**D11: Annual Corporate Governance Report 2023**

On January 30, 2024, Real Estate 11 JSC announced Report No. 02/BC-D11 on the corporate governance in 2023 as follows:

* Name of listed company: Real Estate 11 JSC
* Head office address: 205 Lac Long Quang Street, Ward 3, 11 District, Ho Chi Minh City City
* Tel: (083) 99909917 028 39634001 Fax: (028) 39636186 Email: res11@diaoc11.com.vn
* Charter capital: VND 65,519,650,000
* Securities code: D11
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.
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 |
| 01 | 01/2023/NQ- DHDCD | April 04, 2023 | 1. Approve the report on "Activities of the Board of Directors in 2022, term IV (2018 - 2023); Directions for production and business tasks in 2023.
2. Approve the results of production and business activities in 2022.
3. Approve the audited financial statements 2022.
4. Approve the report of the Supervisory Board in 2022.
5. Approve the profit distribution plan for 2022.
6. Approve the dividend payment 2022 in shares to increase charter capital.
7. Approve the production and business plan for 2023.
8. Approve the expected profit distribution plan for 2023.
9. Approve the remuneration of the Board of Directors, the Supervisory Board, the secretariat and the company administrator in 2023.
10. Approve the adjustment of the Company's Charter for articles related to charter capital and shares after completing the issuance due to paying dividends in shares in 2022 to increase charter capital.
11. Approve the independent audit list in 2023.
12. Approve the number of members of the Board of Directors and the Supervisory Board in the term of 2023 - 2028.
13. Approve the General Meeting of Shareholders authorizing the Board of Directors to decide on the Company's investment with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements. Authorization term: in 2023 to the date of the Annual General Meeting of Shareholders 2024.
14. Approve adjustments to the Company's Charter.
15. Approve internal regulations on corporate governance
16. Approve the Board of Directors' operating regulations.
17. Approve the Supervisory Board’s operating regulations
18. Agree on the elected members of the Board of Directors for term V (2023 - 2028).
19. Agree on the elected members of the Supervisory Board for term V (2018 - 2023).
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1. The Board of Directors
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 |
| Appointment date | Dismissal date |
| 1 | Tran Thi Kim Hue | Chair of the Board of Directors | October 3, 2009 |  |
| 2 | Pham Van Dan Duy | Member of the Board of Directors, General Manager | April 4, 2023 |  |
| 3 | Nguyen Khac Giang | Member of the Board of Directors, Deputy General Manager | April 6, 2017 |  |
| 4 | Le Thanh Nhon | Non-executive member of the Board of Directors | April 10, 2018 |  |
| 5 | Tran Quoc Hung | Non-executive member of the Board of Directors | April 10, 2018 |  |
| 6 | Du Than Danh | Non-executive member of the Board of Directors | April 10, 2018 |  |
| 7 | Dang Phuoc Tri | Non-executive member of the Board of Directors | April 04, 2023 |  |
| 8 | Dang Huu Thanh | Non-executive member of the Board of Directors | September 23, 2004 | April 04, 2023 |
| 9 | Huynh Thi Yen Nhi | Member of the Board of Directors, Chief Accountant | June 20, 2013 | April 04, 2023 |

1. Board Resolutions/Board Decisions

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| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/NQ-HDQT | January 3, 2023 | Adjust the contract to transfer the capital contribution of the Phu My Residential Area project, District 7 |
| 2 | 02/NQ-HDQT | January 13, 2023 | On approving the total investment capital settlement of Thoi Binh social housing apartment project |
| 3 | 01/QD-HDQT | January 13, 2023 | On approving the total investment capital settlement of Thoi Binh social housing apartment project |
| 4 | 03/NQ-HDQT | February 8, 2023 | On approving the record date to record the list of shareholders and the date of the Annual General Meeting of Shareholders 2023 |
| 5 | 04/NQ-HDQT | February 27, 2023 | Regarding adjusting the value of investment real estate at Thoi Binh Social Housing Apartment |
| 6 | 05/NQ-HDQT | March 2, 2023 | On deducting warranty costs for Thoai Ngoc Hau Building |
| 7 | 06/NQ-HDQT | March 2, 2023 | On deducting warranty costs for the completed portion of the apartment of Thoai Ngoc Hau Building project |
| 8 | 07/NQ-HDQT | March 9, 2023 | On approving the investment capital settlement of Thoai Ngoc Hau Building project |
| 9 | 02/QD-HDQT | March 9, 2023 | On approving the investment capital settlement of Thoai Ngoc Hau Building project |
| 10 | 08/NQ-HDQT | March 9, 2023 | On approving the finalization of investment capital for the completed portion of the apartment of Thoai Ngoc Hau Building project |
| 11 | 03/QD-HDQT | March 9, 2023 | On approving the finalization of investment capital for the completed portion of the apartment of Thoai Ngoc Hau Building project |
| 12 | 09/NQ-HDQT | March 30, 2023 | On adjusting the value of investment real estate at Thoai Ngoc Hau Building |
| 13 | 10/NQ-HDQT | 3/30/2023 | On dismissing the position of the General Manager |
| 14 | 04/QD-HDQT | March 30, 2023 | On dismissing the position of General Manager |
| 16 | 11/NQ-HDQT | April 4, 2023 | On the election of the Chair of the Board of Directors for term V (2023 - 2028) |
| 17 | 06/QD-HDQT | April 4, 2023 | On electing the Chair of the Board of Directors for the term of 2023-2028 |
| 18 | 12/NQ-HDQT | April 4, 2023 | Appoint the Board of Managers and the Chief Accountant of the Company |
| 19 | 07/QD-HDQT | April 4, 2023 | Appoint the General Manager |
| 20 | 08/QD-HDQT | April 4, 2023 | On the reappointment of Deputy General Manager of the Company - Mr. Nguyen Khac Giang |
| 21 | 09/QD-HDQT | April 4, 2023 | On the reappointment of Deputy General Manager of the Company - Mr. Vo Huu Tam |
| 22 | 10/QD-HDQT | April 4, 2023 | On the reappointment of the Chief Accountant of the company |
| 23 | 13/NQ-HDQT | April 4, 2023 | On the salary ranking of the Chair of the Board of Directors, the Board of Managers and the Chief Accountant of the company |
| 24 | 11/QD-HDQT | April 4, 2023 | On the salary ranking of the Chair of the Board of Directors of the company |
| 25 | 12/QD-HDQT | April 4, 2023 | On the salary ranking of the General Manager of the company |
| 26 | 13/QD-HDQT | April 4, 2023 | On the salary ranking of Mr. Nguyen Khac Giang - Deputy General Manager of the company |
| 27 | 14/QD-HDQT | April 4, 2023 | On the salary ranking of Mr. Vo Huu Tam - Deputy General Manager of the company |
| 28 | 15/QD-HDQT | April 4, 2023 | On the salary arrangement of Ms. Huynh Thi Yen Nhi - Chief Accountant of the company |
| 29 | 14/NQ-HDQT | April 4, 2023 | On the appointment of the company secretariat and administrator |
| 30 | 16/QD-HDQT | April 4, 2023 | On the appointment of the company secretariat and administrator |
| 31 | 15/NQ-HDQT | April 4, 2023 | On the appointment of the legal representative of the Company |
| 32 | 17/QD-HDQT | April 4, 2023 | On the appointment of the legal representative of the Company |
| 33 | 18/QD-HDQT | May 8, 2023 | On the issuance of work assignment tables |
| 34 | 16/NQ-HDQT | May 15, 2023 | Approve the labor plan, salary unit price, salary fund and other supports and supplements in 2023 |
| 35 | 17/NQ-HDQT | May 15, 2023 | On selecting an audit company for the Financial Statement 2023 |
| 36 | 18/NQ-HDQT | May 15, 2023 | On the extension of time and interest rates for company employee loans |
| 37 | 19/NQ-HDQT | June 30, 2023 | On the temporary appropriation of operating expenses for the Board of Directors, the Supervisory Board and temporary appropriation of funds for the first 6 months of 2023 |
| 38 | 19B/QD-HDQT | July 03, 2023 | On borrowing capital, using assets as security measures at BIDV - Cho Lon Branch |
| 39 | 20/NQ-HDQT | September 7, 2023 | On the promulgation of the Internal Expenditure Regulations |
| 40 | 19/QD-HDQT | September 7, 2023 | On the promulgation of the Internal Expenditure Regulations |
| 41 | 21/NQ-HDQT | October 30, 2023 | Increase charter capital and adjust company charter |
| 42 | 20/QD-HDQT | October 30, 2023 | Increase charter capital and adjust company charter |
| 43 | 22/NQ-HDQT | December 29, 2023 | On changing the depreciation time of fixed assets and investment real estate at Res11 Building and Thoai Ngoc Hau Building |
| 44 | 23/NQ-HDQT | December 31, 2023 | On the fund deduction 2023 |

1. The Supervisory Board
2. Information about members of the Supervisory Board

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Minh Hien | Chief | April 10, 2018 | Bachelor of Economics |
| 2 | Huynh Do Tra My | Member | April 4, 2023 | Construction Engineer |
| 3 | Nguyen Thi Minh Diep | Member | April 4, 2023 | Bachelor of Economics |
| 4 | Vo Kim Thao | Member | June 20, 2013 - April 4, 2023 | Master of finance and banking |
| 5 | Nguyen Thi Hong Tham | Member | April 10, 2018 - April 4, 2023 | Bachelor of Economics |

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 |
| 1 | Pham Van Dan Duy | March 6, 1978 | Master of Economics Construction Engineering | General ManagerAppointed on April 4, 2023 |
| 2 | Nguyen Khac Giang | March 23, 1975 | Master of Economics | Deputy General ManagerAppointed on April 4, 2023 |
| 3 | Vo Huu Tam | April 20, 1966 | Bachelor of Laws | Deputy General ManagerAppointed on April 4, 2023 |
| 4 | Tran Thi Kim Hue | December 16, 1964 | Bachelor of Economics | General Manager Appointed on April 04, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Huynh Thi Yen Nhi | October 21, 1968 | Bachelor of Economics | Appointed on April 04, 2023 |

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, affiliated persons of PDMR
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
5. 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 (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 (as 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 (the General Manager) and other managers are members of the Board of Directors or the Executive Manager (the General Manager) : None.
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Manager (General Manager) and other managers: None.
6. Share transactions between PDMR and affiliated persons of PDMR
7. Company’s share transaction between PDMR and affiliated persons

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| --- | --- | --- | --- | --- | --- |
| 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 shares | Rate | Number of shares | Rate |
| 1 | Pham Van Dan Duy |  | 0 | 0% | 10,000 | 0.15% | Buy |
| 2 | Vo Huu Tam |  | 0 | 0% | 5,000 | 0.08% | Buy |

1. Other significant issues: None