**C21: Annual Corporate Governance Report 2023**

On January 30, 2022, Century 21 Joint Stock Company announced Report No. 01/2024/BC.HDQT-C21 on the corporate governance of 2023 as follows:

* Name of company: Century 21 Joint Stock Company
* Head office address: No. 41 Nguyen Thi Minh Khai, Ben Nghe Ward, District 1, Ho Chi Minh City
* Tel: 028.38248139 Fax: Email: [info@c21.com.vn](mailto:info@c21.com.vn)
* Charter capital: VND 193,363,710,000.
* Securities code: C21
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the General Manager and 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 | July 25, 2023 | Approve:   * Report on business results in 2022 and the business plan for 2023 * Report of the Board of Directors. * Report of the Internal Audit Committee * The business results for 2022 and the audited separate financial statements, as well as the audited consolidated financial statements for 2022 of the Company. * Profit distribution plan in 2022. * Business plan for 2023 and the profit distribution plan for 2023. * Salary of the Board of Management, the remuneration of the Board of Directors in 2022 and the estimation of salary and bonus for the Board of Directors in 2023 * Authorization for the Board of Directors to select an independent audit company for 2023 and the signing of contracts with the audit company selected by the Board of Directors. * Appointment of members of the Board of Directors for a 2-year term (2023 - 2025), which is the remaining time of the Board of Directors' term (2020 -2025). * Election of members of the Board of Directors for the term 2023 - 2028 |

1. The Board of Directors
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 members/independent member of the Board of Directors | |
| Date of appointment | Dismissal date |
| 01 | Mr. Tran The Vinh | Chief of the Board of Directors (independent members, non-executive members of the Board of Directors) | October 15, 2020 |  |
| 02 | Do Thi Kim Oanh | Member of the Board of Directors | April 20, 2019 |  |
| 03 | Dang Chu Dung | Member of the Board of Directors | November 06, 2020 | Resignation from  December 30, 2023 |
| 04 | Duong Pham Dang Khoa | Member of the Board of Directors | July 25, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 01 | 01/2023/NQ-HDQT | April 17, 2023 | Extend the time to organize the General Meeting of Shareholders 2023 |
| 02 | 02/2023/NQ-HDQT | May 04, 2023 | Addition of members of the Board of Directors - Term 2023 -2025 |
| 03 | 03/2023/NQ-HDQT | June 06, 2023 | Approve the policy of organizing the Annual General Meeting of Shareholders 2023 |
| 04 | 04/2023/NQ-HDQT | June 11, 2023 | Contribute capital in joint ventures |
| 05 | 05/2023/NQ-HDQT | June 11, 2023 | Restructure the investment resources |
| 06 | 06/2023/NQ-HDQT | August 21, 2023 | Election of the Chair of the Board of Directors |
| 07 | 07/2023/NQ-HDQT | August 25, 2023 | Selection of an audit company for the Financial Statements 2023; |
| 08 | 08/2023/NQ-HDQT | December 22, 2023 | Contribute capital to subsidiary |
| 09 | 09/2023/NQ-HDQT | December 29, 2023 | Dismiss the position of Deputy General Manager of the Company |

1. The Supervisory Board/Audit Committee:
2. Information about the members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 01 | Ms. Nguyen Thi Kim Hoa | Chief of the Internal Audit Committee | Appoint on November 05, 2020 | Accounting - Auditing) |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Ms. Do Thi Kim Oanh |  |  | Appoint on March 16, 2020 |
| 02 | Mr. Dang Chu Dung |  |  | Appointed on December 22, 2020, dismissed on December 30, 2023 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Ms. Nguyen Thanh Vy |  |  | Appointed on July 15, 2023 as the person in charge of Accountant |

1. Training on corporate governance
2. List of related person of the public Company and transactions between the related 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:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | 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 approved No. (including date of promulgation, if any) | Content, quantity, total transaction value | Note |
| 1 | Schengen Invest Joint Stock Company | Joint venture |  |  | June 2023 | 05/2023/NQ-HDQT dated June 11, 2023 | 35,000,000,000 | C21 transfers contributed capital in member companies  C21 transfers money for capital increase |
| June 2023 | 04/2023/NQ-HDQT dated June 11, 2023 | 35,000,000,000 |
| October 2023 | 04/2023/NQ-HDQT dated June 11, 2023 | 41,389,500,000 | C21 transfers money for capital increase |
| October 23, 2023 | 05/2023/NQ-HDQT dated June 11, 2023 | 22,840,000,000 | Receive payment for the transfer of contributed capital in member companies |
| October 2023 | 12,160,000,000 |
| October 2023 |  | 7,000,000,000 | Receive payment according to agreement between two units |
| December 2023 |  | 20,000,000,000 | Receive payment according to agreement between two units |
| 2 | An Viet Century 21 Company Limited | Subsidiary |  |  | March 2023 | 07/2022/NQ-HDQT dated December 28, 2022 | 500,000,000 | Transfer money for capital increase |
| December 2023 | 20,300,000,000 | C21 transfers money for capital increase |
| December 2023 |  | 19,076,801,762 | Receive loan payment according to the Loan Contract and Agreement between two units |
| 3 | Ham Tan The Ky 21 Company Limited | Subsidiary |  |  | May 2023 |  | 342,023,665 | Repayment of money Ham Tan had paid on behalf |
| June 2023 |  | 20,000,000 | Repayment of collected money |
| December 2023 | 08/2022/NQ-HDQT dated December 29, 2022 | 35,000,000,000 | Capital contribution payment |
| July 17, 2023 |  | 14,537,600 | Repayment of money Ham Tan had paid on behalf |
| November 24, 2023 |  | 21,528,720 |

Note: NSH Number\*: ID Card/Passport number (for individuals) or the Business registration certificate number, Operation license or equivalent legal documents (for organizations).

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company:
2. Transactions between the Company and other entities/
3. Transactions between the Company and the companies executed by members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers who have been and are founding members or members of Board of Directors, the Manager (General Manager) for the past three (03) years (calculated at the time of reporting).

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
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| 1 | Schengen Invest Joint Stock Company | Joint venture |  |  | June 2023 | 05/2023/NQ-HDQT dated June 11, 2023 | 35,000,000,000 | * C21 transfers ownership of contributed capital in member companies * C21 transfers money for capital increase |
| June 2023 | 04/2023/NQ-HDQT dated June 11, 2023 | 35,000,000,000 |
| October 2023 | 04/2023/NQ-  HDQT dated June 11, 2023 | 41,389,500,000 | C21 transfers money for capital increase |
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| July 17, 2023 |  | 14,537,600 | Repayment of money Ham Tan had paid on behalf |
| November 24, 2023 |  | 21,528,720 |

1. 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).
2. 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.
3. Share transactions of PDMR and affiliated persons of PDMR
4. Share transaction of PDMR and affiliated persons on the Company's shares:
5. Other significant issues: