**UPC: Annual Corporate Governance Report 2023**

On January 24, 2024, Vung Tau Urban and Parks Development JSC announced Report No. 01/BC-HDQT on the corporate governance of the Company in 2023 as follows:

* Name of public company: Vung Tau Urban and Parks Development JSC
* Head office address: No. 221 Vo Thi Sau - Thang Tam Ward - Vung Tau City Thắng Tam - TP.
* Tel: (0254) 3 852704.
* Email:
* Charter capital: VND 34,000,000,000
* Securities code: UPC
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director
* On Internal audit execution: None

1. Activities of the General Meeting:

On April 26, 2023, the first Annual General Meeting 2023 of Vung Tau Urban and Parks Development JSC was not eligible to proceed due to the total number of voting shares of shareholders attending the meeting (including shareholders and authorized representatives) is less than 51% of the total number of voting shares as prescribed in the Company's Charter.

On May 25, 2023, The Company successfully held the second Annual General Meeting 2023 at the Company’s Office, No. 221 Vo Thi Sau - Thang Tam Ward - Vung Tau City. Vung Tau City. The Meeting approved General Mandate No. 10/NQ-DHDCD dated May 25, 2023 with the following contents:

1. Report on activities of the Board of Directors in 2022 and operation orientation for 2023.
2. Report of the Executive Board on the production and business results in 2022 and the plan on production and business for 2023.
3. Report on the activities of the Supervisory Board in 2022 and the operational plan for 2023.
4. Financial Statements 2022 and profit distribution plan in 2022.
5. Proposal on the selection of an Audit Company for the Financial Statements 2023.
6. Proposal on Salary fund for Employees, remuneration for the Board of Directors and the Supervisory Board in 2022 and plan for 2023.
7. Proposal on dismissing members of the Board of Directors and electing additional members of the Supervisory Board for the remaining period of the 2019 - 2024 term
8. Activities of the Board of Directors:
9. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Nguyen Duc Tai | Chair of the Board of Directors | April 23, 2019 |  |
| 2 | Le Huy Huu Hiep | Member of the Board of Directors | April 23, 2019 |  |
| 3 | Nguyen Hong Phuc | Member of the Board of Directors | April 23, 2019 |  |
| 4 | Hoang Van Thao | Member of the Board of Directors | April 23, 2019 |  |
| 5 | Chu Thi Hong Hao | Member of the Board of Directors | June 03, 2020 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision | Date | Contents |
| I. General Mandate | | | |
| 1 | 01/NQ-HDQT | February 14, 2023 | Board Resolution on organizing tours and learning for employees in 2023 |
| 2 | 02/NQ-HDQT | February 14, 2023 | Board Resolution on approving the target assignment plan of the subsidiaries in 2023 |
| 3 | 03/NQ-HDQT | March 02, 2023 | Board Resolution on the record date and the date to hold the General Meeting |
| 4 | 04/NQ-HDQT | March 28, 2023 | Board Resolution on approving the plan on profit distribution of the subsidiaries |
| 5 | 05/NQ-DHDCD | April 04, 2023 | Board Resolution on approving the increase of the Charter Capital of Con Dao Green Trees Company Limited |
| 6 | 05/NQ-DHDCD | April 04, 2023 | Board Resolution on approving the increase of the Charter Capital of Hai Dang Green Trees Company Limited |
| 7 | 07/NQ-HDQT | April 20, 2023 | Board Resolution on paying ceremony bonuses for holidays on April 30 and May 1, 2023 |
| 8 | 08/NQ-HDQT | April 28, 2023 | Board Resolution on approving the contents of the meeting held on April 28, 2023 |
| 9 | 09/NQ-HDQT | May 05, 2023 | Board Resolution on convening the second Annual General Meeting 2023 |
| 11 | 11/NQ-HDQT | June 15, 2023 | Board Resolution on approving the contents of the meeting held on June 13, 2023 |
| 12 | 12/NQ-HDQT | July 25, 2023 | Board Resolution on the dividend payment in 2022 |
| 13 | 14/NQ-HDQT | August 22, 2023 | Board Resolution on approving the payment of ceremony bonuses on September 02, 2023 and emulation summary in the second Round of 2023 |
| 14 | 15/NQ-HDQT | October 05, 2023 | Board Resolution on approving loans to supplement working capital |
| 15 | 16/NQ-HDQT | October 27, 2023 | Board Resolution on approving the contents of the meeting held on October 17, 2023 |
| 16 | 17/NQ-HDQT | December 20, 2023 | Approve on approving the implementation of collecting shareholders' opinions via a ballot to approve the General Mandate. |
| 17 | 18/NQ-HDQT | December 20, 2023 | Board Resolution on approving the contents of the meeting held on December 19, 2023 |
| II. Decision | | | |
| 1 | No. 01./QD-HDQT | February 14, 2023 | Decision on assigning the plan target of Hai Dang Green Trees Company Limited in 2023 |
| 2 | No. 02./QD-HDQT | February 14, 2023 | Decision on assigning plan target for Con Dao Green Trees Company Limited in 2023 |
| 3 | No. 03./QD-HDQT | February 14, 2023 | Decision on assigning plan target of for Bau Sen Green Trees Company Limited in 2023 |
| 4 | No. 04./QD-HDQT | March 17, 2023 | Board Decision on paying bonuses for the Executive Board. |
| 5 | No. 07./QD-HDQT | June 20, 2023 | Decision on Re-appointment of the Deputy Managing Director |
| 6 | No. 08./QD-HDQT | July 12, 2023 | Decision on increasing the Charter Capital of Con Dao Green Trees Company Limited |
| 7 | No. 09./QD-HDQT | July 12, 2023 | Decision on increasing the Charter Capital of Hai Dang Green Trees Company Limited |
| 8 | No. 10./QD-HDQT | November 06, 2023 | Board Decision on paying bonuses for the Executive Board. |

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

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | | Qualification |
| Appointment date | | Date of dismissal | Qualification |
| 1 | Nguyen Thi Phuong | Chief | May 25, 2023 | |  | Bachelor |
| 2 | Nguyen Thi Duyen | Member | May 25, 2023 |  | | Bachelor |
| 3 | Hoang Duc Trung | Member | April 23, 2019 |  | | Bachelor |

1. Executive Board and Chief Accountant

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board | | Note |
| Appointment date | Dismissal date |  |
| 1 | Le Huy Huu Hiep | October 05, 1983 | Master | November 04, 2012 |  | Managing Director |
| 2 | Nguyen Hong Phuc | August 22, 1971 | Bachelor | June 22, 2017 |  | Deputy Managing Director |
| 3 | Hoang Van Thao | July 20, 1974 | Bachelor | October 26, 2019 |  | Deputy Managing Director |
| 4 | Nguyen Phuong Huong | February 28, 1981 | Bachelor | May 16, 2022 |  | Chief Accountant |

1. Training on corporate governance None.
2. List of related person of the public Company and transactions between the related person of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transactions conductor | Relations with internal shareholders | 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 | Nguyen Duc Tai | Chair of the Board of Directors | 645,538 | 18.9% | 500,538 | 14.72% | Sell |
| 2 | Le Huy Huu Hiep | Member of the Board of Directors | 934,224 | 27.48% | 1,079,224 | 31.74% | Purchase |

1. Other transactions. (transactions between internal shareholders/major shareholders and related persons of the Company): None
2. Other significant issues: None.