**VNC: Annual Corporate Governance Report 2023**

On January 30, 2024, Vinacontrol Group Corporation announced Report No. 59/HDQT-QTCT on the Corporate Governance in 2023 as follows:

* Name of company: Vinacontrol Group Corporation
* Head office address: No. 54 Tran Nhan Tong Street, Hai Ba Trung District, Hanoi
* Tel: 024-3943-3840 Fax: 024-3943-3844

Email: vinacontrol@vinacontrol.com.vn

* Charter capital: VND 104,999,550,000
* Securities code: VNC
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager/Manager
* Internal audit function execution: Not executed

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)

Information about the General Meetings of Shareholders in 2023: Vinacontrol was eligible to organize the General Meeting of Shareholders with the rate of 92.69% of the total number of shares with voting rights attending/authorizing shareholders to attend. The Meeting did not approve the agenda, so the Meeting could not continue to proceed. Contents at the Meeting were not discussed and approved. Vinacontrol's General Meeting of Shareholders was held but had to be postponed.

Information about collecting shareholders' opinions via a ballot: General Mandate No. 203/DHDCD-NQ approved the authorization for the Board of Directors to select 01 of 04 companies as an independent auditing organization to review the semi-annual financial statements and audit the financial report in 2023 for Vinacontrol Group Corporation in accordance with regulations

1. The Board of Directors (Report of 2023)
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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 member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Bui Duy Chinh | Chair of the Board of Directors | April 09, 2018 |  |
| 2 | Mr. Mai Tien Dung | Member of the Board of Directors | April 09, 2018 |  |
| 3 | Mr. Phan Van Hung | Member of the Board of Directors | April 09, 2018 |  |
| 4 | Ms. Nguyen Thanh Huong | Member of the Board of Directors | April 09, 2018 |  |
| 5 | Ms. Duong Thanh Huyen | Member of the Board of Directors | April 09, 2018 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 22/NQ-HDQT | February 6, 2023 | Notice on business results in 2022, operational orientation in 2023, internal plan assignment in 2023 and organization of the Annual General Meeting of Shareholders |
| 2 | 54/HDQT-QD | March 6, 2023 | Approve the time to hold the Annual General Meeting of Shareholders in 2023 |
| 2 | 75/QD-HDQT | March 31, 2023 | Dismiss the Deputy General Manager of the Company for Mr. Bach Khanh Nhut |
| 3 | 100/NQ-HDQT | May 15, 2023 | Advance dividends in 2022 |
| 4 | 103/NQ-HDQT | May 22, 2023 | Reappoint the Company’s General Manager  Agree not to continue convening the General Meeting of Shareholders 2023 |
| 5 | 108/QD-HDQT | May 26, 2023 | Reappoint the Company’s Deputy General Manager |
| 6 | 109/QD-HDQT | May 26, 2023 | Sign a contract with the Company's Chief Accountant |
| 7 | 110/QD-HDQT | May 26, 2023 | Reappoint the person in charge of corporate governance |
| 8 | 176/NQ-HDQT | July 10, 2023 | Agree on the record date to collect shareholders' opinions via a ballot |
| 9 | 203/DHDCD-NQ | August 14, 2023 | General Mandate on approving the selection of an independent audit company to review the Semi-Annual Financial Statements and audit the Financial Statements in 2023 |
| 10 | 251/NQ-HDQT | November 30, 2023 | Board Resolution on evaluating business results, developing budget in 2024 and evaluating resources in 2023  Summary plan in 2023. |

1. The Supervisory Board (Report of 2023):
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Ms. Nguyen Thi Thuy Ngan | Chief of the Supervisory Board | April 9, 2018 | Bachelor of Laws and Bachelor of Accounting |
| 2 | Mr. Nguyen Quoc Minh | Member of the Supervisory Board | April 9, 2018 | Master of Science |
| 3 | Mr. Nguyen Trung Hieu | Member of the Supervisory Board | April 9, 2018 | Accountant |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Mai Tien Dung | November 18, 1964 | Engineer | May 22, 2023 |
| 2 | Mr. Phan Van Hung | October 12, 1965 | Engineer | May 26, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Luu Ngoc Hien | February 14, 1962 | Bachelor of Finance and Banking | May 26, 2023 |

1. Training on corporate governance
2. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

None

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company

None

1. Transactions between the Company and other entities
2. The Board of Directors, members of the Supervisory Board, Executive Manager (General Manager) have been founding members or members of the Board of Directors or Executive Manager (General Manager) for the past three (03) years (as at the time of reporting):

None

1. Transactions between the Company and the companies that 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

1. Other transactions of the Company (if any) which can bring about 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

1. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
2. Company’s share transaction of PDMR and affiliated persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Thi Thu Hang | Affiliated person of Duong Thanh Huyen, member of the Board of Directors | 144,900 | 1.380% | 0 | 0% | Sell |
| 2 | DOHA Invest Company Limited | The Company of Ms. Duong Thanh Huyen's husband, member of the Board of Directors | 1,960,500 | 18.67% | 2,528,400 | 24.08% | Buy |

1. Other significant issues: None.