**VTD: Annual Corporate Governance Report 2023**

On January 29, 2024, Vietourist Holdings Joint Stock Company announced Report No. 01/2024/BC-VTD on the Company’s corporate governance as follows:

* Name of company: Vietourist Holdings Joint Stock Company
* Head office address: 154 Ly Chinh Thang Road, Vo Thi Sau Ward, District 3, Ho Chi Minh City
* Tel: 028.6261.6365 Fax: 028.6253.2111; Email: [info@vietourist.com.vn](mailto:info@vietourist.com.vn)
* Charter capital: VND 120,000,000,000.
* Securities code: VTD
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Implemented

1. Activities of the General Meeting:

On March 15, 2023, Vietourist Holdings Joint Stock Company held its Annual General Meeting for the year 2023. The Meeting was successful and was closed on the same day.

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| No. | Managing Director | Date | Contents |
| 01 | 01/2023/NQ-DHDCD-VTD | March 15, 2023 | Annual General Mandate 2023 |

1. Board of Directors
2. 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 member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Tran Van Tuan | Chair of the Board of Directors | September 20, 2019 |  |
| 2 | Mr. Nguyen Duong Trung Hieu | Managing Director, Member of the Board of Directors, Person in charge of corporate governance | September 20, 2019 |  |
| 3 | Mr. Phan Ngoc Tuan | Members of the Board of Directors | July 17, 2021 |  |
| 4 | Mr. Tran Van The | Members of the Board of Directors | March 15, 2023 |  |
| Vice Chair of the Board of Directors | April 01, 2023 |  |
| 5 | Ms. Luu Duc Hanh | Independent member of the Board of Directors | March 15, 2023 |  |
| 6 | Mr. Ha Huy Hoang | Independent member of the Board of Directors | July 17, 2021 | March 15, 2023 |
| 7 | Mr. Tran Ngoc Hoang | Independent member of the Board of Directors | July 17, 2021 | March 15, 2023 |

1. Board Resolutions/Board Decisions

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| No. | Resolution/Decision | Date | Contents |
| 1 | 01/2023/NQ-HDQT-VTD | January 13, 2023 | Approve the plan on organizing the Annual General Meeting 2023 |
| 2 | 02/2023/NQ-HDQT-VTD | February 06, 2023 | Approve the change of time to hold the Annual General Meeting 2023. |
| 3 | 03/2023/NQ-HDQT-VTD | February 23, 2023 | Establishment of Thai Nguyen Representative Office of Vietourist Holdings Joint Stock Company |
| 4 | 02a/2023/NQ-HDQT-VTD | March 02, 2023 | Authorization for the Chair of the Board of Directors to decide on the agenda and documents for the Annual General Meeting for the year 2023 |
| 5 | 01/2023/QD-HDQT | March 25, 2023 | Dismissal of the Financial Manager, Chief Accountant position for Mr. Nguyen Van Chech |
| 6 | 02/2023/QD-HDQT | March 25, 2023 | Appointment of the Company's person in charge of Accountant |
| 7 | 03/2023/QD-HDQT | March 30, 2023 | Election of Vice Chair of the Board of Directors |
| 8 | 04/2023/QD-HDQT | March 30, 2023 | Appointment of Deputy Managing Director in charge of Finance and Accounting |
| 9 | 05/2023/QD-HDQT | March 30, 2023 | Appointment of Deputy Managing Director in charge of Marketing and Communication |
| 10 | 06/2023/QD-HDQT | April 28, 2023 | Approve the credit limit with MB Saigon |
| 11 | 07/2023/QD-HDQT | June 07, 2023 | Implementation of the plan for additional public share offerings; Ensuring compliance with regulations on foreign ownership rate |
| 12 | 08/2023/QD-HDQT | June 07, 2023 | Details of the capital utilization plan from the share offering for existing shareholders in 2023 |
| 13 | 09/2023/QD-HDQT | June 07, 2023 | Approve the additional public share offering documents |
| 14 | 10/2023/QD-HDQT | August 28, 2023 | Approve issues related to the offering |
| 15 | 11/2023/QD-HDQT | October 19, 2023 | Approve on ceasing the implementation of the share offering for existing shareholders |
| 16 | 12/2023/QD-HDQT | November 20, 2023 | Approve the appointment of the Financial Manager |
| 17 | 13/2023/QD-HDQT | December 12, 2023 | Approve the divestment from investment in Vietourist Travel JSC |
| 18 | 14/2023/QD-HDQT | December 23, 2023 | Approve the dismissal of the Manager of Business for Mr. Nguyen Van Thanh |
| 19 | 15/2023/QD-HDQT | December 23, 2023 | Approve the temporary suspension of operations for some branches, representative offices |
| 20 | 16/2023/QD-HDQT | December 28, 2023 | Approve the investment plan into Hoang Kim Tay Nguyen Social Joint Stock Company and Law Communication Information Sponsor Joint Stock Company |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Appointment date | Date of dismissal |
| 1 | Ms. Nguyen Ngoc Huyen | Chief | June 26, 2020 |  | Bachelor in Accounting |
| 2 | Mr. Nguyen Huy Thinh | Member | March 15, 2023 |  | Bachelor in Accounting Master of Economics |
| 3 | Ms. Nguyen Thi Bich Thuy | Member | July 17, 2021 | March 15, 2023 | Bachelor in Economics |
| 4 | Ms. Tran Thi Cuong | Member | July 17, 2021 |  | Bachelor in Economics |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Nguyen Duong Trung Hieu (Managing Director) | November 20, 1983 | Bachelor in Economics | June 30, 2020 |
| 2 | Mr. Nguyen Manh Huynh (Deputy Managing Director in charge of short-term business) | May 24, 1988 | Master's Degree in Tourism Management | July 06, 2022 |
| 3 | Mr. Tran Van The (Deputy Managing Director in charge of finance and accounting) | September 25, 1982 | Ph.D. in Investment Economics | April 01, 2023 |
| 4 | Phan Ngoc Tuan (Deputy Managing Director of Marketing and Communication) | October 01, 1993 | Bachelor's Degree in Environmental Management | April 01, 2023 |
| 5 | Mr. Nguyen Van Thanh (Manager of Business) | September 14, 1978 | Bachelor's Degree in Tourism | October 17, 2022 |
| 6 | Ms. Duong Thi Bich Thuy (Executive Manager) | November 30, 1980 | Bachelor's Degree in Business Administration | October 17, 2022 |
| 7 | Mr. Nguyen Khanh Dien (Manager of Binh Duong Branch) | June 02, 1993 | Bachelor's Degree in Restaurant and Hotel Management | March 21, 2022 |
| 8 | Mr. Le Thinh (Manager of Phan Thiet, Da Lat Branch) | July 01, 1987 | Bachelor's Degree in Vietnamese Studies | March 09, 2022 |
| 9 | Mr. Tran Manh Tai (Manager of An Giang, Gia Lai, Phu Yen, Vung Tau, Dong Nai Representative Offices) | September 30, 1989 | Road and Bridge Construction Engineer | February 11, 2020 |
| 10 | Ms. Nguyen Thi Thuy Linh (Manager of Binh Dinh Representative Office) | September 09, 1988 | Bachelor's Degree in Tourism | September 20, 2019 |
| 11 | Mr. Trinh Tien Quyet (Manager of Hanoi and Thai Nguyen Representative Offices) | August 18, 1985 | Bachelor's Degree in Tourism | December 07, 2021 |
| 12 | Mr. Le Duc Truong (Manager of Ninh Binh Representative Office) | July 12, 1986 | Bachelor in Economics | July 20, 2022 |
| 13 | Ms. Nguyen Thi Thu Huyen (Manager of Hai Phong Representative Office) | June 02, 1983 | Bachelor in Accounting | April 19, 2019 |

1. Person in charge of Accounting

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment/dismissal |
| Ms. Nguyen Thi My Dung | January 07, 1999 | Bachelor in Accounting | March 25, 2023 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to December 31, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company leases vehicles from Vietrip Transport Company Limited worth VND 4,933,800,000. |  |
| 2 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietrip Transport Company Limited provides passenger transportation services to Vietourist Holdings Joint Stock Company worth VND 10,907,701,802. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company transfers money to Vietrip Transport Company Limited for the payment of transportation service fees amounting to VND 7,575,000,000. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company transfers VND 3,300,000,000 to Vietrip Transport Company Limited as an advance payment for transportation service fees. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company transfers money to Vietrip Transport Company Limited as a contribution of capital amounting to VND 38,200,000,000. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietrip Transport Company Limited transfers money to Vietourist Holdings Joint Stock Company for the payment of leased vehicle fees amounting to VND 290,000,000. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietrip Transport Company Limited transfers money to Vietourist Holdings Joint Stock Company as a loan amounting to VND 3,100,000,000. |  |
| 3 | Vietrip Transport Company Limited | Subsidiaries | 0317478116 issued on September 16, 2022, by the Department of Planning and Investment of Ho Chi Minh City | 4th Floor, 95b-97-99 Tran Hung Dao Road, Ong Lanh Bridge, District 1, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietrip Transport Company Limited transfers money to Vietourist Holdings Joint Stock Company for the refund of advance payment for transportation services amounting to VND 3,200,000,000. |  |
| 4 | Hoang Kim Tay Nguyen Group Joint Stock Company | Joint venture | 5900230301 issued on December 28, 2004, by the Department of Planning and Investment of Gia Lai Province | 18 Le Lai Road, Tay Son Ward Pleiku City, Gia Lai Province. | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company purchases hotel and restaurant services from Hoang Kim Tay Nguyen Group Joint Stock Company amounting to VND 737,618,000. |  |
| 5 | Vietourist Travel Joint Stock Company | Joint venture | 0316063542 issued on December 13, 2019, by the Department of Planning and Investment of Ho Chi Minh City | 154 Ly Chinh Thang Road, Vo Thi Sau Ward, District 3, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Travel Joint Stock Company transfers money to Vietourist Holdings Joint Stock Company as a temporary business advance amounting to VND 925,000,000. |  |
| 6 | Vietourist Travel Joint Stock Company | Joint venture | 0316063542 issued on December 13, 2019, by the Department of Planning and Investment of Ho Chi Minh City | 154 Ly Chinh Thang Road, Vo Thi Sau Ward, District 3, HCMC | January 1, 2023, to June 30, 2023 | 01/2023/NQ-DHDCD-VTD dated March 15, 2023 | Vietourist Holdings Joint Stock Company transfers VND 545,000,000 to Vietourist Travel Joint Stock Company as a temporary business advance. |  |

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 in which members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers have been founding members or members of the Board of Directors or Executive Manager for the past three (03) years (calculated at the date of reporting)

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | ID Card No. (Date of issue, Place of issue) | Address | Time of transaction | Amount and share holding rate after transactions |
| 1 | Hoang Kim Tay Nguyen Group Joint Stock Company | Joint venture | 5900230301, issued on December 28, 2004 at Department of Planning and Investment of Dong Nai Province | 18 Le Lai Road, Tay Son Ward, Pleiku City, Gia Lai Province. | January 10, 2022  January 12, 2022 | 3,400,000 shares, accounting for 21.52%. |
| 2 | Vietourist Travel Joint Stock Company | Joint venture | 0316063542 issued on December 13, 2019 at the Department of Planning and Investment of Ho Chi Minh City | No. 154 Ly Chinh Thang Road, Vo Thi Sau Ward, District 3, Ho Chi Minh City | December 2023 | 810,000 shares, accounting for 45%. |

* 1. Transactions between the Company and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (Executive Managing Director): None
  2. 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, Executive Manager (Managing Director) and other managers: None

1. Share transactions of PDMR and related persons of PDMR
2. Transaction of PDMR and related persons related to the Company’s shares

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Rate | Number of shares | Rate |
| 1 | Nguyen Duong Trung Hieu | Member of the Board of Directors, Managing Director | 46,000 | 0.38% | 0 | 0% | Sell |

IX. Other significant issues: