**SVN: Annual Corporate Governance Report 2023**

On January 30, 2024, VEXILLA Viet Nam Group Joint Stock Company announced Report No. 01/2024/BCQT-SVN on corporate governance 2023 as follows:

* Name of company: VEXILLA Viet Nam Group Joint Stock Company
* Head office address: Room 14.21, 14th Floor, Golden King Building, No. 15 Nguyen Luong Bang Street, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam.
* Tel: 0835790106 Fax: 04.37835103 Email: [solavina@solavina.vn](mailto:solavina@solavina.vn)
* Charter capital: VND 210,000,000,000
* Securities code: SVN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Audit Committee under the Board of Directors
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting 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 | May 08, 2023 | The Annual General Mandate 2023 approved the following contents:   * Report on activities of the Board of Directors in 2022 and the plan for 2023. * Report on activities of independent members of the Board of Directors in the audit committee in 2022 and the plan for 2023. * The Audited Financial Statements 2022. * Proposal on the selection of an audit company for the Financial Statements 2023. * Proposal on the remuneration payment plan for the Board of Directors 2022, the plan for 2023 and the profit distribution plan for 2022. * Proposal on the change of the head office address of the Company. * Proposal on the change of Manager of Hanoi branch of the Company. * Proposal on authorizing the Board of Directors to approve transactions with related parties. |

1. The Board of Directors (Annual Report):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Michael Marc Lee | Chair of the Board of Directors | October 26, 2019 | - |
| 2 | Callum Fraser | Independent member of the Board of Directors | October 26, 2019 | - |
| 3 | Nguyen Ngoc Thuyen | Independent member of the Board of Directors | June 28, 2021 | - |
| 4 | Nguyen Van Chien | Member of the Board of Directors-cum-General Manager | June 28, 2021 | - |
| 5 | Truong Dieu Huong | Independent member of the Board of Directors | June 29, 2022 | - |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/SVN/NQ-HDQT | January 03, 2023 | Periodic meeting of the Board of Directors to approve the operating plan for Q1/2023 |
| 2 | 02/2023/NQ/HDQT | February 27, 2023 | Resolution on approving the purchase of shares of Lung Lo 5 Investment and Development Joint Stock Company |
| 3 | 03/2023/SVN/NQ-HDQT | March 20, 2023 | Resolution on approving:   * The extension of the organization time of the Annual General Meeting of Shareholders 2023. * The organization of the Annual General Meeting of Shareholders 2023. * The record date for the list of shareholders attending the Annual General Meeting of Shareholders 2023 dated April 10, 2023. |
| 4 | 04/2023/SVN/NQ-HDQT | March 30, 2023 | Periodic meeting of the Board of Directors for Q1/2023 and operating plan for Q2/2023 |
| 5 | 05/2023/SVN/NQ-HDQT | April 01, 2023 | Resolution on approving the credit use plan at Tien Phong Commercial Joint Stock Bank |
| 6 | 06/2023/SVN/NQ-HDQT | April 17, 2023 | Resolution on disclosing the time, venue and documents for the Annual General Meeting of Shareholders 2023 |
| 7 | 07/2023/SVN/NQ-HDQT | June 02, 2023 | Resolution on approving the Amendments of the Company's Charter on organization and operation according to the new head office address. |
| 8 | 08/2023/SVN/NQ-HDQT | June 29, 2023 | Resolution on approving the selection of AFC Audit Viet Nam Company Ltd - Hathanh Branch to review the Semi-annual Financial Statements 2023 and audit the Financial Statements 2023. |
| 9 | 09/2023/SVN/NQ-HDQT | June 30, 2023 | Periodic meeting of the Board of Directors for Q2/2023 and operating plan for Q3/2023 |
| 10 | 10/2023/SVN/NQ-HDQT | Septembr 30, 2023 | Periodic meeting of the Board of Directors for Q3/2023 |
| 11 | 11/2023/SVN/NQ-HDQT | December 30, 2023 | Periodic meeting of the Board of Directors for Q4/2023 |

1. The Audit Committee (Annual Report)
2. Information about members of the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Truong Dieu Huong | Chief of the Audit Committee | July 28, 2022 | Bachelor |
| 2 | Nguyen Ngoc Thuyen | Member of the Audit Committee | July 28, 2022 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Van Chien | May 21, 1993 | Bachelor of Management | Appointed on July 31, 2020 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Thu Huyen | June 10, 1987 | Bachelor of Accounting | Appointed on 7/16/2020 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report) and transactions between affiliated persons of the Company and 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: None.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. 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, the Executive General Manager have been being founding members or members of the Board of Directors, the Executive General Manager for the past three years (calculated at the time of reporting): None.
   2. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the 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) and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report)
7. Transactions of PDMR and affiliated persons related to shares of the listed company: Appendix 3

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with the Company/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, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | M Corp Investments Limited | Mr. Michael Marc Lee is the Manager of M Corp Investments Limited | 1,662,200 | 7.92% | 2,200 | 0.01% | Sell shares |
| 2 | Bui Thi Xuan | Major shareholder | 5,000,000 | 23.81 | 0 | 4.76 | Sell shares |

1. Other significant issues: None.