**CVN: Annual Corporate Governance Report 2023**

On January 25, 2024, Vinam JSC announced Report No. 2501/2024/BCQT-CVN on the corporate governance 2023 as follows:

* Name of listed company: Vinam JSC
* Head office address: 1st floor, Lot BT5 - Plot 6, Phap Van - Tu Hiep Urban Area, Hoang Liet Ward, Hoang Mai District, Hanoi
* Tel: 02436343085
* Charter capital: VND 296,999,910,000.
* Securities code: CVN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
1. Activities of General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Contents |
| 1 | 0806/2023/NQ-DHDCD | June 08, 2023 | * Approve the Report of the Board of Directors on the management and supervision of the company in production and business activities in 2022 and operating directions in 2023.
* Approve the Production and Business Plan 2023 with the following targets:
* Approve the cancellation of the private placement of 40,000,000 shares approved by the Annual General Meeting of Shareholders 2022 according to General Mandate No. 2106/2022/NQ - DHDCD promulgated on June 21, 2022.
* Approve the Report of the Board of Managers on the production and business results in 2022 and the production and business plan for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve the Audited Separate and Consolidated Financial Statements 2022 according to Proposal No. 05/2023/TTr-HDQT dated May 15, 2023
* Approve the Plan on profit distribution in 2022 according to Proposal No. 06/2023/TTr-HDQT on May 15, 2023
* Approve the settlement of remuneration for the Board of Directors and the Supervisory Board in 2022 and the plan to pay remuneration for the Board of Directors and the Supervisory Board in 2023 according to Proposal No. 07/2023/TTr-HDQT dated May 15, 2023
* Approve the selection of an audit company to audit and review the Financial Statements 2023 of the Company according to Proposal No. 10/2023/TTr-BKS dated May 15, 2023
* Approve the Report on the use of capital and changing the plan to use the capital obtained from the public offering of additional shares to increase the charter capital from VND 197,999,940,000 to VND 296,999,910,000 according to Proposal No. 08/2023/TTr-HDQT dated May 15, 2023;
* Approve the plan to change the address of the head office of the Company according to Proposal No. 09/2023/TTr-HDQT dated May 15, 2023.
 |

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 |
| 1 | Takishita Akira | Chair of the Board of Directors | June 21, 2022 (elected as the Chair of the Board of Directors on June 27, 2022) |
| 2 | Dang Viet Thang | Member of the Board of Directors | June 21, 2022 |
| 3 | Le Van Tuan | Independent member of the Board of Directors | June 21, 2022 |

1. Board Resolutions/Decisions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 0301/2023/NQ-HDQT | January 03, 2023 | On the adjustment and supplement to Vinam JSC’s charter |
| 2 | 1302/2023/NQ-HDQT | February 13, 2023 | On: Appointment of the Company’s Chief Accountant |
| 3 | 2702/2023/NQ-HDQT | February 27, 2023 | On: Loan and use assets as collateral at joint stock commercial banks |
| 4 | 2903/2023/NQ-HDQT | March 29, 2023 | On: Extend the time of the Annual General Meeting of Shareholders 2023 |
| 5 | 1704/2023/NQ-HDQT | April 17, 2023 | On the plan to organize the Annual General Meeting of Shareholders 2023 |
| 6 | 2004/2023/NQ-HDQT | April 20, 2023 | On the approval of the transfer of all capital contributions from CTTNHH nghiên cứu ứng dụng y học (tentatively translated as Medical Research and Application Company Limited) |
| 7 | 2905/2023/NQ-HDQT | May 29, 2023 | Approve transactions with affiliated persons at Ha Long Tokyo Environment And Health High Technology Joint Stock Company |
| 8 | 0806/2023/NQ-DHDCD | June 08, 2023 | Annual General Mandate 2023 |
| 9 | 1907/2023/NQ-HDQT | July 19, 2023 | On the approval of the transfer of all capital contributions at Vinam Vung Ang Company Limited |
| 10 | 1907.01/2023/NQ-HDQT | July 19, 2023 | On the additional capital contribution to G7 Hi-tech Joint Stock Company |
| 11 | 2408/2023/NQHDQT-CVN | August 24, 2023 | On implementing the capital use plan approved by the General Meeting of Shareholders |
| 12 | 1509/2023/NQ-HDQT | September 15, 2023 | On: Changing the legal representative (Manager) of the Company |

1. The Supervisory Board
2. Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Thuong | Member of the Supervisory Board | June 21, 2022 | Bachelor of Accounting |
| 2 | Ngo Thi Tam | Member of the Supervisory Board | June 21, 2022 | Bachelor of Accounting |
| 3 | Tran Thi Duyen | Member of the Supervisory Board | June 21, 2022 | 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 | Dang Viet Thang | July 11, 1976 | Master | Appointment date: July 01, 2022Dismissal date: September 15, 2023. |
| 2 | Le Van Manh | September 10, 1982 | Bachelor | Appointment date: September 15, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Xuan Lang | June 28, 1986 | Bachelor of Economics | Appointment date: February 13, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions of 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 and affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, 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 (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): None
	2. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Manager (General Manager): None
6. Share transactions of PDMR and affiliated persons of PDMR
7. Transaction of PDMR and affiliated persons related to the Company’s shares: None
8. Other significant issues: None