Technology Group Joint Stock Company | Mr. Dinh Chi Hieu is the General Manager/Chair of the Board of Directors/major shareholder of Unicloud | Business Registration Certificate No. 0107432651 Date of issue: May 12, 2016 Place of issue: Hanoi Authority for Planning and Investment | 10th, Sunshine Center Building, 16 Pham Hung Street, My Dinh Ward, Nam Tu Liem District, Hanoi, Vietnam | June - December 2023 | Board Resolution No. 08/2022/ODE/NQ-HDQT dated October 15, 2022 on approving transactions with affiliated parties | Using information system and software management services | 01 | 1,364,004,000 |  |
| 4 | S-Service Management & Operation Joint Stock Company | Ms. Le Thi Tra Mi is Deputy General Manager/Chief Accountant of S-Service | Registration Certificate No. 0107744812 Date of issue: March 2, 2021 Place of issue: Hanoi Authority for Planning and Investment | 9th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam. | 2020 - December 2023 |  | Operating service fee and parking space rental | 01 | 862,048,101 |  |
| November, 2023 | Board Resolution No. 10/2023/ODE/NQ-HDQT dated November 21, 2023 on approving transactions between the Company and affiliated persons of PDMR | Provision of Tet calendar publications | 01 | 165,166,571 |  |
| 5 | Anh Duong Star Joint Stock Company | Mr. Nguyen Ha Anh is the Chief Accountant of Sao Anh Duong | Registration Certificate No. 0101358793 Date of issue: April 9, 2023 Place of issue: Hanoi Authority for Planning and Investment | No. 50A, alley 6/6, lane 6, Doi Nhan Street, Cong Vi Ward, Ba Dinh District, Hanoi City | 2020 - December 2023 |  | Provision of communication and advertising services | 01 | 1,062,720,000 | Time to start being a affiliated party of the Company: June 24, 2023 |
| 6 | Sunshine Marina Nha Trang Joint Stock Company | Mr. Nguyen Dinh Duc is the General Manager/Chair of the Board of Directors/Major Shareholder of Sunshine Marina Nha Trang | Registration Certificate No. 0106212815 Date of issue: June 24, 2013 Place of issue: Hanoi Authority for Planning and Investment | Plot 23 Lot D3A.3 Auction Area 18.6 ha, Phu Thuong Ward, Tay Ho District, Hanoi City, Viet Nam | December 2023 |  | Provision of project document printing services | 01 | 1,887,840 | Time when Mr. Nguyen Dinh Duc is no longer a member of the Board of Directors and the Deputy General Manager of ODE: June 24, 2023 |
| 7 | S-Homes Real Estate Business Investment Joint Stock Company | Mr. Nguyen Dinh Duc is a member of the Supervisory Board of S-Homes | Registration Certificate No. 0107069847 Date of issue: October 28, 2015 Place of issue: Hanoi Authority for Planning and Investment | 10th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | December 2023 |  | Provision of communication, advertising, and printing project documents services | 01 | 103,077,965 | Time when Mr. Nguyen Dinh Duc is no longer a member of the Board of Directors and the Deputy General Manager of ODE: June 24, 2023 |
| 8 | Phu Thuong Education Investment Company Limited | Mr. Nguyen Hoang Tung is the Chief Accountant of Phu Thuong | Registration Certificate No. 0107520675 Date of issue: July 28, 2016 Place of issue: Hanoi Authority for Planning and Investment | 10th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | November 2023 | Board Resolution No. 10/2023/ODE/NQ-HDQT dated November 21, 2023 on approving transactions between the Company and affiliated persons of PDMR | Provision of Tet calendar publications | 01 | 31,565,457 | Time to start being a affiliated party of the Company: June 24, 2023 |
| 9 | Xuan Dinh Construction Investment Joint Stock Company | Ms. Hoang Thi Thu Ha is the Chief Accountant of Xuan Dinh | Registration Certificate No. 0107565644 Date of issue: September 15, 2016 Place of issue: Hanoi Authority for Planning and Investment | 9th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | 2021 - December 2023 |  | Provision of communication and advertising services | 01 | 19,896,840,000 |  |
| 10 | Xuan La Construction Investment Joint Stock Company | Mr. Nguyen Ha Anh is the Chief Accountant of Xuan La | Registration Certificate No. 0107565651, issued on September 15, 2016 at Hanoi Authority for Planning and Investment | No. 83A Ly Thuong Kiet, Tran Hung Dao Ward, Hoan Kiem District, Hanoi, Vietnam | 2020 - December 2023 |  | Provision of communication and advertising services | 01 | 16,038,000,000 | Time to start being a affiliated party of the Company: June 24, 2023 |
| 11 | Sunshine Maple Bear Education Company Limited | Mr. Nguyen Hoang Tung is the Chief Accountant of Maple Bear | Registration Certificate No. 0108078467, issued on November 30, 2017 at Hanoi Authority for Planning and Investment | 1st floor, Sunshine Palace, Star AD1 Project, Land plot C2/CN3, Mai Dong Ward, Hoang Mai District, Hanoi, Vietnam | December 2023 | Board Resolution No. 14/2023/ODE/NQ-HDQT dated December 19, 2023 on approving transactions between ODE and Sunshine Maple Bear Education Company Limited | Provision of Tet calendar publications | 01 | 39,760,875 | Time to start being a affiliated party of the Company: June 24, 2023 |
| 12 | Fulland Real Estate Joint Stock Company | Mr. Nguyen Ha Anh is the Chief Accountant of Fulland | Business Registration Certificate No. 0108307893 Date of issue: June 2, 2018 Place of issue: Hanoi Authority for Planning and Investment | 9th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | 2022 - December 2023 |  | Provision of communication, advertising, and printing project documents services | 01 | 18,233,856 | Time to start being a affiliated party of the Company: June 24, 2023 |
| 13 | Thuan Phu Lang Co Development Investment Joint Stock Company | Mr. Nguyen Ha Anh is the Chief Accountant of Thuan Phu Lang Co | Business Registration Certificate No. 3300526896 Date of issue: January 4, 2018 Place of issue: Department of Planning and Investment of Thua Thien Hue Province | Phu Hai Village, Loc Vinh Commune, Phu Loc District, Thua Thien Hue Province, Vietnam | 2022 - December 2023 |  | Provision of domain name renewal, management, operation and maintenance services | 01 | 2,160,000 | Time to start being a affiliated party of the Company: June 24, 2023 |

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

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
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 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 (calculated at the time of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision ( including the promulgation date, if any) | Content, quantity, total value of transaction | | | Note |
| Content | Quantity (Package) | Total value (VND) |
| 1 | Matterhorn Hotels & Resorts Management Joint Stock Company | Ms. Hoang Thi My Binh is the Chair of the Board of Directors of Matterhorn | Registration Certificate No. 0109840550 Date of issue: December 1, 2021 Place of issue: Hanoi Authority for Planning and Investment | 4th floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam | December 2023 | Board Resolution No. 13/2023/ODE/NQ-HDQT dated 16/12/2023 on approving transactions between the Company and affiliated persons of PDMR | Provision of matterhorn domain name renewal, management, operation and maintenance services | 01 | 3,002,400 |  |

* 1. Transactions between the Company and companies where the affiliated persons 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.
  2. Other transactions of the Company (if any) which can bring 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: None
3. Other significant issues: None