**BIG: Annual Corporate Governance Report 2023**

On January 30, 2024, Big Invest Group Joint Stock Company announced Report No. 01/2024/BCQT-BIG on the corporate governance as follows:

* Name of company: Big Invest Group Joint Stock Company
* Head office address: No. 78 Trung Kinh Street, Yen Hoa Ward, Cau Giay District, Hanoi
* Tel: 0911888842 Fax: 0911888842 Email: [cskh@biginvestgroup.vn](mailto:cskh@biginvestgroup.vn)
* Charter capital: VND 50,000,000,000
* Securities code: BIG
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager, Manager (model converted from February 5, 2023).
* Internal audit execution: The public company registered for non-compulsory transactions is not required to carry out internal audit work as regulated in Clause 2, Article 10 of Decree No. 05/2019/ND-CP issued on January 22, 2019.

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 0502/2023/BIG/NQ-DHDCD | February 05, 2023 | * Approve the changes in the organizational management structure of the Company as per Proposal No. 01/2023/TTr- HDQT; * Approve on the relocation of the Company's headquarters as per Proposal No. 02/2023/TTr-HDQT; * Dismissal of members of the Board of Directors for Mr. Tran Dinh Tu and Mr. Ly Ngoc Son as per Proposal No. 03/2023/TTr-HDQT; * Approve the list of Company's Supervisory Board members including Mr. Tan Loc Louis, Ms. Dong Thi Hong Nhung, Mr. Trieu Hieu Khanh. |
| 1 | 3006/2023/BIG/NQ-DHCD | June 30, 2023 | * Approve the Report on operation results of the Board of Directors in 2022 and plan for 2023 * Approve on the Board of Management's Report on the 2022 business performance and the forecasted business plan for 2023; * Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023. * Approve the Audited Financial Statements 2022; * Approve the selection of an audit company for the Financial Statements 2023. * Approve on amendments and additions to the company's internal governance regulations, organizational charter, and operations; * Approve the promulgation of the operational regulation of the Board of Directors. * Approve to promulgate the Operation Regulation of the Supervisory Board; * Approve the amendment and supplement to the business lines of the Company: * Approve the dismissal of member of the Supervisory Board for the term 2023 - 2024, Ms. Dong Thi Hong Nhung; * Approve on the appointment of a additional member of the Supervisory Board for the term 2023 - 2024, Ms. Trinh Thi Thanh Phuong. |

1. The Board of Directors 2023
2. Information on 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 | |
| Appointment date | Dismissal date |
| 1 | Mr. Vo Phi Nhat Huy: | Member of the Board of Directors (Non-executive) | May 10, 2019 |  |
| 2 | Mr. Kieu Van Khoa | Member of the Board of Directors (Non-executive) | November 22, 2018 |  |
| 3 | Mr. Tran Dinh Tu | Non-executive member of the Board of Directors | November 22, 2018 | February 05, 2023 |
| 4 | Mr. Ly Ngoc Son | Independent member of the Board of Directors | November 22, 2018 | February 05, 2023 |
| 5 | Ms. Tran Thi Mua Thao | Executive member of the Board of Directors | April 16, 2022 |  |

(\*) Since December 2, 2022, Mr. Vo Phi Nhat Huy has been the Chair of the Board of Directors.

2.. Board Resolutions/Board Decisions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 1201/2023/NQ- HDQT/BIG.,JSC | January 12, 2023 | Approve the proposal to amend the corporate governance structure and the Company's headquarters at the General Meeting of Shareholders. |
| 2 | 1601/2023/NQ-HDQT | January 16, 2023 | Cease implementation of the detailed plan for private placement of shares to increase charter capital |
| 3 | 1103a/NQ-HDQT/BIG.,JSC | March 11, 2023 | Capital contribution to establish BAM Joint Stock Company |
| 4 | 1103a/NQ-HDQT/BlG.,JSC | March 11, 2023 | Appointment of a representative to manage the contributed capital at BAM Joint Stock Company |
| 5 | 2703/NQ-HDQT/BIG.,JSC | March 27, 2023 | Capital contribution to establish BMAX Joint Stock Company |
| 6 | 2703/2023/NQ-HDQT/BIG.,.JSC | March 27, 2023 | Appointment of a representative to manage the contributed capital at BMAX Joint Stock Company |
| 7 | 3003/2023/NQ-HDQT/BIG.,.JSC | March 30, 2023 | Termination of operations of Big Invest Group Joint Stock Company – Danang Branch |
| 8 | 2004a/2023/BIG/NQ-HDQT | April 20, 2023 | Establishment of Lao Cai Branch – Big Invest Group Joint Stock Company |
| 9 | 2004/NQ/HDQT-BIG.,.JSC | April 20, 2023 | Extension of the organization of the Annual General Meeting of Shareholders 2023 and the recorded list of shareholders to attend the Annual General Meeting of Shareholders 2023 |
| 10 | 0106/2023/NQ-HDQT/BIG.,.JSC | June 01, 2023 | Approve on the establishment of a representative office in Hanoi – Big Invest Group Joint Stock Company |
| 11 | 04BIG/2023/NQ/HDQT-BIG.,.JSC | June 21, 2023 | Appointment of the person in charge of corporate governance. |
| 12 | 2506/2023/NQ-HDQT/BIG.,.JSC | June 25, 2023 | Appoint the person in charge of corporate governance. |
| 13 | 01/2023/QD- BIG GROUP | July 18, 2023 | Establishment of a representative office in Hanoi |
| 14 | 2108/NQ/HDQT-BIG.,.JSC | August 21, 2023 | Capital contribution to establish BHH Joint Stock Company |
| 15 | 1909/2023/NQ/HDQT-BIG | September 19, 2023 | Capital contribution and appointment of a representative to manage the contributed capital at BVT Tourism Joint Stock Company |
| 16 | 02/2023/NQ/HDQT-BIG | September 22, 2023 | Approve the implementation of private placement of shares in 2023 of Big Invest Group Joint Stock Company |
| 17 | 03/2023/NQ/BIG-HDQT | November 06, 2023 | Amendment of the content of Board Resolution No. 02/2023/NQ/BIG-HDQT |
| 18 | 04/2023/NQ/BIG-HDQT | November 30, 2023 | Amendment of the content of Board Resolution No. 02/2023/NQ/BIG-HDQT |
| 19 | 06/2023/NQ/BIG-HDQT | December 26, 2023 | Amendment of the content of Board Resolution No. 02/2023/NQ/BIG-HDQT |
| 20 | 3012NQ/HDQT-BIG.,.JSC | December 30, 2023 | Divestment capital from subsidiary companies |

III The Supervisory Board/Audit Committee (2023)

1. Information on members of the Supervisory Board/the Audit Committee
   1. Information about members of the Supervisory Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment as a member of the Supervisory Board | Date of dismissal as a member of the Supervisory Board | Qualification |
| 1 | Mr. Tan Loc Louis | Chief of the Supervisory Board | February 05, 2023 |  | Master of Business Administration |
| 2 | Dong Thi Hong Nhung | Members of the Supervisory Board | February 05, 2023 | June 30, 2023 | Bachelor of Business Administration |
| 3 | Trinh Thi Thanh Phuong | Members of the Supervisory Board | June 30, 2023 |  | Bachelor of Accounting |
| 4 | Mr. Trieu Hieu Khanh | Members of the Supervisory Board | February 05, 2023 |  | Bachelor of Laws |

* 1. Information about members of the Audit Committee:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment as member of the Audit Committee | Date of dismissal as members of the Audit Committee | Qualification |
| 1 | Mr. Ly Ngoc Son | Chief of the Audit Committee | April 25, 2022 | February 05, 2023 | Bachelor of Laws |
| 2 | Mr. Vo Phi Nhat Huy: | Member of the Audit Committee | April 25, 2022 | February 05, 2023 | Architect |

IV. The Executive Board.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board | Date of dismissal as member of the Executive Board |
| 1 | Ms. Tran Thi Mua Thao | March 20, 1994 | Bachelor of Accounting | May 27, 2021 |  |
| 2 | Ms. Nguyen Thi Hao | July 18, 1988 | Bachelor of Business Administration | June 22, 2022 |  |

V. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification: | Appointment date | Dismissal date |
| 2 | Le Van Hung | January 01, 1973 | Bachelor of Economics | September 14, 2022 |  |

1. Training on corporate governance
2. List of affiliated person of the public Company (December 31, 2023) 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
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company.

None.

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

None.

* 1. Transactions between the Company and the companies where the 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 Executive Manager (General Manager):

None

* 1. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers.

None

1. Share transactions of PDMR and affiliated persons of PDMR (to date December 31, 2023)
2. Company’s share transaction of PDMR and affiliated persons.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Transaction account | 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 | Mr. Vo Phi Nhat Huy | 578402 | The Chair of the Board of Directors: | 1,800,000 | 36 | 800,000 | 16 | Sell |
| 2 | Huy Hoang Holding Joint Stock Company |  | Affiliated person of Mr. Vo Phi Nhat Huy | 0 | 0 | 240,000  (\*) | 4.8 | Buy: 350,000 dated January 17, 2023  Sell: 110,000  February 22, 2023. |

(\*) Huy Hoang Holding Joint Stock Company is no longer as affiliated person to Mr. Vo Phi Nhat Huy since February 16, 2023. BIG no longer monitors the ownership of shares in Huy Hoang Holding Joint Stock Company

1. Other significant issues