**AAS: Annual Corporate Governance Report 2023**

On January 30, 2024, SmartInvest Securities Joint Stock Company announced Report No. 33/2024/BC-AAS on the corporate governance in 2023 as follows:

* Name of company: SmartInvest Securities Joint Stock Company
* Head office address: No. 220+222+224 Nguyen Luong Bang Street, Quang Trung Ward, Dong Da District, Hanoi City
* Tel: 0243.5739769 Fax: 0243.5739779
* Email: Smartsccbtt@aas.com.vn
* Charter capital: VND 2,299,995,210,000
* Securities code: AAS
* Corporate Governance Model: The, the Board of Directors, the Supervisory Board and the Manager (according to Point a, Clause 1, Article 137, Law on Enterprises 2020)
* Internal audit execution: Implemented
1. Activities of the General Meeting:

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

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| No. | General Mandate/Decision of the General Meeting No. | Date | Content |
| 1 | 01/2023/AAS/NQ-DHDCD | June 12, 2023 | * Approve Report on activities of the Board of Directors 2022
* Approve the Report on Activities of the Supervisory Board in 2022.
* Approve the business plan for 2023.
* Approve the Audited Financial Statements in 2022;
* Approve the selection of an audit company for the Financial Statements in 2023.
* Approve the profit distribution plan in 2022;
* Approve the remuneration of the Board of Directors and Supervisory Board.
* Approve the dismissal and election of members of the Supervisory Board for the term of 2023-2028.
* Approve the Content on continuing the share issuance to pay dividend in 2021 and the public offering which have been approved at the Annual General Meeting 2022.
* Approve on stopping implementing the private placement which has been approved at the Annual General Meeting 2022.
* Approve the Report on changing the purposes of using capital from the private placement in 2021.
* Approve amendments to the Company’s Charter.
* Approve on changing the Regulations on Corporate Governance and the Operational Regulations of the Board of Directors.
* Approve on the Report and collecting opinions regarding issues approved at the Annual General Meeting 2022.
* Approve the contents on dividend payment in 2022 by shares
* Approve the election of additional members for the Supervisory Board for the term 2023-2028
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1. Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Date of appointment | Dismissal date |
| 1 | Ngo Thi Thuy Linh | Chair of the Board of Directors | April 23, 2021 |  |
| 2 | Tran Minh Tuan | Member of the Board of Directors | September 27, 2021 |  |
| 3 | Le Manh Cuong | Member of the Board of Directors | April 23, 2021 |  |
| 4 | Do Thi Sam | Member of the Board of Directors | September 27, 2021 |  |
| 5 | Phan Minh Duc | Independent member of the Board of Directors | September 27, 2021 |  |

1. Board Resolutions/Board Decisions (Annual Report 2023):

In 2023, on behalf of the Company, the Chair of the Board of Directors promulgated Board Resolutions/Board Decisions as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Date | Contents |
| 1 | 01/2023/NQ-HDQT | February 16, 2023 | Board Resolution on approving to close the Company's Representative Office in Ho Chi Minh City |
| 2 | 02/2023/QD-HDQT | March 22, 2023 | Board Decision on changing the blocked bank account number of the Public offering 2022 |
| 3 | 03/2023/QD-HDQT | March 22, 2023 | Board Decision on the adjustment to the plan to use the capital collected from the public offering in 2022 |
| 4 | 04/2023/NQ-HDQT | April 03, 2023 | Board Resolution on appointing the person in charge of corporate governance |
| 5 | 05/2023/NQ-HDQT | April 17, 2023 | Board Resolution on approving the extend of the Company's Annual General Meeting 2023 |
| 6 | 06/2023/NQ-HDQT | April 17, 2023 | Board Resolution on approving the plan to hold the Annual General Meeting 2023 |
| 7 | 08/2023/NQ-HDQT | May 24, 2023 | Approve on the promulgation of Work regulations at the Annual General Meeting 2023. |
| 8 | 09/2023/NQ-HDQT | June 09, 2023 | Board Resolution on approving of recording the list of shareholders to exercise the rights to purchase additional issued shares and receive dividend by shares 2021 of the Company |
| 9 | 10/2023/NQ-HDQT | July 17, 2023 | Board Resolution on approving the preparation of a list of stock owners of the Company to transfer AAS stock exchange from UPCOM exchange to listed exchange on HOSE |
| 10 | 11/2023/NQ-AAS | July 28, 2023 | Board Resolution on approving the granting of loan limits to serve the Company's business activities at Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) |
| 11 | 12/2023/NQ-AAS | July 28, 2023 | Board Resolution on approving the granting of loan limits to serve the Company's business activities at LienViet Commercial Joint Stock Bank (LPBank) |
| 12 | 14/2023/NQ-HDQT | August 15, 2023 | Board Resolution on approving the results of the public offering until August 7, 2023 and share issuance to pay dividend of the Company |
| 13 | 16/2023/NQ-AAS | August 16, 2023 | Board Resolution on approving the granting of loan limits to serve the Company's business activities at Joint Stock Commercial Bank For Foreign Trade Of Vietnam (VCB) - Ha Thanh branch |
| 14 | 17/2023/NQ-AAS | August 16, 2023 | Board Resolution on approving the granting of loan limits to serve the Company's business activities at JVietnam Joint Stock Commercial Bank of Industry and Trade (VTB) - Dong Da branch |
| 15 | 18/2023/NQ-HDQT | August 21, 2023 | Board Resolution on approving the increase in charter capital of the Company after the public offering and share issuance to pay dividend |
| 16 | 20/2023/NQ-HDQT | September 15, 2023 | Board Resolution on approving the finalization of the list of bond owners (AASH2227001 bonds) of the Company to register for securities depository at VSD |
| 17 | 21/2023/NQ-HDQT | September 18, 2023 | Board Resolution on approving the change in capital use plan and proceeds from the public offering to increase capital in 2022 |
| 18 | 22/2023/AAS/NQ-HDQT | September 27, 2023 | Board Resolution on approving the implementation of the plan to issue shares to pay dividend to existing shareholders according to Annual General Mandate 2023 No. 01/2023/NQ-DHDCD dated June 12, 2023 |
| 19 | 24/2023/NQ-HDQT | October 30, 2023 | Board Resolution on approving the finalization of the list of shareholders to exercise the rights to receive dividend by shares 2022 |
| 20 | 25/2023/NQ-HDQT | November 07, 2023 | Board Resolution on approving the transfer of shares at Cho Mo Joint Stock Company |
| 21 | 25A/2023/AAS/NQ-HDQT | November 20, 2023 | Board Resolution on approving the results of share issuance to pay dividend in 2022 of SmartInvest Securities Joint Stock Company |
| 22 | 26/2023/AAS/NQ-HDQT | November 20, 2023 | Board Resolution on approving the increase of charter capital of the company after the completion of the issuance to pay dividend to existing shareholders |
| 23 | 27/2023/NQ-HDQT | November 22, 2023 | Board Resolution on the results of the share issuance to pay dividend 2022 of the Company and the correction of the share issuance to pay dividend |
| 24 | 28/2023/NQ-HDQT | November 29, 2023 | Board Resolution on changing the person in charge of corporate governance |
| 25 | 29/2023/NQ-HDQT | November 30, 2023 | Board Resolution on approving to sign contracts with related persons of PDMR of the Company |

1. Supervisory Board (Annual Report 2023):
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member/independent member of the Supervisory BoardMember of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Hong Trung | Chief | Appointed as member of the Supervisory Board since June 12, 2023 | Master |
| 2 | Bui Thi Quynh Anh | Member | Appointed as member of the Supervisory Board since June 12, 2023 | Master |
| 3 | Hoang Thi Hai Minh | Chief | Dismissed as member of the Supervisory Board on June 12, 2023 | Master |
| 4 | Dao Thi Le Thanh | Member | Appointed as member of the Supervisory Board since March 28, 2022 | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Le Manh Cuong | June 27, 1978 | Construction Economics Engineer | Appointed: September 29, 2021 |
| 2 | Do Thi Sam | November 04, 1984 | Bachelor of Economics | Appointed: July 01, 2021 |
| 3 | Le Quang Chung | January 04, 1985 | Bachelor of Business Administration. | Appoint on February 22, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Le Thi Van Anh | June 10, 1985 | Master | Appointed: July 01, 2021 |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR: None
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/passport No., Date of issue, Place of issue  | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | NotePosition |
|  | None |  |  |  |  |  |  |  |  |

1. 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, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting).

SmartInvest Securities Joint Stock Company singed the contract on service provision with Dong A Hotel Group Joint Stock Company

* Contract content: Customer conference organization service
* Contract value (value-added tax included): VND 434,000,000
* Relation Transaction with related persons of member of the Board of Directors: Mr. Tran Minh Tuan

SmartInvest Securities Joint Stock Company rents an office from Thang Long Sao Investment Joint Stock Company:

1. Land lease area: 102.8 m2;
2. Rental fee (Value added tax included): VND 5.5 million/1 month
3. Rental time: 05 years
* Relation Transaction with related persons of member of the Board of Directors: Mr. Tran Minh Tuan

SmartInvest Securities Joint Stock Company rents space from Dong A Hotel Group Joint Stock Company

(1) Land lease area: 192 m2;(II) Rental fee (Value added tax included): VND 77 million/month (iii) Rental time: 05 years

* Relation Transaction with related persons of member of the Board of Directors: Mr. Tran Minh Tuan
	1. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager ( Managing Director). None.
	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, Executive Manager (Managing Director) and other managers: None.
1. Share transactions of PDMR and related persons of PDMR (Annual Report in 2022):
2. Company’s share transaction of PDMR and related persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 offered shares | Rate | Number of offered shares | Rate |
| 1 | Ms. Ngo Thi Thuy Linh |  | 1,660,798 | 0 | 4,774,794 | 2.08% | Exercise the rights to purchase additional shares, receive dividend by shares |
| 2. | Mr. Le Quang Chung |  | 0 | 0 | 575,000 | 0.25% | Purchase additional shares and receive dividend by shares |
| 3 | Mr. Pham Minh Duc |  | 0 | 0 | 0 | 0 | Purchase and sell shares |

1. Other significant issues: None