**DNP: Annual Corporate Governance Report 2023**

On January 29, 2024, DNP Holding JSC announced Report No. 01/2024/BC-DNP on the corporate governance in 2023 as follows:

* Name of company: DNP Holding JSC
* Headquarters address: Road 9, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City,

Dong Nai Province

* Tel: 0251.3836269 Fax: 0251.3836174 Website:
* Charter capital: VND 1,189,099,130,000
* Securities code: DNP
* Corporate Governance Model:

The General Meeting of Shareholders, the Board of Directors, the General Manager/Manager and the Audit Committee under the Board of Directors.

* Internal audit execution: 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):

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 01 | 01/2023/NQ-DHDCD | May 13, 2023 | The Annual General Mandate 2023 approved the following contents:* Approve the Report of the Board of Directors and the Executive Board on activities in 2022 and plans for 2023 and report on activities of the audit committee in 2022;
* Approve the Audited Financial Statements 2022;
* Approve the list of audit companies for the Financial Statements of 2023;
* Approve the profit distribution plan in 2022,
* Approve the remuneration settlement for the Board of Directors in 2022 and the Plan of total remuneration in 2023
* Approve detailed amendments to the company's business lines;
* Approve the dismissal and election of additional members for the Board of Directors for the 2022-2027 period.
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1. Board of Directors (Semi-annual Report):
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Vu Dinh Do | Chair of the Board of Directors | April 26, 2022 |  |
| 2 | Mr. Ngo Duc Vu | Permanent Vice Chair of the Board of Directors | April 26, 2022 |  |
| 3 | Mr. Bui Quang Bach | Vice Chair of the Board of Directors | April 26, 2022 | May 13, 2023 |
| 4 | Mr. Nguyen Van Hieu | Members of the Board of Directors | April 26, 2022 | May 13, 2023 |
| 5 | Mr. Ho Anh Dung | Non-executive member of the Board of Directors | April 26, 2022 | May 13, 2023 |
| 6 | Ms. Phan Thuy Giang | Member of the Board of Directors | April 26, 2022 |  |
| 7 | Mr. Akhil Jain | Independent member of the Board of Directors | April 26, 2022 |  |
| 8 | Mr. Hoang Anh Tuan  |  |  |  |
|  | Member of the Board of Directors | May 13, 2023 |  |
| 9 | Ms. Nguyen Thi Huyen | Member of the Board of Directors | May 13, 2023 |  |
| 10 | Mr. Bui Thanh Viet | Independent member of the Board of Directors | May 13, 2023 |  |

1. Board Resolutions/Board Decisions (In 2023)

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT | February 06, 2023 | Dismiss the position of General Manager of DNP Holding JSC |
| 2 | 02/2023/NQ-HDQT | February 06, 2023 | Appoint the position of General Manager of DNP Holding JSC |
| 3 | 03/2023/NQ-HDQT | February 06, 2023 | Change the legal representative of DNP Holding JSC |
| 4 | 04/2023/NQ-HDQT | March 06, 2023 | Approve the Report on the business results in 2022Approve the Business Plan for 2023 |
| 5 | 05/2023/NQ-HDQT | March 06, 2023 | Convene and organize the Annual General Meeting of Shareholders 2023 |
| 6 | 06/2023/NQ-HDQT | May 29, 2023 | Appoint positions of the Company's Audit Committee |
| 7 | 07/2023/NQ-HDQT | July 04, 2023 | Select an audit company for the Financial Statements of the fiscal year 2023 |
| 8 | The meeting that did not promulgate resolutions/decisions | December 06, 2023 | Preliminary update of business results in 2023 |

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/dismissal as member of the Audit Committee | Qualification |
| 1 | Mr. Bui Quang Bach  |  | Dismissed on May 29, 2023 | Master of Banking and Finance |
|  |  | Chair  |  |  |
| 2 | Mr. Ho Anh Dung | Member | Dismissed on May 29, 2023 | Master of Corporate Finance |
| 3 | Mr. Bui Thanh Viet  | Chair | Appointed on May 29, 2023 | Master of Finance-Investment |
| 4 | Mr. Ngo Duc Vu | Member | Appointed on May 29, 2023  | Master of Business Administration |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Nguyen Van Hieu | August 26, 1982 | Bachelor of Economics | Dismissed from the position of the General Manager on February 06, 2023 |
| 2 | Mr. Tran Huu Chuyen | January 11, 1959 | Electrification Engineer | July 20, 2015 |
| 3 | Mr. Hoang Anh Tuan | March 5,1989 | Master of Accounting | Appointed as the Deputy General Manager on February 06, 2023 |
| 4 | Ms. Phan Thuy Giang | November 26, 1979 | Master of Finance | August 03, 2021 |
| 5 | Mr. Le Cat Hanh | July 10, 1978 | Bachelor of Economics, Master of Business Administration | November 01, 2022 (\* Dismissed on January 11, 2024) |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Tran Thai Son | August 09, 1990 | Bachelor of Accounting, Certificate of Chief Accountant | Dismissed on April 07, 2023 |
| Ms. Pham Thi Thu Hang | December 21, 1986 | Bachelor of Accounting, Certificate of Chief Accountant | Appointed on April 07, 2023 |

1. Training on corporate governance
2. List of affiliated person 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 and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | 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) | Content, quantity, total value of transaction | Note |
|  |  |  |  |  |  |  |  |  |
| 1 | DNP-Water Joint Stock Company | Subsidiaries | 2400813885, first issued by Department of Planning and Investment of Bac Giang on April 26, 2017 | Cang Village, Huong Son Commune, Lang Giang District, Bac Giang Province, Vietnam | June 30, 2023 |  | VND 56,876,380,401 | Shown in Footnotes No. 28 of the 2023 separate semi-annual reviewed financial report (pages 35 and 40)  |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. 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). None.
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers. None.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Company’s shares 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 | SAM Holdings Corporation | Affiliated person of Mr. Bui Quang Bach - Independent member of the Board of Directors (as at the time of transaction) | 3,707,110 | 3.12 | 0 | 0 | Sell  |
|  |  |  |  |  |  |  |  |

1. Other significant issues None