**IDJ: Annual Corporate Governance Report 2023**

On January 29, 2024, IDJ Vietnam Investment Joint Stock Company announced Report No. 14/2024/BCQT-IDJ on the corporate governance in 2023 as follows:

Name of listed company: IDJ Vietnam Investment Joint Stock Company

Head office ddress: 3rd floor, Grand Plaza Building, No. 117 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi

Tel: 024 3555 8999 Fax: 024 3555 8990

Charter capital: VND 1,734,901,930,000

Securities code: IDJ

Corporate Governance Model:

* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

Internal audit execution: Executed

1. Activities of the General Meeting of Shareholders

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 06/2023/NQ-DHDCD | May 23, 2023 | Approve: (1) Approve the Report of the Board of Management on business activities in 2022 and production and business plan in 2023; (2) Approve the Report of the Board of Directors on activities in 2022 and activity plan in 2023, Report on the results of implementing share issuances; (3) Approve the Report of the Supervisory Board on activities in 2022 and activity plan in 2023; (4) Approve the Audited Financial Statements 2022; (5) Approve business results in 2022, production and business plan in 2023; (6) Approve the selection of an audit/review company for the Financial Statements 2023; (7) Approve the remuneration plan for the Board of Directors and the Supervisory Board; (8) Approve the plan to issue shares to existing shareholders; (9) Approve the plan to issue shares according to the Employee Stock Ownership Plan; (10) Approve the private placement; (11) Approve the Operating Regulations of the Board of Directors and the Supervisory Board; (12) Approve authorizing the Board of Directors to decide on a number of issues under the authorities of the General Meeting of Shareholders; (13) Approve the dividend payment plan in 2022 by shares. |

1. The Board of Directors
2. Information about members of the Board of Directors for the term of 2020-2024:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Date of dismissal as member of the Board of Directors | Number of attended meetings | Rate | Reason for absence |
| 1 | Mr. Vu Trong Quan | Chair of the Board of Directors | April 29, 2022 |  | 14/14 | 100% |  |
| 2 | Mr. Nguyen Do Lang | Member of the Board of Directors | June 01, 2020 |  | 3/14 | 21% |  |
| 3 | Ms. La Thi Quy | Member of the Board of Directors | June 01, 2020 |  | 14/14 | 100% |  |
| 4 | Mr. Nguyen Duc Quan | Member of the Board of Directors | April 28, 2021 |  | 14/14 | 100% |  |
| 5 | Mr. Pham Duy Hung | Member of the Board of Directors | June 01, 2020 |  | 3/14 | 21% |  |

1. Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 02/2023/NQ-HDQT | February 02, 2023 | Board Resolution on signing and implementing economic contracts and transactions between the Company and PDMR, affiliated persons of PDMR |
| 2 | 04/2023/NQ-HDQT | March 20, 2023 | Board Resolution on convening the Annual General Meeting of Shareholders 2023 |
| 3 | 08/2023/NQ-HDQT | June 06, 2023 | Board Resolution on signing and implementing economic contracts and transactions between the Company and PDMR, affiliated persons of PDMR |
| 4 | 10/NQ-HDQT | June 09, 2023 | Board Resolution on loans, guarantees, and mortgages of the Bank’s assets |
| 5 | 12/2023/IDJ/NQ-HDQT | June 29, 2023 | Board Resolution of the Board of Directors meeting on electing Mr. Vu Trong Quan as the Chair of the Board of Directors. |
| 6 | 17/NQ/HDQT | July 17, 2023 | Board Resolution on request for credit extension from OCB Bank |
| 7 | 20/NQ-HDQT | October 05, 2023 | Board Resolution on Signing Economic Contracts |
| 8 | 23/2023/IDJ/NQ-HDQT | November 16, 2023 | Board Resolution on Lending Money to APEC Group Joint Stock Company |
| 9 | 26/2023/IDJ/NQ-HDQT | November 23, 2023 | Board Resolution on approving the dismissal of Mr. Nguyen Quang Huy as the Acting General Manager |

In which:

* Board Resolutions No. 10/NQ-HDQT, 17/NQ/HDQT, 23/2023/IDJ/NQ-HDQT are not part of the content that needs to be disclosed.

1. The Supervisory Board
2. Information about members of the Supervisory Board for the term of 2020-2024

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Date of dismissal as member of the Supervisory Board | Number of attended meetings | Rate | Reason for absence |
| 1 | Ms. Nguyen Thi Thanh | Chief | June 01, 2020 |  | 2/3 | 67% |  |
| 2 | Ms. Nguyen Hoai Giang | Member | June 01, 2020 |  | 3/3 | 100% |  |
| 3 | Ms. Dau Thi Thao | Member | April 28, 2021 |  | 3/3 | 100% |  |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Nguyen Quang Huy - General Manager | July 14, 1982 | Bachelor of Economics | March 30, 2020 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Nguyen Huu Dat | September 20, 1992 | Bachelor of Economics | May 16, 2023 |

1. Training on corporate governance (none)
2. List of affiliated persons of the Company as prescribed in Clause 34, Article 6 of the Law on Securities and transactions between Company’s affiliated persons and the Company itself
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, and affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relation | Business Registration Certificate No. | Head office address | Transaction time | Content | Transaction value in 2023 |
| 1 | APEC Group Joint Stock Company | Other affiliated parties | 108072810 | 3rd floor, Grand Plaza Mall, No. 117 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi, Vietnam | 2023 | Amount of money that IDJ transferred according to the investment cooperation contract | 18,000,000,000 |
| IDJ lends | 12,600,000,000 |
| Loan interest incurred | 125,589,041 |
| IDJ buys goods and services | 43,212,421,831 |
| 2 | Asia - Pacific Investment Joint Stock Company | Have the same key managers | 102005769 | 3rd floor, Grand Plaza Buiding, No. 117 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi | 2023 | IDJ buys goods and services | 47,874,313,638 |
| IDJ leases space | 1,353,591,017 |
| Debt comparison | 6,666,896,104 |
| 3 | Bac Ninh - Asia - Pacific Investment Company Limited | Have the same key managers | 2300558864 | Thanh Son Area, Vu Ninh Ward, Bac Ninh City, Bac Ninh Province, Vietnam | 2023 | IDJ transfers money to buy goods and services | 27,100,000,000 |
| 4 | Asia - Pacific Securities Joint Stock Company | Have the same key managers | 102121412 | 3rd floor, Grand Plaza Buiding, No. 117 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi | 2023 | APS provides consulting services to IDJ | 880,000,000 |
| IDJ leases space | 934,369,571 |
| 5 | APEC Hoa Binh Investment Joint Stock Company | Subsidiary | 5400345569 | Nuoc Vai Hamlet, Tan Vinh Commune, Luong Son District, Hoa Binh Province | 2023 | IDJ repays loan principal to APEC Hoa Binh | 1,250,000,300 |
| APEC Hoa Binh interest loan to IDJ | 74,056,301 |
| 6 | Thai Nguyen Printing Joint Stock Company | Subsidiary | 4600308555 | No. 8, Group 23, Quang Trung Ward, Thai Nguyen City, Thai Nguyen Province | 2023 | IDJ returns the loan principal to Thai Nguyen Printing Joint Stock Company | 200,000,000 |
| Borrowing interest incurred during the year | 97,411,781 |
| 9 | Kim Boi Trade and Travel Joint Stock Company | Have the same key managers | 5400265183 | Mo Da Village, Ha Bi Commune, Kim Boi District, Hoa Binh | 2023 | IDJ contributes capital to the investment trust contract | 101,562,617,973 |
| IDJ provides construction and installation services | 7,743,176,413 |
| 11 | APEC Holding Investment Joint Stock Company | Have the same key managers | 0106662684 | 3rd floor, Machinco Building, No. 444 Hoang Hoa Tham Street, Thuy Khue Ward, Tay Ho District, Hanoi | 2023 | IDJ contributes capital to the investment trust contract | 23,940,000,000 |
| 13 | Công ty TNHH Lộc phát Bình Thuận (tentatively translated as Loc Phat Binh Thuan Co.,Ltd) | Have the same key managers | 3401201100 | 77 Nguyen Dinh Chieu, Ham Tien Ward, Phan Thiet City, Binh Thuan | 2023 | IDJ loan interest to Loc Phat Binh Thuan | 545,000,000 |
| 14 | Công ty Cổ phần Tư vấn Đầu tư Xây dựng ASC (tentatively translated as ASC Investment Consultancy JSC) | Joint venture | 106985639 | 5th floor, Charmvit Building, No. 117 Tran Duy Hung, Trung Hoa Ward, Cau Giay District, Hanoi | 2023 | IDJ contributes capital | 700,000,000 |
| 15 | Công ty Cổ phần Quản lý khách sạn & Dịch vụ Mandala (tentatively translated as Mandala Hotel and Service Management Joint Stock Company) | Have the same key managers | 0108129263 | Floor M, Grand Plaza Shopping Center, No. 117 Tran Duy Hung, Trung Hoa Ward, Cau Giay District, Hanoi | 2023 | IDJ contributes capital | 11,000,000,000 |
| 16 | Mandala Real Estate Management Joint Stock Company | Have the same key managers | 0109091118 | 3rd floor, Grand Plaza Mall, No. 117 Tran Duy Hung Street, Trung Hoa Ward, Cau Giay District, Hanoi, Vietnam | 2023 | IDJ pays on behalf | 3,961,365,477 |
| IDJ buys goods and services | 45,946,500 |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company: none
2. Transactions between the Company and other entities
   1. Transactions between the Company and companies in where members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) 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
   2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None.
   3. 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): None.
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
4. Transactions of PDMR and affiliated persons of PDMR for shares of the listed company
5. Other significant issues: None