**DLT: Annual Corporate Governance Report 2023**

On January 29, 2024, Vinacomin - Tourism & Trading Joint Stock Company announced Report No. 05/BC-VTTC-HDQT on the corporate governance of 2023 as follows:

* Name of company: Vinacomin - Tourism & Trading Joint Stock Company
* Head office address: 8th floor, Viet A Building, Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi.
* Tel: Tel: 02435180079 Fax:024 38510413 Email: [vttc@vttc.net.VII](mailto:vttc@vttc.net.VII) Website: [www.vttc.net.vn](http://www.vttc.net.vn)
* Charter capital: VND 25,000,560,000
* Securities code: DLT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Internal audit execution: None.

1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

1. In 2021, the Company organized 02 Annual General Meeting of Shareholders 2023. In which:

* April 24, 2023: 2023 Annual General Meeting of Shareholders.
* September 5, 2023: 2023 Extraordinary General Meeting of Shareholders.

Meetings of the General Meeting of Shareholders are carried out in accordance with the order and procedures prescribed by the Enterprise Law, the company's current Charter and have fully implemented the work contents within the tasks and powers. of the General Meeting of Shareholders.

1. The General Meeting of Shareholders has approved the following Resolutions for 2023:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-VTTC-DHDCD | April 24, 2023 | 1/ Approve the Report on production and business results in 2022, and the plan for 2023; |
| 2/ Approve the Report on activities of the Board of Directors in 2022 and the operational orientation in 2023; |
| 3/ Approve contents of the Report on activities of the Supervisory Board and the result on the management activities supervision of the Board of Directors and the Board of Executive Managers of the Company in 2022; |
| 4/ Approve the Report of the Supervisory Board on appraising the Audited Financial Statement in 2022 and the production and business result in 2022 of the Company; |
| 5/ Approve the remuneration payment for the Board of Directors, the Supervisory Board and the salary for the Executive Leaders in 2022; the remuneration and salary payment plan for 2023; |
| 6/ Approve the Proposal of the Board of Directors on strengthening the personnel of the Board of Directors for the 4th term (2020-2025); |
| 7/ Approve the Audited Financial Statement in 2022 of the Company; |
| 8/ Approve the Profit distribution plan for 2022; |
| 9/ Approve the selection of BDO Audit Services Co., Ltd to perform the audit function of the 2023 Financial Statements as proposed by the Company's Supervisory Board and authorize the Company's Manager to negotiate and sign a contract to hire the Company. performed by BDO Audit Services Co., Ltd. |
| 10/ Recognize the election result for one (01) additional member of the Board of Directors of the Company to replace the dismissed member |
| Approve to assign the Board of Directors to implement approved contents at the Annual Meeting 2023 in accordance with the provision of Law and the Company‘s Charter; The Supervisory Board is responsible for inspecting and supervising the implementation of contents of this General Mandate. In case, the production and business plan must be adjusted to suit the arising actual conditions, the General Meeting of Shareholders shall authorize the Board of Directors to consider and issue decisions to adjust the plan and report to the General Meeting of Shareholders at the most recent meeting. |
| 2 | 02/2023/NQ-VTTC-DHDCD | September 05, 2023 | 1/Approval of strengthening the Company's Board of Directors personnel in the middle of term IV (2020-2025) with the following contents:   1. Dismiss Mr. Tran The Thanh as the member of the Board of Directors 2. The General Meeting of Shareholders conducts an additional election of 01 (one) member of the Board of Directors in accordance with the order and procedures prescribed by the Law on Enterprises and the Charter, internal regulations on corporate governance of the current Vinacomin - Tourism & Trading Joint Stock Company to replace members of the General Meeting of Shareholders who have been dismissed.   2/Recognizing the results of the additional election of 01 (one) Member of the Board of Directors of the Company. The person elected as a member of the Company's Board of Directors for term IV (2020-2025) is Mr. Pham Dang Phu. Mr. Pham Dang Phu is officially a member of the Board of Directors of the Company from the date the 2023 Extraordinary General Meeting of Shareholders Resolution is approved until the Board of Directors term IV (2020-2025) ends operations.  3/Approve the content of adjusting the construction investment plan for 2023 as follows:   1. Reduce Readjusted: 02 investment projects in the 2023 Investment Plan were approved by the General Meeting of Shareholders at the 2023 annual meeting, with a total planned investment value reduction of VND 9,620 million. 2. Addition Readjusted: Added 02 investment projects with total expected investment value of VND 4,650 million. |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Tran The Thanh | The Chair of the Board of Directors |  | September 05, 2023 |
| 2 | Mr. Pham Dang Phu | Chair of the Board of Directors | September 05, 2023 |  |
| 3 | Ms. Nguyen Doan Trang | Former Member of the Board of Directors |  | April 24, 2023 |
| 4 | Mr. Nguyen Thanh Trung | Member of Board of Directors | April 24, 2023 |  |
| 5 | Ms. Nguyen Quynh Phuong | Member of the Board of Directors | June 22, 2020 |  |
| 6 | Mr. Nguyen Manh Toan | Member of the Board of Directors | June 22, 2020 |  |
| 7 | Mr. Nguyen Thanh Tung | Member of Board of Directors | April 26, 2022 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Board Resolutions |  |  |
| 1 | 01/2023/NQ-VTTC-HDQT | January 04, 2023 | Authorize the Manager of Hanoi Branch to sign the transaction documents with banks |
| 2 | 02/2023/NQ-VTTC-HDQT | January 04, 2023 | Authorize the Manager of Quang Ninh Branch to sign the transaction documents with banks |
| 3 | 03/2023/NQ-VTTC-HDQT | January 04, 2023 | Authorize the Manager of Van Long Branch to sign the transaction documents with banks |
| 4 | 04/2023/NQ-VTTC-HDQT | January 04, 2023 | Approve the implementation of contracts and transaction between the Company and Vietnam National Coal - Mineral Industries Holding Corporation Limited, branches, subsidiaries and affiliated persons of Vietnam National Coal - Mineral Industries Holding Corporation Limited |
| 5 | 04/2023/QD-VTTC-HDQT | February 09, 2023 | Borrow capital at the Transaction Office - Bank for Foreign Trade of Vietnam |
| 6 | 05/2023/QD-VTTC-HDQT | February 15, 2023 | Approve the settlement of the salary fund in 2022 |
| 7 | 06/2023/NQ-VTTC-HDQT | February 20, 2023 | Prepare the organization of the Annual General Meeting of Shareholders 2023 |
| 8 | 07/2023/NQ-VTTC-HDQT | March 01, 2023 | Approve the documents of the Annual General Meeting of Shareholders |
| 9 | 08/2023/NQ-VTTC-HDQT | March 03, 2023 | Sending Company officials on business trips abroad |
| 10 | 09/2023/NQ-VTTC-HDQT | March 13, 2023 | Approved the draft Regulation on Coordination between the Party Committee, the Board of Directors and the Company's Manager |
| 11 | 10/2023/NQ-VTTC-HDQT | March 15, 2023 | Approve the Technical report and the plan on contractor selection for the project: Combination of washing machine and tray dryer, equal to the ability to distribute meals to serve shift meals at Cao Son |
| 12 | 11/2023/NQ-VTTC-HDQT | March 15, 2023 | Approve the Technical report and the plan on contractor selection for the project: Investing in expanding capacity of CN - CNVLong's meal processing house |
| 13 | 12/2023/NQ-VTTC-HDQT | April 03, 2023 | Approve the Project: Investment in renovating Bien Dong hotel room and contractor selection plan |
| 14 . | 13/2023/NQ-VTTC-HDQT | April 14, 2023 | Assign the Manager to sign contracts. |
| 15 | 14/2023/NQ-VTTC-HDQT | April 14, 2023 | Adjust credit limit with Vietnam Technological and Commercial Joint Stock Bank |
| 16 | 01/2023/NQ-VTTC-HDQT | April 28, 2023 | Re-appointment of Company oficial positions (Deputy Manager Nguyen Thanh Tung) |
| 17 | 15/2023/NQ-VTTC-HDQT | April 28, 2023 | Increasing official salary levels (Deputy Director Nguyen Quynh Phuong) |
| 18 | 16/2023/NQ-VTTC-HDQT | May 05, 2023 | Sending Company officials on business trips abroad |
| 19 | 17/2023/NQ-VTTC-HDQT | May 10, 2023 | Bonus for managers of the Company in 2022 |
| 20 | 18/2023/NQ-VTTC-HDQT | May 22, 2023 | Re-appointment of Head of Planning - Investment Department of the Company |
| 21 | 19/2023/NQ-VTTC-HDQT | May 22, 2023 | Sending Company officials on business trips abroad |
| 22 | 20/2023/NQ-VTTC-HDQT | June 05, 2023 | Approve Company officials traveling abroad |
| 23 | 21/2023/NQ-VTTC-HDQT | June 05, 2023 | Dividend payment 2022 |
| 24 | 22/2023/NQ-VTTC-HDQT | June 06, 2023 | Re-elect the manager of Quang Ninh Branch (Mr. Nguyen Thanh Trung) |
| 25 | 23/2023/NQ-VTTC-HDQT | June 16, 2023 | Personnel work |
| 26 | 24/2023/NQ-VTTC-HDQT | June 20, 2023 | The Chief of the Supervisory Board travels abroad on business |
| 27 | 25/2023/NQ-VTTC-HDQT | June 26, 2023 | Adjust the construction investment plan in 2023 |
| 28 | 26/2023/NQ-VTTC-HDQT | July 17, 2023 | Preparation to hold extraordinary General Meeting of Shareholders |
| 29 | 27/2023/NQ-VTTC-HDQT | July 19, 2023 | Sending Company officials on business trips abroad |
| 30 | 28/2023/NQ-VTTC-HDQT | July 20, 2023 | Used to deploy the construction investment project of Bien Dong hotel |
| 31 | 29/2023/NQ-VTTC-HDQT | July 25, 2023 | Approve the economic and technical report and Plan to select contractors for 7-seat car investment project |
| 32 | 31/2023/NQ-VTTC-HDQT | July 31, 2023 | Change in personnel of the Board of Directors term IV |
| 33 | 32/2023/NQ-VTTC-HDQT | July 31, 2023 | Board of Directors meeting at 8:00 P.M. on July 31, 2023 |
| 34 | 33/2023/NQ-VTTC-HDQT | July 31, 2023 | Mr. Tung - Member of the Board of Directors, Deputy Director of the Company took leave to go abroad |
| 35 | 34/2023/NQ-VTTC-HDQT | August 31, 2023 | Change in personnel of the Shareholder Status Inspection Committee |
| 36 | 35/2023/NQ-VTTC-HDQT | September 05, 2023 | Board of Directors meeting on September 5, 2023  1/Elected Mr. Pham Dang Phu to hold the position of Chair of the Board of Directors of the Company  2/Approved adjusting the assignment of tasks to members of the Board of Directors term IV |
| 37 | 36/2023/NQ-VTTC-HDQT | September 14, 2023 | Reappoint key personnel  1 /Reappoint Mr. Tran Tat Thanh - Director of Hanoi branch  2/Reappoint Ms. Ngo Thi Minh - Head of Marketing and Communications Department of the Company |
| 38 | 37/2023/NQ-VTTC-HDQT | September 27, 2023 | Approval of Technical Report and Contractor Selection Plan for investment project in conveyor patching and roller coating system - Tire patching workshop |
| 39 | 38/2023/NQ-VTTC-HDQT | October 05, 2023 | Assign the task of being in charge of the Administrative Department to Ms. Nguyen Thu Ha |
| 40 | 39/2023/NQ-VTTC-HDQT | October 23, 2023 | Sending 3 Company officials on business trips abroad |
| 41 | 40/2023/NQ-VTTC-HDQT | November 09, 2023 | Officials take leave to go abroad |
| 42 | 41/2023/NQ-VTTC-HDQT | November 27, 2023 | Approve credit limits at banks |
| 43 | 42/2023/NQ-VTTC-HDQT | November 27, 2023 | Loan from the State Bank of Vietnam and Rural Development Quang Ninh branch |
| 44 | 43/2023/NQ-VTTC-HDQT | November 27, 2023 | Loan from Bank for Investment and Development of Vietnam - Ngoc Khanh Branch, Hanoi |
| 45 | 44/2023/NQ-VTTC-HDQT | November 27, 2023 | Approval of Credit Limit at Vietnam Public Joint Stock Commercial Bank - Hai Ba Trung Branch |
| 46 | 45/2023/NQ-VTTC-HDQT | Oct 05, 2023 | Review, evaluate, and classify staff under the management of the Board of Directors |
| II | Board Decisions |  |  |
| 1 | 07/QD-VTTC-HDQT | February 17, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 2 | 06/QD-VTTC-HDQT | February 21, 2023 | Approve the salary fund in 2022 |
|  | 10/QD-VTTC-HDQT | March 03, 2023 | Sending Company officials on business trips abroad |
| 4 | 21/QD-VTTC-HDQT | April 17, 2023 | Establish the Shareholders’ Eligibility Verification Committee |
| 5 | 23/QD-VTTC-HDQT | April 28, 2023 | Increase the salary level of the Company's Deputy Manager |
| 6 | 24/QD-VTTC-HDQT | April 28, 2023 | Re-appointment of Deputy Manager of the Company (Mr. Nguyen Thanh Tung) |
| 7 | 26/QD-VTTC-HDQT | May 05, 2023 | Send officials on business trips abroad |
| 8 | 28/QD-VTTC-HDQT | May 11, 2023 | Bonus for managers of the Company in 2022 |
| 9 | 29/QD-VTTC-HDQT | May 22, 2023 | Sending Mr. N.M. Toan - Manager of the Company on a business trip to Taiwan |
| 10 | 31/QD-VTTC-HDQT | June 20, 2023 | Appointed Mr. H.V. Kiem - Chief of the Supervisory Board to go on a business trip to Taiwan |
| 11 | 35/QD-VTTC-HDQT | July 19, 2023 | Send Mr. N.M.Toan - Member of the Board of Directors, Company Manager went on a business trip to China |
| 12 | 36/QD-VTTC-HDQT | July 20, 2023 | Stop implementing the Bien Dong Hotel construction project |
| 13 | 37/QD-VTTC-HDQT | July 20, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 14 | 41/QD-VTTC-HDQT | July 31, 2023 | Establish the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023 |
| 15 | 45/QD-VTTC-HDQT | August 08, 2023 | Adjust the construction investment plan in 2023 |
| 16 | 46/QD-VTTC-HDQT | August 31, 2023 | Establishment of a Shareholder Eligibility Verification Board (replacing Decision No. 41/QD-VTTC-DHDCD dated July 31, 2023) |
| 17 | 03/QD-VTTC-HDQT | September 05, 2023 | Assign duties to the Board of Directors |
| 18 | 54/QD-VTTC-HDQT | October 23, 2023 | Send 3 members of the Board of Directors on business trips abroad (China) |

1. The Supervisory Board (in 2023)
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 | Professional Qualification |
| 1 | Mr. Hoang Van Kiem | Chief of the Supervisory Board | June 22, 2020 | Bachelor of Accounting and Finance |
| 2 | Mr. Phan Thanh Chung | Members of the Supervisory Board | June 22, 2020 | Bachelor of Accounting |
| 3 | Nguyen Thi Luong Anh | Member of the Supervisory Board | April 27, 2021 | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Manh Toan | September 15, 1978 | Bachelor of Economics | April 14, 2022 |
| 2 | Mr. Nguyen Thanh Tung | April 11, 1973 | Bachelor of Foreign Language | May 03, 2018 |
| 3 | Ms. Nguyen Quynh Phuong | October 30, 1979 | Bachelor of Economics | May 01, 2019 |
| 4 | Mr. Nguyen Trung Tuyen | September 18, 1974 | Bachelor of Business Administration | June 15, 2020 |

1. Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification: | Date of appointment/dismissal |
| Phan Thi Hang | April 21, 1980 | Bachelor of Economics | July 01, 2021 |

1. Training on corporate governance none
2. List of affiliated person of the public Company and transactions between the affiliated person of the Company with 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:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH No. , Date of issue, Place of issue | Head office’s address/Contract address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam National Coal - Mineral Industries Holding Corporation Limited | Major shareholder; | 5700100256  Hanoi Authority for Planning and Investment | No. 226 Le Duan Street, Dong Da District, Hanoi | In 2023 | Resolution No. 04/2023/NQ-VTTC-HDQT dated January 04, 2023 | * Selling contents Catering, security, office cleaning services * Meeting contents: Trademark usage rights fees * The total transaction value of purchase/sale contracts during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. |  |

1. Transactions between Company’s PDMR, affiliated 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, the Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of the company where the transaction arised | NSH No. , Date of issue, Place of issue | Head office’s address/Contract address | Time of transaction with the Company | Content, quantity, total value of transaction | Full name of related members of the Board of Directors/member of the Supervisory Board/Manager | Note |
| 1 | Vinacomin - Ha Tu Coal JSC | 5700101323  5700101323 Department of Planning and Investment of Quang Ninh Province | Group 6, Zone 3, Ha Tu ward, Ha Long city, Quang Ninh province. | In 2023 | * Selling contents: supplies, industrial catering services, and tourism services * Meeting contents: Electricity, water, rental of bread production line * The total transaction value of purchase/sale contracts during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. | Tran The Thanh - Chair of the Board of Directors - Ms. Nguyen Thi Luong Anh - Supervisor | Mandate No. 04/2023/NQ-VTTC-HDQT  dated January 04, 2023 |
| 2 | Vinacomin Coc Sau Coal JSC | 5700101002  5700101323 Department of Planning and Investment of Quang Ninh Province | Cam Phu Ward - Cam Pha City - Quang Ninh Province | * Selling contents: Goods and services for tourism, hotels, industrial catering. * The total transaction value of the contracts signed by both parties during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. |
| 3 | Vinacomin - Mong Duong Coal JSC | 5700101203  5700101323 Department of Planning and Investment of Quang Ninh Province | Deputy Mong Duong Ward, Cam Pha City, Quang Ninh Province |  | * Selling contents: Goods, tourism and hotel services * The total transaction value of the contracts signed by both parties during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. | Mr. Tran The Thanh-Former Chair of the Board of Directors |  |
| 4 | TKV Viet Nam Investment Joint Stock Company | 5700100707  5700101323 Department of Planning and Investment of Quang Ninh Province | Group l, Area 2, Hong Ha Ward, Ha Long City, Quang Ninh |  | * Content: Buying and selling hotel supplies and services * The total transaction value of the contracts signed by both parties during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. | Mr. Pham Dang Phu- Chair of The Board of Directors |  |
| 5 | Vinacomin - DeoNai Coal JSC | 5700101299 Department of Planning and Investment of Quang Ninh Province | No. 42 Tran Phu street, Cam Trung Ward, Cam Pha City, Quang Ninh Province | In 2023 | * Selling contents: supplies, tire repair services, industrial catering, hotel services * Meeting contents: Electricity, restaurant rental. * The total transaction value of purchase/sale contracts during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. | Ms. Nguyen Thi Luong Anh - Supervisor | Resolution No. 04/2023/NQ-VTTC-HDQT dated January 04, 2023 |
| 6 | Vinacomin Transportation and Miner Commuting Service JSC | 5700477326 Department of Planning and Investment of Quang Ninh Province | No. 750, Hoang Quoc Viet Street, Group 16, Tay Son 2 Area, Cam Son Ward, Cam Pha City, Quang Ninh Province |  | * Content: Buy transportation services (pick up workers by car) * The total transaction value of purchase contracts during the period is less than 35% of the total value of the Company's assets recorded in DLT's most recent audited financial statements. | Mr. Pham Dang Phu- Chair of The Board of Directors |  |

* 1. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and members of the Supervisory Board, the Manager and other managers: None

1. Share transactions of PDMR and affiliated persons of PDMR (Report of 6 months)
2. Transaction of PDMR and affiliated 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Manh Toan | PDMR | 95501 | 3.82% | 137,923 | 5.52% | Buy shares |
| 2 | Ms. Nguyen Quynh Phuong | 146,812 | 5.87% | 174,463 | 6.97% | Buy shares |
| 3 | Phan Thi Hang | PDMR | 1,072 | 0.04% | 18,504 | 0.74% | Buy shares |
| 4 | Mr. Phan Thanh Chung | 500 | 0.019% | 20,500 | 0.81% |
| 5 | Ms. Ngo Thi Minh | 48,924. | 1.95% | 3,841 | 0.15% | Sell shares |
| 6 | Ms. Nguyen Doan Trang | 62,422 | 2.49% | 0 | 0 |

1. Other significant issues: None.