**VTG: Annual Corporate Governance Report 2023**

On January 30, 2024, Ba Ria - Vung Tau Tourist Joint Stock Company announced Report No. 01/BC-DL on the corporate governance in 2023 as follows:

* Name of company: Ba Ria - Vung Tau Tourist Joint Stock Company
* Head office address: No 207 Vo Thi Sau, Thang Tam Ward, Vung Tau city, Ba Ria - Vung Tau Province.
* Tel: 0254.3856445 - 3856446
* Fax: 0254.3856444
* Email: i[nfo@vungtautourist.com](mailto:nfo@vungtautourist.com). vu
* Charter capital: VND 186,445,000,000
* Securities code: VTG
* Corporate Governance Model:
* The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit: Implemented.

1. Activities of the General Meeting

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/NQ-DHDCD | August 14, 2023 | The company announces an invitation for shareholders to attend the Annual General Meeting for 2023 at the Sammy Vung Tau Hotel Hall, 157 Thuy Van, Thang Tam ward, Vung Tau City.   1. 1st round: At 8.30am., June 28, 2023  * Total number of shareholders invited to attend: All shareholders listed in the shareholder register as of May 24, 2023, owning 18,644,500 voting shares of the Ba Ria - Vung Tau Tourism Joint Stock Company. * Shareholders attending the Meeting: 15 shareholders and shareholder representatives, owning and representing ownership of 5,911,878 voting shares, equivalent to 31.7084% of the total voting shares of the Company. * According to the Law on Enterprises and the Company's Charter of Organization and Operations, the Annual General Meeting 2023 of the Company did not meet the conditions to proceed.  1. 2nd round: At 8.30am., July 27, 2023  * Shareholders attending the Meeting: 15 shareholders and shareholder representatives, owning and representing ownership of 5,903,178 voting shares, equivalent to 31.6618% of the total voting shares of the Company. * According to the Law on Enterprises and the Company's Charter of Organization and Operation, the Annual General Meeting for the year 2023 of the Company did not meet the conditions to proceed.  1. 3rd Meeting: At 2pm., August 14, 2023  * Shareholders attending the Meeting: 24 shareholders and shareholder representatives, owning and representing ownership of 17,202,678 voting shares, equivalent to 92.2668% of the total voting shares of the Company. * According to the Enterprise Law and the Company's Charter of Organization and Operation, the Annual General Meeting for the year 2023 of the Company met the conditions to proceed. * The Meeting announced Genenal Mandate No. 01/NQ-DHDCD on August 23, 2022, with the following contents:  1. Approve the Report on the activities of the Board of Directors in 2022 and the operational orientation in 2023; 2. Approve the Business Operation Report for 2022 and the business plan for 2023. 3. Approve the Report on the rearrangement of land and buildings according to Decree No. 167/2017/ND-CP dated December 31, 2017, and Decree No. 67/2021/ND-CP dated July 15, 2021, by the Government and the situation of land and buildings recovery according to decisions of the BR-VT Provincial People's Committee. 4. Approve the Report of the Supervisory Board of the Company. 5. Approve the Proposal on the Audited Financial Statements 2022. 6. Approve the Proposal on profit distribution and dividend payment for 2022. 7. Approve the Proposal on the payment of remuneration to non-executive members of the Board of Directors and Supervisory Board for 2022 and plan for 2023. 8. Approve the Proposal on the business operation report for 2022 and the plan for 2023. 9. Approve the Proposal on selecting the audit company for the Financial Statements 2023 and the audit company for the next year's Financial Statements. 10. Disapprove the Proposal to amend and supplement the Company's Charter of Organization and Operation. 11. Elect members of the Board of Directors for the 2022-2027 term. 12. Elect the Supervisory Board for the term 2022-2027. |

1. Board of Directors
   * + 1. 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 members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Thai Hoang Than | Chair of the Board of Directors | August 14, 2023 |  |
| 2 | Ms. Nguyen Thi Bao Ngoc | Members of the Board of Directors | August 14, 2023 |  |
| 3 | Mr. Tran Van Phat | Members of the Board of Directors | August 14, 2023 |  |
| 4 | Mr. Nguyen Tien Manh | Member of the Board of Directors (Non-executive members of the Board of Directors) | August 14, 2023 |  |
| 5 | Mr. Le Van Chien | Member of the Board of Directors (Non-executive members of the Board of Directors) | August 14, 2023 |  |

* + - 1. Board Resolutions/Board Decisions:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 01 | 01/NQ-HDQT | January 06, 2023 | Select AFC Audit Vietnam Company Ltd as the audit company for the financial statements of Ba Ria - Vung Tau Tourist Joint Stock Company for the year 2022. |
| 02 | 02/NQ-HDQT | February 24, 2023 | Dissolve the Ho Chi Minh City branch (travel). |
| 03 | 03/NQ-HDQT | February 24, 2023 | Continue the temporary suspension of the Vung Tau branch (travel) for one year. |
| 04 | 04/NQ-HDQT | March 27, 2023 | Liquidate a 7-seater Toyota Innova. |
| 05 | 05/NQ-HDQT | April 14, 2023 | Select the appraisal unit to determine the value of assets, tools, and equipment of the Ba Ria - Vung Tau Tourist Joint Stock Company - East Sea Tourist Area. |
| 06 | 06/NQ-HDQT | April 14, 2023 | Allow the representative of the capital portion of Ba Ria - Vung Tau Tourist Joint Stock Company at Nghinh Phong Tourism Joint Stock Company to express their opinion on selecting the appraisal unit to determine the value of assets, tools, and equipment of Nghinh Phong Tourism Joint Stock Company. |
| 07 | 07/NQ-HDQT | April 26, 2023 | Agree on convening the Annual General Meeting for 2023 as follows:   * Record date to exercise the rights to attend the Meeting: May 24, 2023 * Expected convening date: from June 22, 2023 to June 30, 2023 * Venue, agenda of the meeting: Vung Tau Sammy Hotel. |
| 08 | 08/NQ-HDQT | June 01, 2023 | Agree on the agenda for the Annual General Meeting 2023 as follows:  Content 1:   * Meeting Time: 08.30 a.m., June 28, 2023   Content 2:   1. Report of activities of the Board of Directors in 2022 and the operating orientation for 2023; 2. Report on the business situation in 2022 and business plans for 2023. 3. Report of the Supervisory Board of the Company in 2023. 4. Report on the implementation of restructuring of real estate, land according to Decree 167/2017/ND-CP dated December 31, 2017, Decree 67/2021/ND-CP dated July 15, 2021, of the Government, and the situation of implementing the recovery of real estate, land according to the Decisions of the People's Committee of Ba Ria - Vung Tau province. 5. Proposal on amending and supplementing the Charter of the Company. 6. Proposal on approving the audited financial statements for the year 2022. 7. Proposal on profit distribution and dividend payment for the year 2022. 8. Proposal on approving the business situation report for 2022 and the plan for 2023. 9. Proposal on determining the salary fund for managers, employees, remuneration for the Board of Directors, the Supervisory Board, and Secretariat of the the Board of Directors in 2022, and plan for 2023. 10. Proposal on selecting the audit company for the financial statements of 2023 and the audit company for the subsequent financial statements. 11. Proposal on electing the Board of Directors for the term 2022-2027. 12. Proposal on electing the Supervisory Board for the term 2022-2027. 13. Other contents (if any). |
| 09 | 09/NQ-HDQT | July 07, 2023 | Select AFC Audit Vietnam Company Ltd as the audit company to conduct the review of the Semi-annual Financial Statements of Ba Ria - Vung Tau Tourist Joint Stock Company. |
| 10 | 10/NQ-HDQT | July 07, 2023 | Assign personnel to attend the Annual General Meeting 2023 of Ba Ria Vung Tau Branch - Sai Gon - Binh Chau Tourism Joint Stock Company. |
| 11 | 11/NQ-HDQT | October 11, 2023 | Assign personnel to attend the Annual General Meeting 2023 of Sports And Entertainment Services Joint Stock Company. |
| 12 | 17/NQ-HDQT | October 31, 2023 | Agree on the policy to repair Vung Tau Sammy Hotel. |
| 13 | 18/NQ-HDQT | November 07, 2023 | Assign personnel to attend the extraordinary General Meeting of Long Hai International Ecological Tourism Joint Stock Company in 2023. |
| 14 | 19/NQ-HDQT | November 17, 2023 | Sign a transaction contract with related parties, content: liquidation of assets and equipment. |
| 15 | 20/NQ-HDQT | December 12, 2023 | Sign a transaction contract with related parties, content: Nghinh Phong Tourism Joint Stock Company renting office space for the Company. |

1. Supervisory Board;

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 |
| 1 | Ms. Nguyen Thi Ly | Chief of the Supervisory Board | August 14, 2023 | Bachelor in Finance and Accounting |
| 2 | Ms. Vu Ngoc Linh | Member | August 14, 2023 | Bachelor in Economics majoring in Accounting and Auditing |
| 3 | Ms. Huynh Hong Thao | Member | August 14, 2023 | Bachelor in Finance and Banking |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Le Chi Toan - Deputy Managing Director | August 08, 1963 | University of Economics | March 08, 2018 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Bao Ngoc | February 17, 1975 | University of Economics | July 01, 2017 |

1. Training on corporate governance
2. List of related person of the public company and transactions between related persons of the Company and the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Traphaco Joint Stock Company; | Subsidiaries | 3502213663 | No. 06 Thuy Van, Thang Tam Ward, Vung Tau City, Thang Tam, Vung Tau, Ba Ria-Vung Tau |  | 19/NQ-HDQT dated November 17, 2023 | Contracts for sale and purchase of fixed assets and liquidated tools  Total transaction value: VND212,601,378 |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers have been and are founding members or members of the Board of Directors or Managing Director for the past three (03) years (as at the date of reporting):

None

* 1. Transactions between the Company and the companies where related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who are members of the Board of Directors or Executive Manager:

None

* 1. 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, Managing Director and other managers:

None

1. Share transactions of PDMR and related persons of PDMR
2. Share transaction of PDMR and related persons on the Company's shares: None.
3. Other significant issues: None.