**DS3: Annual Corporate Governance Report 2023**

On January 30, 2024, Riverway Management Joint Stock No.3 announced Report No. 07/BCQT-DS3 on the Corporate Governance of the Company in 2023 as follows:

* Name of company: Riverway Management Joint Stock No.3
* Head office address: Group 2, Zone 2, Hong Ha Ward, Ha Long City, Quang Ninh Province.
* Tel: (0203) 3835 799 Fax: Email: ds3@ds3.vn
* Charter capital: VND 106,697,300,000
* Securities code: DS3
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution:
1. Activities of the General Meeting of Shareholders:

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| No. | General Mandate/Decision No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 18, 2023 | The Annual General Meeting of Shareholders 2023 approved the following contents:1. Approve the Report of the Board of Directors of Riverway Management Joint Stock No.3 on activities in 2022 and plan for 2023
2. Approve the Report on activities of the Supervisory Board in 2022 and the operational orientation in 2023;
3. Approve the Audited Financial Statements 2022
4. Approve the profit distribution plan in 2022; plan on remuneration payment for the Board of Directors and the Supervisory Board in 2023
5. Approve the list of independent audit company to audit the Financial Statements 2023 of the Company, and the Operating Regulations of the Supervisory Board
6. Approve the amendments of the Company's Charter
7. Approve the policy of promulgating Internal Regulations on Corporate Governance, Regulation on organization and operation of the Board of Directors
8. Approve the policy of implementing contract transactions with affiliated persons.
9. Approve the dismissal and election of additional members to the Board of Directors and the Supervisory Board for the term 2021-2025
10. Approve the Plan on convertible bond issuance.
11. Electing additional members of the Board of Directors and Supervisory Board for the term 2021-2025:
* Mr. Hoang Ha Phuong - Member of the Board of Directors
* Mr. Dao Vu Chinh - Member of the Board of Directors
* Mr. Nguyen Van Dung - Independent Member of the Board of Directors
* Ms. Nguyen Thi Minh Ngoc - Member of the Supervisory Board
* Ms. Hoang Thi Thu Hao - Member of the Supervisory Board
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|  | 02/2023/NQ-DHDCD | dated November 10, 2023  | The Extraordinary General Meeting of Shareholders approved the following contents:1. Content 1

Approving to liquidate the hotel business location lease contract at 06 Luong Ngoc Quyen, Hoan Kiem, Hanoi No. 19/2016/HDTKS-DS3 signed on October 22, 2016 and the Deposit Contract No. 19A/ 2017/HDDC-DS3 signed on June 1, 2017 on leasing hotel business location at 06 Luong Ngoc Quyen, Hang Buom Ward, Hoan Kiem District, Hanoi Between Ms. Nguyen Thi Viet Loan and Riverway Management Joint Stock No.3. 1. Content 2

Approving to liquidate or transfer the capital contribution of Investment Capital Contribution Contract No. 12/2021/HDHTDT signed on December 1, 2021 between the Company and Song Hong Investment Construction Trading Joint Stock Company to implement the project to rebuild Old Apartment D3-D4 Giang Vo into a high-rise complex with functions of office, housing, resettlement house and commercial center.1. Content 3.

Approve to liquidate the Investment Capital Contribution Contract No. 025/HDGV-DS3-SH dated May 2, 2019 between the Company and Song Hong Investment Construction Trading Joint Stock Company.1. Content 4:

Approve the divestment from Ha Long Riverway Joint Stock Company.1. Content 5:

Approve the policy of implementing real estate investment projects with e-commerce of less than VND 500 billion using loans and own capital.The Board of Directors will submit to the General Meeting of Shareholders for approval:* Policy for implementing the above investment projects (Exact names of projects are shown according to contracts or legal documents of competent authorities)
* Authorize the Board of Directors to decide on project selection, sign project contracts, other contracts and legal procedures related to the implementation of the above projects.
1. Content 6:

Approve the implementation of procedures to dissolve the company branch in Hanoi.1. Content 7:

Approve to authorize the Board of Directors to approve adjustments to the hotel investment project in Hong Ha Ward, Ha Long City, Quang Ninh; carry out legal procedures, borrow bank capital or other capital sources to continue implementing the project and put it into commercial operation. |

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 | Date of dismissal |
| 1 | Mr. Hoang Ha Phuong  | Chair of the Board of Directors |  April 18, 2023 |  |
| 2 | Mr. Nguyen Quang Hai | Member of the Board of Directors (non-executive) |  June 28, 2022  |  |
| 3 | Mr. Dao Vu Chinh  | Member of the Board of Directors-cum-General Manager |  April 18, 2023  |  |
| 4 | Ms. Nguyen Thi Minh Thu | Member of the Board of Directors (non-executive) |  June 28, 2022  |  |
| 5 | Mr. Nguyen Van Dung | Independent member of the Board of Directors |  April 18, 2023 |  |
| 6 | Mr. Nguyen Danh Trung | Member of the Board of Directors  |  June 28, 2022 |  June 18, 2023  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 001/QD- HDQT | January 9, 2023  | On dismissing the Deputy General Manager of the Company - Mr. Do Thanh Luan |
| 2 | 008/QD- HDQT | February 15, 2023  | On appointing Deputy General Manager of the Company - Mr. Dao Vu Chinh |
| 3 | 015/2023/NQ-HDQT | February 15, 2023 | Approve the convening of the Annual General Meeting of Shareholders 2023. |
| 4 | 26A/QD-CTCPDS3 | February 22, 2023  | On dismissing the Deputy General Manager of the Company |
| 5 | 01 /NQ-HDQT | April 18, 2023  | Removal and elect senior personnel |
| 6 | 56/QD- HDQT | April 26, 2023  | On dismissing the Chief Accountant |
| 7 | 71/QD- HDQT | May 17, 2023  | Promulgate the Regulation on organization and operation of the Board of Directors |
| 8 | 72/QD- HDQT | May 17, 2023 | Promulgate the Internal Regulation on Corporate Governance |
| 9 | 79/QD- HDQT | May 17, 2023 | On appointing the Chief Accountant  |
| 10 | 84 /NQ-HDQT | May 30, 2023  | Approve to borrow capital from Nalico Construction Investment Joint Stock Company |
| 11 | 83 /NQ-HDQT | May 30, 2023 | Approve the policy of liquidating Business Cooperation Contract No. 18.1/2018/HDHTTKD-DS3-AP, accepting transfer of DAP shares |
| 12 | 105 /NQ-HDQT | July 11, 2023  | Approve the selection of an independent audit company to audit the Company's Financial Statements 2023 |
| 13 | 144 /NQ-HDQT | September 26, 2023  | Approve the convening of the Extraordinary General Meeting of Shareholders 2023 |
| 14 | 0410 /NQ-HDQT | October 4, 2023  | Approve to sign a contract with affiliated parties: Nalico Construction Investment Joint Stock Company on the construction of technical infrastructure and equipment installation |
| 15 | 165 /NQ-HDQT | December 27, 2023  | Approve the transfer of shares at Công ty TNHH MTV Đường An Phú (tentatively translated as “An Phu Sugar One-member Limited Liability Company”) |
| 16 | 167 /NQ-HDQT | December 28, 2023  | Approve the liquidation of the Business Location Lease Contract with Ms. Nguyen Thi Viet Loan |
| 17 | 169 /NQ-HDQT | December 29, 2023  | Approve the transfer of all shares at Ha Long Rivervvay Joint Stock Company |

1. The Supervisory Board.
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 of the Supervisory Board | Professional Qualification |
| 1 | Le Thuy Diep  | Chief | June 28, 2022 |  |
| 2 | Nguyen Thi Minh Ngoc | Member | April 18, 2023  |  |
| 3 | Hoang Thi Thu Hao | Member | April 18, 2023 |  |
| 4 | Bui Hoang Thien | Member | Dismissed on April 18, 2023 |  |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Nguyen Danh Trung | October 04, 1992 | Bachelor | Dismissed on April 18, 2023 |
| 2 | Mr. Pham Van Tien | December 12, 1959  | Bachelor | Dismissed on April 18, 2023 |
| 3 | Tran Sy Thanh  | January 20, 1963 | Bachelor | Dismissed on March 20, 2023  |
| 4 | Mr. Dao Vu Chinh | November 12, 1982  | Engineer | Appoint on February 15, 2023 |
| 5 | Mr. Hoang Thanh Tung | October 9, 1985 | Engineer | Appoint on April 18, 2023  |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment /dismissal |
| Luu Thi Ly | September 24, 1986 | Bachelor of Economics | Appoint on May 17, 2023  |
| Bui Nhat Le | April 22, 1993  | Bachelor of Accounting | Dismissed on April 26, 2023  |

1. Training on Corporate Governance
2. List of affiliated persons of the Company and transactions between affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR

Loans:

* Mr. Hoang Ha Phuong - Chair of the Board of Directors lent the Company VND 1,970,000,000 in 2023 with an interest rate of 11% per year.
* Paying the loan of Mr. Nguyen Quang Hai - a Member of the Board of Directors with the amount of VND 300,000,000. The remaining loan balance after payment is VND 450,000,000, interest rate is 12% per year.
* Nalico Construction Investment Joint Stock Company lends the Company VND 26,250,000,000 in 2023, of which short-term loan is VND 14,250,000,000 with an interest rate of 11% per year; Short-term loan repayment during the year is VND 6,500,000,000. The remaining short-term loan balance after payment is VND 8,050,000,000. Long-term loan from Nalico Construction Investment Joint Stock Company during the year is VND 12,000,000,000 with an interest rate of 12% per year.
1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies under the Company: None
2. 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, 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 (calculated at the time of reporting).

Major transactions with affiliated parties:

* Nalico Construction Investment Joint Stock Company loaned the Company with the specific amount:
* Loan from Nalico Construction Investment Joint Stock Company is VND 26,250,000,000. Of which, short-term loan is VND 14,250,000,000 with an interest rate of 11% per year; Short-term loan payment during the year is VND 6,500,000,000. The remaining short-term loan balance after payment is VND 8,050,000,000; Long-term loan from Nalico Construction Investment Joint Stock Company during the year is VND 12,000,000,000 with an interest rate of 12% per year
* Loan purpose:
* Return the capital contribution of Công ty TNHH hai thành viên An Phú (tentatively translated as An Phu Two-Member LLC) Riverway Management Joint Stock No.3 according to Investment and Business Cooperation Contract No. 18.1/2018/HDHTKD- DDS3-AP dated August 24, 2018 between the Company and An Phu two-member LLC with a value of VND 11,289,950,000.
* Payment for receipt of transfer of all contributed capital at Công ty TNHH Hai thành viên Đường An Phú (tentatively translated as “An Phu Sugar Multi-member Limited Liability Company”) of An Phu Two-Member LLC with the value of contributed capital: VND 7,350,000,000
* Liquidate the Business Location Lease Contract (No. 06 Luong Ngoc Quyen Street, Hang Buom Ward, Hoan Kiem District, Hanoi City) No. 19/2016/HDTKS-DS3 dated October 22, 2016 between Riverway Management Joint Stock No.3 and Ms. Nguyen Thi Viet Loan.
	1. Transactions between the Company and companies where 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 (the General Manager): None
	2. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers:
* Mr. Hoang Ha Phuong sponsored the Company's office repair cost of VND 400,000,000
* Mr. Nguyen Quang Hai sponsored the Company's office repair cost of VND 300,000,000
1. Share transactions between PDMR and affiliated persons of PDMR
2. Company’s share transaction of PDMR and affiliated persons: None
3. Other significant issues: None