**KTT: Annual Corporate Governance Report 2023**

On January 30, 2024, KTT Investment Group Joint Stock Company announced Report No. 02/2024/BCQT-KTT on the corporate governance in 2023 as follows:

* Name of listed company: KTT Investment Group Joint Stock Company
* Head office address: No. 18, Manor 1 Street, Sunrise A, The Manor Central Park urban area, Nguyen Xien Street, Dai Kim Ward, Hoang Mai District, Hanoi, Vietnam
* Tel: 038.861.1968 Email: info@ktt.com.vn
* Website: http://kttgroup.vn/
* Charter capital: VND 29,550,000,000
* Securities code: KTT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of General Management.
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/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | September 08, 2023 | * Not approve the Report of the Board of Directors, the Board of General Management on the operation and production status in 2022 and plan for 2023;
* Not approve the Report on supervisory activities in 2022 and the plan for 2023
* Not approve the Audited Financial Statements in 2022 of the Company.
* Not approve the profit use Plan and appropriation for financial funds in 2022.
* Not approve the remuneration of the Board of Directors and the Supervisory Board in 2022 and the remuneration plan for 2023;
* Not approve the selection of an audit company to audit the Financial Statement 2023;
* Not approve the dismissal of members of the Board of Directors for the term of 2020 - 2025;
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| 2 | 04/2023/NQ/DHDCD | December 28, 2023 | * Approve the Report of the Board of Directors, the Board of General Management on the operation and production status in 2022 and plan for 2023;
* Approve the Report on the activities of the Supervisory Board.
* Approve the Audited Financial Statements in 2022 of the Company;
* Approve the profit distribution Plan 2022;
* Approve the remuneration of the Board of Directors and the Supervisory Board in 202 and the remuneration plan for 2023;
* Approve the selection of an audit company to audit the Financial Statement 2023;
* Approve the Proposal on the dismissal of members of the Board of Directors for the term of 2020 - 2025;
* Approve the list of members of the Board of Directors for the remaining time of the term of 2020-2025;
* Approve the Proposal on the dismissal of members of the Supervisory Board for the 2020-2025 term
* Approve the list of members of the Supervisory Board for the remaining time of the term of 2020-2025;
* Approve the Proposal on changing the Company's head office address.
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1. The Board of Directors
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Duc Hieu | Chair of the Board of Directors | May 16, 2020 |  |
| 2 | Ms. Dang Thuy Duong | Members of the Board of Directors | May 16, 2020 | December 28, 2023 |
| 3 | Mr. Nguyen The Anh | Members of the Board of Directors | November 5, 2022 | December 28, 2023 |
| 4 | Nguyen Duc Lan | Independent member of the Board of Directors | December 28, 2023 |  |
| 5 | Nguyen Thi Nhan | Members of the Board of Directors | December 28, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 17/2023/NQ-HDQT | January 18, 2023 | Board Resolution on the dismissal and appointment of the Chief Accountant of the Company |
| 2 | 05/2023/NQ-HDQT | March 23, 2023 | Board Resolution on the extension of time to organize the Annual General Meeting of Shareholders 2023  |
| 3 | 11/2023/NQ-HDQT | May 11, 2023 | Board Resolution on the organization of the Annual General Meeting of Shareholders 2023 |
| 4 | 26/2023/NQ-HDQT | June 29, 2023 | Board Resolution on the selection of an audit company |
| 5 | 38/2023/NQ-HDQT | August 14, 2023 | Board Resolution on the dismissal of Ms. Phan Thi Tra Giang from the position of Chief Accountant and the appointment of Mr. Hoang Gia Han to the position of Chief Accountant |
| 6 | 42/2023/NQ-HDQT | September 26, 2023 | Board Resolution on the dismissal of Mr. Hoang Gia Han from the position of Chief Accountant |
| 7 | 153/2023/NQ-HDQT | October 17, 2023 | Board Resolution on approving the organization of the Extraordinary General Meeting of Shareholders 2023 |
| 8 | 175/2023/NQ-HDQT | December 30, 2023 | Board Resolution on the Appointment of Ms. Luong Thi Viet Ha to the position of Chief Accountant  |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Dismissal date  |
| 1 | Ms. Nguyen Thuy Dung | Chief of the Supervisory Board | May 16, 2020 |  | Bachelor of Accounting |
| 2 | Mr. Pham Van Hai | Members of the Supervisory Board | April 17, 2021 | December 28, 2023 | Bachelor of Accounting |
| 3 | Mr. Hoang Van Thai | Members of the Supervisory Board | July 25, 2022 | December 28, 2023 | Bachelor of Accounting |
| 4 | Vu Thi Thuy Hong | Members of the Supervisory Board | December 28, 2023 |  | Bachelor of Human Resource Management |
| 5 | Nguyen Thi Xanh | Members of the Supervisory Board | December 28, 2023 |  | Bachelor of Business Administration |

1. The Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Dang Thuy Duong | General Manager | April 8, 1984 | Bachelor of Development Economics | Appointed on: September 14, 2020 |
| 2 | Tran Thi Thu Linh | Deputy General Manager in Business  | March 4, 1983 | Bachelor of Foreign Trade | Appointed on: August 19, 2022 |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Pham Linh Chi | June 28, 1984 |  | Dismissed on January 17, 2023 |
| 2 | Phan Thi Tra Giang | December 17, 1984 |  | Dismissed on August 14, 2023 |
| 3 | Hoang Gia Han |  |  | Dismissed on September 26, 2023 |
| 4 | Luong Thi Viet Ha |  |  | Appointed on December 30, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of listed company 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, and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Related relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders or Board Resolution/Decision approved No. | Content, quantity, total value of transaction | Note |
| 1 | Tran Quang Ha | Brother-in-law of the Chair of the Board of Directors |  |  | June 6, 2023 | 0306/BB- HDQT | VND 11,192,000,000 | Purchasing land transaction of Tran Quang Ha |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company.

None

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 and the Executive General Manager 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)

None

* 1. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager

None

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager:

None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Listing company’s share transactions of PDMR and affiliated persons of PDMR.

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| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with the Company | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reason for increase or decrease |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Van Dat | Major shareholders with more than 10% of outstanding shares | 259,400 | 8.78% | 324,000 | 10.96% | Buy shares |

1. Other significant issues:

None