**ILA: Annual Corporate Governance Report 2023**

On January 30, 2024, ILA Joint Stock Company announced Report No. 09/2024/ILA-BCQT on the corporate governance of the company in 2023 as follows:

Name of Company: ILA Joint Stock Company

* Head office address: No. 39 Dinh Thi Thi Street, Hiep Binh Phuoc Ward, Thu Duc City, Ho Chi Minh City
* Tel: Email: [info@ilagroup.com.vn](mailto:info@ilagroup.com.vn)
* Charter capital: 185,299,390,000
* Securities code: ILA
* Corporate Governance Model: The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director/Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting

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

1. Annual General Meeting

On May 18, 2023, at No. 39 Dinh Thi Thi Road, Hiep Binh Phuoc Ward, Thu Duc City, Ho Chi Minh City ILA Joint Stock Company convened the Annual General Meeting 2023 on time. The order and procedures for organization and authority to promulgate the General Mandate of Meeting complied with applicable laws and the Company’s charter.

The Annual General Meeting 2023 approved General Mandate No. 01/2023/NQ-DHDCD dated May 18, 2023 on approving the following proposal:

1. Proposal on approving the Audited Financial Statements 2022.
2. Proposal on selecting an audit company for the Financial Statements 2023.
3. Proposal on approving the production and business results in 2022.
4. Proposal on the production and business plan for 2023.
5. Approve the remuneration, bonus of the Board of Directors and the Supervisory Board in 2023
6. Proposal on approving the change of head office.
7. Proposal on approving the divestment at Hoang Cat Chon Thanh Land Joint Stock Company
8. Proposal on approving the dismissal and election of additional members of the Board of Directors for the term 2021-2026.
9. Proposal on approving the dismissal and election of members of the Supervisory Board for the term of 2021-2026.
10. Proposal on approving the amendment to the Company’s Charter.
11. Proposal on approving the capital investment in ILA E&C Joint Stock Company.
12. Proposal on approving the plan on private placement
13. Proposal on approving the Application for approval of the plan to buy shares in Hung Thinh Binh Dinh Concrete Joint Stock Company

Other contents (under the authority of the General Meeting).

1. Board of Directors (Semi-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/non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Le Cong Hoang | Chair of the Board of Directors | November 16, 2021 | May 18, 2023 |
| 2 | Mr. Cao Xuan Phuong | Member of the Board of Directors | November 16, 2021 | May 18, 2023 |
| 3 | Mr. Ho Viet Anh | Member of the Board of Directors | November 16, 2021 | May 18, 2023 |
| 4 | Mr. Le Tuan Anh | Independent member of the Board of Directors | June 25, 2022 | May 18, 2023 |
| 5 | Mr. Tran Duc Anh | Member of the Board of Directors | November 16, 2021 | Resigned on September 26, 2023 |
| 6 | Mr. Vo Xuan Phong | Chair of the Board of Directors | May 18, 2023 |  |
| 7 | Mr. Than Xuan Nghia | Independent member of the Board of Directors | May 18, 2023 | Resigned on December 12, 2023 |
| 8 | Mr. Dang Xuan Huu | Member of the Board of Directors | May 18, 2023 |  |
| 9 | Mr. Le Nhat Nguyen | Non-executive member of the Board of Directors | May 18, 2023 |  |

1. Board Resolutions/ Board Decisions (Semi-annual Report):

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| --- | --- | --- | --- |
| No. | Resolution | Date | Contents |
| 1 | 0803/2023/NQ-HDQT | March 8, 2023 | Approving the record date and the plan to organize the General Meeting |
| 2 | 0504/2023/NQ-HDQT | April 5, 2023 | Approve the Signing of the office lease Contract between ILA Joint Stock Company and the related person of PDMR |
|
| 3 | 0904/2023/NQ-HDQT | April 9, 2023 | Approve the extension of the Annual General Meeting 2023: |
| 4 | 3105/2023/NQ-HDQT | May 31, 2023 | Approve the Capital Contribution to invest in subsidiaries and transactions with PDMR |
| 5 | 0506/2023/NQ-HDQT | June 5, 2023 | Approve the Investment in the company office and transactions with PDMR |
| 6 | 2206.01/2023/QD-HDQT | June 22, 2023 | Decision on appointing the Managing Director |
| 7 | 2206.02/2023/NQ-HDQT |  | Change the Person in charge of Corporate Governance |
| 8 | 1309/NQ-HDQT | September 13, 2023 | Approve the loan content to invest in Subsidiaries |
| 9 | 1212/2023/NQ-HDQT | December 12, 2023 | Approve the establishment of ILA Asset Management and Exploitation Company Limited |

1. Supervisory Board/Audit Committee (Semi-annual Report):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Bui Thi Kim Phuong | Member of the Supervisory Board | Appointed on: November 16, 2021 | Bachelor in Business Administration, Bachelor in Accounting |
| 2 | Mr. Nguyen Phuoc Thanh Nhan | Chief of the Supervisory Board | Appointed on November 22, 2022, dismissed on May 18, 2023 | Bachelor in Business Administration |
| 3 | Ms. Lu Kieu An | Member of the Supervisory Board | Appointed on: June 25, 2022 | Bachelor in Laws |
| 4 | Ms. Le Thi Diem Kieu | Chief of the Supervisory Board | Appointed on: May 18, 2023 | Bachelor in Business Administration |

1. Executive Board.

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Qualification | Appointment date | Dismissal date |
| 1 | Mr. Tran Duc Anh | Managing Director | Bachelor in Education; Bachelor in Law | October 28, 2021 | June 22, 2023 |
| 2 | Mr. Dang Xuan Huu | Managing Director | Bachelor in Information Technology, Bachelor in Economics | June 22, 2023 |  |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | The Chief Accountant | Date of birth | Qualification | Date of appointment/dismissal |
| 2 | Mr. Nguyen Minh Tan | October 12, 1978 | Bachelor in Accounting, Chief Accountant | From January 07, 2022 to Present |

1. Training on corporate governance
2. List of related persons in the public company (Report 6 months/year) and transactions between related persons of the Company with the Company itself:
3. Transactions between the Company and its related person; or between the Company and principal shareholders, the PDMR, and related persons of the PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Board Resolution approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Hoang Cat Land Group Joint Stock Company | Related persons of the Chair of the Board of Directors | Business Registration Certificate No. 2600315573 issued by the Binh Phuoc province Department of Planning and Investment on May 23, 2018 | Highway 14, Hieu Cam neighborhood, Hung Long ward, Chon Thanh town, Binh Phuoc province | April 5, 2023 | 0504/2023/NQ-HDQT dated April 05, 2023 | Approving the signing of the office lease contract of the related person of  PDMR Rent: Not more than 100 million/month |  |
| 2 | Vinh Khanh Investing Development Company Limited | Related persons of the Chair of the Board of Directors | Business Registration Certificate No. 3703078326 issued by the Binh Duong Province Department of Planning and Investment on August 18, 2022. | No 854, 1K Highway, Chau Thoi Street, Binh An Ward, Di An City, Binh Duong Province | May 31, 2023 | 3105/2023/NQ-HDQT on May 31, 2023 | Approving the receipt of the transfer of contributed capital from Ms. Le Thuy Trang, who is related person of Mr. Vo Xuan Phong. The value of the transfer transaction of the related person: VND 5,000,000,000 |  |
| 3 | ILA E&C Joint Stock Company | Related persons of the Chair of the Board of Directors | Business Registration Certificate No. 0310259362 issued by the Ho Chi Minh Department of Planning and Investment on September 16, 2010 | No. 139D, Road No. 11, Quarter 9, Truong Tho Ward, Thu Duc City, Ho Chi Minh City | June 2023 | General Mandate No. 01/2023/DHDCD dated May 18, 2023 Proposal No. 11/2023/TTr-ILA dated April 29, 2023 | Approve the investment in buying shares of ILA E&C Joint Stock Company, which is related to Mr. Vo Xuan Phong. Transfer value: VND 7,200,000,000 |  |
| 4 | ILA E&C Joint Stock Company | Chair of the Board of Directors | Business Registration Certificate No.:0310259362 issued by Ho Chi Minh City Department of Planning and Investment on September 16, 2010 | No. 139D, Road No. 11, Quarter 9, Truong Tho Ward, Thu Duc City, Ho Chi Minh City | June 2023 | General Mandate No. 01/2023/NQ/DHDCD dated May 18, 2023  Proposal No. 11/2023/TTr-ILA dated April 29, 2023 | Approve the investment in buying shares of ILA E&C Joint Stock Company of Mr. Vo Xuan Phong. Transfer value: VND 81,000,000,000 |  |
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| 5 | ILA E&C Joint Stock Company | Subsidiary | Business Registration Certificate No. 0310259362 issued by Ho Chi Minh City Department of Planning and Investment on September 16, 2010 | No. 139D, Road No. 11, Quarter 9, Truong Tho Ward, Thu Duc City, Ho Chi Minh City | June 5, 2023 | 0506/2023/NQ-HDQT on June 5, 2023 | Approve the purchase of land to build the company’s headquarters in An Phu An Khanh urban area with the transferor being ILA E&C Joint Stock Company, which is related to Mr. Vo Xuan Phong. Transfer value: VND 24,237,500,000 |  |

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 companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting): None
   2. Transactions between the Company and companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors and Executive Manager (Managing Director): 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, Executive Manager (Managing Director) and other managers: None
3. Share transactions of PDMR and related persons of PDMR (Semi-annual report)
4. Transactions of PDMR and related persons of PDMR for shares of listed companies

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with PDMR | Number of shares at the beginning of the period | | Number of shares at the end of the period | | Reasons for increase or decrease (Purchase, sell, transfer, swap, bonus,…) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 3 | Vo Xuan Phong | Chair of the Board of Directors | 305,100 | 1.43 | 1,805,100 | 9.74 | Purchase to increase shareholding |
| 4 | Dang Xuan Huu | Member of the Board of Directors | 9,800 | 0.05 | 1,000,000 | 5.45 | Purchase to increase shareholding |
| 5 | Le Nhat Nguyen | Member of the Board of Directors | 325,000 | 1.75 | 325,000 | 1.75 | Purchase and sell |

1. Other significant issues: None