**CEN: Annual Corporate Governance Report 2023**

On January 25, 2022, CENCON Viet Nam Joint Stock Company announced Report No. 2501/2024/BCQT-CEN on the corporate governance in 2023 as follows:

* Name of company: CENCON Viet Nam Joint Stock Company
* Head office address: Lot 45 - 50B Thuy Hoa Street, Duyen Hai Ward, Lao Cai City, Lao Cai Province.
* Tel: 0246 285 0292 Fax:0246 285 0292 Email: cenconvictnam@gmail.com
* Charter capital: VND 217,124,400,000.
* Securities code: CEN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* 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/VNTB/NQ-DHDCD | June 26, 2023 | The Annual General Mandate 2023 approved the following contents:* Approve the Report on activities of the Board of Managers on the production and business result in 2022 and the production and business plan for 2023.
* Approve the Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve the Audited Financial Statements 2022;

Approve the Proposal on selecting an audit company in 2023.* Approve the Proposal on remuneration settlement for the Board of Directors and the Supervisory Board in 2022, and the remuneration settlement plan in 2023; the profit distribution plan in 2022 and the expected profit distribution in 2023.
* Approve the Proposal on the audited report on the capital use progress from the additional public offering of shares in 2022
* Approve the Proposal on amending the Company’s Charter.
* Approve the Proposal on implementing contracts and transactions between the Company and related enterprises
* Approve the dismissal of Mr. Nguyen Thanh Binh as member of the Supervisory Board and additionally elect member of the Supervisory Board for the 2023-2028 term
* Approve the Proposal of the personnel introduction document for the election of a replacement member of the Supervisory Board for the term 2023 - 2028 and the election results of Ms. Nguyen Thi Xuan as a member of the Supervisory Board for the term 2023 - 2028.
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1. The Board of Directors (annual report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, 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. Tran Manh Son | Chair of the Board of Directors | June, 2019 | - |
| 2 | Mr. Nguyen Huu Thuong | Independent member of the Board of Directors | January, 2016 | - |
| 3 | Mr. Le Van Binh | Executive member of the Board of Directors | April, 2021 | - |

1. Board Resolutions/Board Decisions (Annual Report):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 1904/2023/CEN/NQ-HDQT | April 19, 2023 | The Resolution approved the production and business results in Q1/2023 and the production and business plan for Q2/2023. |
| 2 | 1005/2023/CEN/NQ-HDQT | May 10, 2023 | The Resolution approves* The organization of the Annual General Meeting of Shareholders 2023
* Approve the record date for the list of shareholders attending the Annual General Meeting of Shareholders 2023: June 01, 2023.
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| 3 | 1707/2023/CEN/NQ-HDQT | July 17, 2023 | The Resolution approved the selection of an audit firm to perform the interim financial statement review and audit the financial statements for the year 2023, and approval and signing of the Contract with the audit firm to conduct the interim financial statement review and audit the Financial Statements for the year 2023. |
| 4 | 2009/2023/NQ-HDQT | September 20, 2023 | The Resolution approved the establishment of Cencon Electric Car Co., Ltd. by contributing capital and appointing a representative to manage the contributed capital. |
| 5 | 1210/2023/NQHDQT-VIR | October 12, 2023 | The Resolution approved the Dismissal of the Chief Accountant and Termination of Employment Contract with Mr. Tran Ngoc Son as of October 12, 2023. |
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| 6 | 06/2023/NQ-HDQT | October 17, 2023 | Approve the capital contribution to purchase shares in the stock issuance to increase capital charter and conversion of business type of Truong Thanh Automobile Joint Stock Company and appointment of representative for the contributed capital. |
| 7 | 28.12/2023/CEN/NQ-HDQT | December 28, 2023 | The Resolution approved the dismissal of the Chief Accountant of the Company. |

1. The Supervisory Board (Annual Report):
2. 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. Vu Thi Hai Yen | Chief of the Supervisory Board | Appointed on April, 2020 | Bachelor of Corporate FinanceVietnam Technological and Commercial Joint- stock Bank |
| 2 | Ms. Nguyen Thi Xuan | Members of the Supervisory Board | Appointed on June, 2023 | Bachelor of Accounting |
| 3 | Ms. Tran Thi Ha | Members of the Supervisory Board | Appointed on April, 2021 | Bachelor of Economics and Finance |
| 4 | Mr. Vu Minh Chinh | Members of the Supervisory Board | Dismissed in June, 2023 | Bachelor of Accounting |

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 | Le Van Binh | July 08, 1987 | College of Mining - Geology | Appointed on July, 2020 |

1. Chief Accountant.

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Nguyen Thi Tuyet Chinh | November 26, 1992 | Bachelor of Accounting | Appointed on December 28, 2023 |
| 2 | Mr. Tran Ngoc Son | October 29, 1984 | Bachelor of Accounting | Dismissal date October 12, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) and transactions between the 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, or affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or 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 Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers. None
6. Share transactions between PDMR and affiliated persons of PDMR (Annual report)
7. Transaction of PDMR and affiliated persons related to the Company’s shares:

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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, ...) |
| Number of shares | Rate | Number of shares | Rate |  |
| 1 | Tran Ngoc Son | Chief Accountant | 2,100,000 | 9.67% | 0 | 0% | Sell shares through the matching order method on the exchange. |
| 2 | Tran Thi Ha | Members of the Supervisory Board | 2,000,000 | 9.21% | 0 | 0% | Sell shares through negotiated and matching order methods on the exchange. |
| 5 | Le Van Binh | Manager | 2,137,073 | 9.84% | 0 | 0% | Sell shares through negotiated and matching order methods on the exchange. |

1. Other significant issues: None