**VC3: Annual Corporate Governance Report 2023**

On January 26, 2024, Nam Mekong Group Joint Stock Company announced Report No. 54/2024/MKG-BG on the corporate governance situation in 2023, as follows:

* Name of Company: Nam Mekong Group Joint Stock Company
* Head office address: 11th floor, Gleximco Building, No. 36 Hoang Cau Street, Dong Da District, Hanoi
* Tele 0243.7560 333
* Charter capital: VND 1,002,175,880,000.
* Securities code: VC3
* 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 the Meetings and Annual General Mandates 2023.

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1. | 01/2023/NQ-DHDCD-MKG | April 20, 2023 | Annual General Mandate 2023 |

1. The Board of Directors of the Company (Annual Report 2023)
2. 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/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Kieu Xuan Nam | Chair | April 14, 2022 |  |
| 2 | Mr. Dang Minh Hue | Member of the Board of Directors | April 14, 2022 |  |
| 3 | Mr. Phi Anh Dung | Member of the Board of Directors | April 14, 2022 |  |
| 4 | Mr. Pham Xuan Hung | Member of the Board of Directors | April 14, 2022 |  |
| 5 | Mr. Nguyen Hoang | Member of the Board of Directors | April 14, 2022 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 0102/2023/NQ-MKG-HDQT | February 01, 2023 | Appoint the Person in charge of corporate governance |
| 2 | 0802/2023/NQ-MKG-HDQT | February 08, 2023 | Electing the legal representative to conduct transactions with Bao Viet Bank. |
| 3 | 2702/2023/NQ-MKG-HDQT | February 27, 2023 | Approve the loan plan and signing the Credit Agreement with Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank). |
| 4 | 0103/2023/NQ-HDQT | March 01, 2023 | Approve on organizing the Annual General Meeting of Shareholders for the year 2023. |
| 5 | 2403/2023/NQ-MKG-HDQT | March 24, 2023 | Elect the legal representative to conduct transactions with BIDV Bank. |
| 6 | 2703/2023/NQ-MKG-HDQT | March 27, 2023 | Approve the plan for implementing the sale of Phase 5 of the Bao Ninh Project. |
| 7 | 2905/2023/NQ-MKG-HDQT | May 29, 2023 | Implement the issuance of shares to pay dividends for the year 2021 as approved by the Annual General Meeting of Shareholders for the year 2023 on April 20, 2023. |
| 8 | 1506/2023/NQ-MKG-HDQT | June 15, 2023 | Pay dividends for the year 2021 and 2022 by shares. |
| 9 | 1606/2023/NQ-MKG-HDQT | June 16, 2023 | Amend Clause 2, Article 1 of Resolution No. 1506/2023/NQ-HDQT dated June 15, 2023. |
| 10 | 1906/2023/NQ-NMK-HDQT | June 19, 2023 | Pay dividends for the year 2021 and 2022 by shares to shareholders. |
| 11 | 1007/2023-BB-NMK-HĐQT | July 10, 2023 | Minutes - Approve the signing of the Credit Agreement with Vietnam Bank for Industry and Trade - Dong Da Branch. |
| 12 | 2007/2023-NQ-NMK HDQT | July 20, 2023 | Approve the adjustment of the total floor area and sell price for 163 tower floors under the signed Housing Purchase Contract in the Bao Ninh Project. |
| 13 | 3008/2023-NQ-NMK-HĐQT | August 30, 2023 | First trading date of newly issued shares to pay dividends for the year 2021 and 2022. |
| 14 | 1209/2023/NQ-NMK-HDQT | September 12, 2023 | Approve on reappointing the position of General Manager for Mr. Dang Minh Hue. |
| 15 | 1110/2023/NQ-NMK-HDQT | October 11, 2023 | Approve the adjustment of the total floor area and construction price for 29 hotel units under the signed Housing Purchase Contract in the Bao Ninh Project. |
| 16 | 2410/2023/NQ-NMK-HDQT | October 24, 2023 | Approve the recorded list of shareholders to collect shareholders'opinions for the adjustment of business sectors and delegating authority to the Company's General Manager. |
| 17 | 3010/2023/NỌ-NMK-HDQT | October 30, 2023 | Approve the adjustment of the total floor area, construction price, and sales policy for 10 hotel units under the signed Housing Purchase Contract in the Bao Ninh Project. |
| 18 | 0111/2023/NQ-NMK-HDQT | November 01, 2023 | Approve the adjustment of the total floor area, construction price, and sales policy for 30 combined business and residential units and villas. |
| 19 | 2712/2023/NQ-NMK-HDQT | December 27, 2023 | Approve on signing a cooperation investment contract with Vina Invest Real Estate Joint Stock Company. |

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

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| --- | --- | --- | --- | --- | --- |
| 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  Member of the Supervisory Board | Qualification |
| 1 | Bui Hoang Phuong |  | April 14, 2022 | April 10, 2023 |  |
| 2 | Nguyen Van Tuyen | Chief of the Supervisory Board | April 20, 2023 |  | Master of Civil and Industrial Construction Engineering; Hydroelectric Project Engineer |
| 3 | Nguyen Thi Thu Nga | Member of the Board of Directors | April 14, 2022 |  | Bachelor of Economics |
| 4 | Pham Thi Van | Member of the Board of Directors | April 14, 2022 |  | Master's Degree in Economics and Engineer in Construction Engineering |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment |
| 1 | Dang Minh Hue  General Manager | December 28, 1972 | * General Manager * Bachelor of Economics | September 11, 2018 |
| 2 | Pham Xuan Uong  Deputy General Manager | January 30, 1980 | * Deputy General Manager * Construction Economics Master * Construction engineer | August 01, 2019 |
| 3 | Nguyen Hoang Duong  Deputy General Manager | October 12, 1978 | * Deputy General Manager Irrigation engineer | September 08, 2020 |
| 4 | Vo Dinh Luong  Deputy General Manager | February 24, 1974 | * Deputy General Manager * Bachelor of Economics | May 01, 2021 |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Phan Ta Thanh Huyen | October 25, 1978 | * The Chief Accountant * Bachelor of Business Management | January 17, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (report of 2023) and transactions between the affiliated persons of the Company with the Company itself
3. List of affiliated person of the Company: None
4. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: None
5. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
6. Transactions between the Company and other entities: None
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting) None
   2. Transactions between the Company and the companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, 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) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (General Manager): None
7. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
8. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | 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 | Kieu Xuan Nam | The Chair of the Board of Directors | 001072022768 issued on July 13, 2020, by the Head of Police Department on Administrative Management of Social Order | No. 102 Cau Go, Hang Bac Ward, Hoan Kiem District, Hanoi | December 20, 2022 | No. 30/2022/NQ-  HDQT-MKG dated December 8, 2022 | Purchase and sale of residential houses in Bao Ninh 2 urban area, 17 contracts, Total value: VND 443.2 billion |  |
| 2 | Dang Minh Hue | Member of the Board of Directors-cum- Manager | 025072000481 issued on April 29, 2021, by the Head of Police Department on Administrative Management of Social Order | No. 10 Dich Vong Urban Area, Cau Giay District, Hanoi | December 05, 2022 | No. 29/2022/NQ-  HDQT-MKG dated December 5, 2022  December 05, 2022 | Purchase and sale of residential houses in Bao Ninh 2 urban area, 01 contract, Value: VND 28.3 billion |  |
| 3 | Kieu Xuan Phan | Son of Mr. Kieu Xuan Nam - Chair of the Board of Directors | 231200000999 issued on October 3, 2022, by the Head of Police Department on Administrative Management of Social Order | No. 102 Cau Go, Hang Bac Ward, Hoan Kiem District, Hanoi | December 20, 2022 | No. 30/2022/NQ-  HDQT-MKG dated December 8, 2022 | Purchase and sale of residential houses in Bao Ninh 2 urban area, 22 contracts, Total value: VND 444.2 billion |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities: None
   1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board and the General Manager have been founding members or members of the Board of Directors or the Executive General Manager for the past three (03) years (as at the time of reporting): None
   2. 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
   3. Other transactions (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
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
4. List of PDMR and affiliated persons of PDMR
5. Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |
| 1 | Kieu Xuan Nam |  | 34,020,034 | 50.919% | 51,030,051 | 50.919% | Purchased from the rights offering with a rae of 2:1 |
| 2 | Dang Minh Hue |  | 87,642 | 0,131% | 229,100 | 0.2286% | Purchased from the rights offering with a rate of 2:1 and purchased from the distribution of fractional shares, shares that existing shareholders did not purchase |
| 3 | Phi Anh Dung |  | 0 | 0% | 30,000 | 0.02993% | Purchased from the distribution of fractional shares, shares that existing shareholders did not purchase |
| 4 | Pham Xuan Uong |  | 36,499 | 0.054629% | 54,748 | 0.054629% | Purchased from the rights offering with a rate of 2:1 |
| 6 | Pham Thi Van |  | 0 | 0% | 20,000 | 0.01996% | Purchased from the distribution of fractional shares, shares that existing shareholders did not purchase |
| 7 | Phan Ta Thanh Huyen |  | 8,769 | 0.0131% | 32,500 | 0.032429% | Purchased from the rights offering with a ratio of 2:1 and purchased from the distribution of fractional shares, shares that existing shareholders did not purchase |
| 8 | Nguyen Van Tuyen |  | 0 | 0% | 10,000 | 0.009978% | Purchased shares that were not fully subscribed in the public offering |
| 9 | Hoang Thi Thu Linh | Wife of Mr. Dang Minh Hue | 0 | 0% | 10,000 | 0.009978% | Purchased from the distribution of fractional shares, shares that existing shareholder did not purchase |

1. Other significant issues: None.