**DLD: Annual Corporate Governance Report 2023**

On January 31, 2024, Dak Lak Tourist Joint Stock Company announced Report No. 18/BC-DLD on corporate governance in 2023 as follows:

* Name of public company: Dak Lak Tourist Joint Stock Company
* Head office address: No. 3 Phan Chu Trinh Street, Buon Ma Thuot City, Daklak Province
* Tel: (84-262) 3 853 921; Fax: (84-262) 3 842 115;
* Email: maildaklaktourist@gmail.com; Website: daklaktourist.com.vn;
* Charter capital: VND 93,074,150,000;
* Securities code: DLD.

1. ACTIVITIES OF THE BOARD OF DIRECTORS 2023
2. The meetings of the Board of Directors

In the first 6 months of 2023, the Company's Board of Directors held 7 focused meetings:

* Meeting on February 21, 2023:

“On the agreement on the policy of appointing Mr. Tran Thai Hung to hold the position of Deputy General Manager of Dak Lak Tourist Joint Stock Company-cum-Deputy Manager Saigon - Ban Me Hotel"

* Meeting on February 27, 2023:

“Approve the agenda of the Annual General Meeting of Shareholders 2023”;

“On approving the plan to hold the Annual General Meeting of Shareholders in April 2023.

Request the Company to prepare documents and record the list of shareholders in accordance with the provisions of the Law on Securities";

* Meeting on April 09, 2023:

“Approve the content, agenda and the organization of the Annual General Meeting of Shareholders 2023”;

“On approving the business results in 2022 and the business plan for 2023 of the Company”;

“On approving the Report of the Company's Supervisory Board for 2022 and the Financial Statements 2022”;

“On approving the 7th amendment to the Company's Charter”;

“On approving the content of internal regulations on Corporate Governance; Operating regulations of the Board of Directors and operating regulations of the Supervisory Board";

“On approving the salary settlement of 2022 and the salary plan for 2023 of the Company”;

“On the approval of raising partners to sign business cooperation contracts at Thanh Cong Hotel and other aspects of the Company to increase business efficiency and have cash flow for the Company to operate in current difficult times”;

“On approving the bonus for the Executive Board of 5% of the amount of loan interest expenses and land rental costs reduced for the Company”;

“On agreeing to appoint Ms. Nguyen Thi Sau - The Company’s Finance Manager — Secretariat of the Board of Directors in charge of Corporate Governance according to the provisions of Clause 1, Article 281 of Decree 155/2020/ND-CP”;

* Meeting on June 21, 2023:

“On agreeing to the policy of reappointing Mr. Nguyen Anh Tuan to hold the position of General Manager of Dak Lak Tourist Joint Stock Company-cum-Manager of Saigon - Ban Me Hotel, term 2023 - 2028, from July 01, 2023, appointment period of 5 years”;

* Meeting on August 23, 2023:

“On approving the Report on business results in the first 6 months and the operational orientation for the last 6 months of 2023”;

“On not agreeing to adjust the business plan 2023, and continuing to implement the plan approved by the General Meeting of Shareholders on April 10, 2023";

“After reviewing the Company's current financial conditions facing many difficulties, the Board of Directors of the Company agreed to advocate for a Business Cooperation Contract at Thang Loi Restaurant - Water Park For Duy Nhat Production - Service - Environment Co., Ltd., however, assign the Executive Board to draft a business cooperation contract and submit it to the Board of Directors for comments before signing with the business cooperation party”;

“Base on the actual business situation of Saigon - Ban Me Hotel after more than 10 years of operation, as well as enhancing competitiveness and meeting customers’ needs in the immediate future as well as in the long term, to increase revenue and business efficiency, on the other hand, to qualify for the star rating of Saigon - Ban Me hotel, so the Board of Directors agreed to the policy of repair and replace hallway carpets, VIP room carpets and re-lining the wooden floors in the bedrooms are essential for business purposes. Request the Company to work specifically with the contractor on a roadmap for payment of repair costs in accordance with the Company's business activities to ensure cash flow balance”.

* Meeting on November 24, 2023:

"Approve the Report on the Company's Business Results for the first 9 months and business orientation for the last 3 months of 2023";

“Approve the policy of signing a business cooperation contract at Thang Loi Restaurant - Water Park with Gia Dinh Viet.com Limited Company”;

“Approve the policy to repair and replace hallway carpets, wooden flooring in VIP rooms, and wooden flooring in bedrooms of Saigon - Ban Me Hotel";

“Approve the assignment of the Executive Board to sign the audit contract with UHY Auditing and Consulting Company Limited; Address: 5th floor, building B2, Roman Plaza, To Huu Ward, Dai Me, Nam Tu Liem, Hanoi";

“Request the Executive Board to develop a plan for 2024, including a business plan for 2024; Major repair plan for 2024 and cash flow plan for December 2023 and 2024 of the Company to submit to the Company's Board of Directors for consideration and decision.”

“Request the Executive Board in 2024 continue to implement property ownership on land of the Water Park and Lak Lake Tourist Area. The Company notifies consulting companies to quote the cost of measuring, drawing and extracting to submit to the Board of Directors for consideration and decision.";

* Meeting on November 24, 2023:

“The Board of Directors of the Company agreed to the policy of repairing and replacing hallway carpets at Saigon - Ban Me Hotel.

* Cost of repairing and replacing hallway carpet: According to the competitive selling price quote, it is expected to be about VND 677,600,000 (not including VAT)
* Capital source: Ask the contractor to pay in installments according to the business situation of Saigon - Ban Me Hotel (Payment contract according to business roadmap)
* Implementation method: Work in a rolling form, layer by layer. To save maximum costs, it is recommended that the Board of Directors apply the form of signing direct procurement contracts with contractors; according to the shortened competitive bidding method without going online".

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Number of attended meetings | Rate | Reason for absence |
| 1 | Mr. Truong Duc Hung | Chair | 7/7 | 100% |  |
| 2 | Mr. Nguyen Kim Chau | Member | 7/7 | 100% |  |
| 3 | Mr. Nguyen Anh Tuan | Member | 7/7 | 100% |  |
| 4 | Mr. Pham Thanh Do | Member | 7/7 | 100% |  |
| 5 | Mr. Nguyen Huu Phuc | Member | 7/7 | 100% |  |

1. The Supervisory Board (2023):

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Number of attended meetings | Rate | Reason for absence |
| 1 | Mr. Nguyen Quoc Tue | Chief of the Supervisory Board | 7/7 | 100% |  |
| 2 | Ms. Nguyen Thanh Hang | Member of the Supervisory Board | 7/7 | 100% |  |
| 3 | Hoang Van Thuy | Member of the Supervisory Board | 7/7 | 100% |  |

1. The Executive Board (2023)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Anh Tuan | December 27, 1976 | Bachelor of Laws, Bachelor of English language. | Appointed on July 01, 2018 |
| 2 | Mr. Tran Thai Hung | September 18, 1975 | Bachelor of Economics | Appointed on  March 01, 2023 |

1. The Chief Accountant (2023)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment /dismissal |
| 1 | Ms. Nguyen Thi Sau | October 20, 1969 | Bachelor of Accounting, Bachelor of Business Administration | Appointed on  March 14, 2017 |

1. Board Resolutions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 01 | 02/NQ-HDQT | February 21, 2023 | * Approve the policy of appointing Mr. Tran Thai Hung to hold the position of Deputy General Manager of Dak Lak Tourist Joint Stock Company-cum-Deputy Manager of Saigon - Ban Me Hotel. |
| 02 | 05/NQ-HDQT | February 27, 2023 | * Approve the agenda of the Annual General Meeting of Shareholders 2023. * Approve the plan to hold the Annual General Meeting of Shareholders in April 2023. Request the Company to prepare documents and record the list of shareholders in accordance with the provisions of the Law on Securities. |
| 03 | 06/NQ-HDQT | April 09, 2023 | * Approve the content, agenda and the organization of the Annual General Meeting of Shareholders 2023   “On approving the business results in 2022 and the business plan for 2023 of the Company”;   * Approve the Report of the Company's Supervisory Board in 2022 and the Financial Statements 2022; * Approve the 7th amendment on contents of the Company's Charter; * Approve the content of internal regulations on Company governance; operating regulations of the Board of Directors and operating regulations of the Supervisory Board; * Approve the salary settlement of 2022 and the salary plan for 2023; * Approve raising partners to sign business cooperation contracts at Thanh Cong Hotel and other aspects of the Company to increase business efficiency and have cash flow for the Company to operate in the current difficult period; * Approve a bonus for the Board of Directors of 5% of the amount of loan interest expenses and land rental expenses to reduce for the Company; * Agree to appoint Ms. Nguyen Thi Sau - The Company’s Finance Manager - Secretariat of the Board of Directors in charge of Corporate Governance according to the provisions of Clause 1, Article 281 of Decree No. 155/2020/ND-CP. |
| 04 | 13/NQ-HDQT | June 21, 2023 | * Approve the policy of reappointing Mr. Nguyen Anh Tuan to hold the position of General Manager of Dak Lak Tourist Joint Stock Company-cum-Manager of Saigon - Ban Me Hotel, term 2023 - 2028, from July 01, 2023, the appointment period of 5 years. |
| 05 | 15/NQ-HDQT | August 23, 2023 | * Approve the Report on business results in the first 6 months and the operational orientation for the last 6 months of 2021. * Disagree on adjusting the business plan 2023, continue to implement the plan approved by the General Meeting of Shareholders on April 10, 2023"; * After reviewing the Company's current financial conditions facing many difficulties, the Board of Directors of the Company agreed to advocate for a business cooperation contract at Thang Loi Restaurant * Water park for Duy Nhat Production - Service - Environment Co., Ltd., however, assign to the Executive Board to draft a business cooperation contract and submit it to the Board of Directors for comments before signing with the cooperating party business"; * Base on the actual business situation of Saigon - Ban Me Hotel after more than 10 years of operation, as well as enhancing competitiveness and meeting customers’ needs in the immediate and long term, to increase revenue and business efficiency, on the other hand, to qualify for the star rating of Saigon - Ban Me hotel, so the Board of Directors agreed to the policy of repairing and replacing hallway carpets and carpets, VIP room carpets and re-lining the wooden floors in the bedrooms are essential for business purposes. Request the Company to work specifically with the contractor on a roadmap for payment of repair costs in accordance with the Company's business activities to ensure cash flow balance”. |
| 06 | 16/NQ-HDQT | November 24, 2023 | * The Company's Board of Directors agrees to the policy of repairing and replacing hallway carpets at Saigon - Ban Me Hotel. * Costs of repairing and replacing hallway carpet: According to the competitive selling price quote, it is expected to be about VND 677,600,000 (not including VAT) * Capital source: Ask the contractor to pay in installments according to the business situation of Saigon - Ban Me Hotel (Payment contract according to business roadmap) * Implementation method: Work in a rolling form, layer by layer. To save maximum costs, it is recommended that the Board of Directors apply the form of signing direct procurement contracts with contractors; according to the shortened competitive bidding method without going online". |
| 07 | 17/NQ-HDQT | November 24, 2023 | * Approve the Company's business results report for the first 9 months and business direction for the last 3 months of 2023; * Approve the policy of signing a business cooperation contract at Thang Loi Restaurant - Water Park with Gia Dinh Viet.com Company Limited; * Approve the policy of repairing and replacing hallway carpets, wooden flooring in VIP rooms, and wooden flooring in bedrooms of Saigon Ban Me Hotel; * Approve the assignment for the Executive Board to sign an audit contract with UHY Auditing and Consulting Company Limited; Address: 5th floor, building B2, Roman Plaza, To Huu Ward, Dai Mo, Nam Tu Liem, Hanoi. * Request the Executive Board develop a plan for 2024, including a business plan for 2024; Major repair plan for 2024 and cash flow plan for December 2023 and 2024 of the Company to submit to the Company's Board of Directors for consideration and decision. * Request the Executive Board in 2024 continue to implement property ownership on land of the Water Park and Lak Lake Tourist Area. The Company notifies consulting companies to quote the cost of measuring, drawing and extracting to submit to the Board of Directors for consideration and decision. |

1. Training on corporate governance in 2023:
2. List of affiliated persons of the public company as prescribed in Clause 34, Article 6 of the Law on Securities: (In 2023)
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or 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: None
6. Share transactions of PDMR and affiliated persons of PDMR in 2023:
7. Other transactions (transactions between internal/major shareholders and affiliated persons of the Company in 2023): None
8. Other significant issues: None.