**VFS: Annual Corporate Governance Report 2022**

On January 30, 2024, Viet First Securities Corporation announced Report No. 01/2024/BCQT-VFS on the corporate governance 2023 as follows:

* Name of company: Viet First Securities Corporation
* Head office address: 1st floor, 117-119-121 Nguyen Du Street, Ben Thanh Ward, District 1, Ho Chi Minh city
* Tel: 028 6255 6586 Fax: 028 6255 6580 Email:
* Charter capital: VND 1,200,000,000,000
* Securities code: VFS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Management.
* Internal audit execution: Implemented.
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 08, 2023 | The Annual General Mandate 2023 approved the following contents:* Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Report on business activities of the Board of Management in 2022 and plan in 2023;
* Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Audited Financial Statements 2022.
* Proposal on selecting an audit company in 2023.
* Approve the remuneration of the Board of Directors and the Supervisory Board in 2022; Plan for profit distribution of 2022 and expectation of 2023.
* Report on the use of capital collected from the shares issuance to increase charter capital in 2021.
* Policy on executing contracts and transactions between the Company and related parties and approving major contracts and transactions.
* Approve the share issuance plan to increase charter capital in 2023.
* Implement operations related to the derivatives securities market.
* Amend the Corporation's Charter:
* Approve the listing of shares of the Company.
* Approve the dismissal and election of replacement members of the Board of Directors and the Supervisory Board
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1. BOARD OF DIRECTORS
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| 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 |
| Date of appointment | Dismissal date |
| 1 | Mr. Nguyen The Anh | Chair of the Board of Directors | April 10, 2021 |  |
| 2 | Mr. Tran Anh Thang | Permanent Vice Chair of the Board of Directors | April 10, 2021 |  |
| 3 | Ms. Nguyen Thi Thu Binh | Member of the Board of Directors | March 16, 2019 | April 08, 2023 |
| 4 | Mr. Dao Duc Anh | Member of the Board of Directors | March 16, 2019 | April 08, 2023 |
| 5 | Mr. Phan Thanh Dat | Member of the Board of Directors | March 16, 2019 | April 08, 2023 |
| 6 | Ms. Trinh Thi Lan | Member of the Board of Directors | April 08, 2023 |  |
| 7 | Mr. Nguyen Tai Vinh | Member of the Board of Directors | April 08, 2023 |  |
| 8 | Ms. Ta Hai Ha | Member of the Board of Directors | April 08, 2023 |  |

(\*) As of the date of election as members of the Board of Directors by the General Meeting of Shareholders for the current term.

On March 16, 2019, Mr. Nguyen The Anh was elected as a member of the Board of Directors for the term 2019-2024 and was elected as Chair of the Board of Directors of Viet First Securities Corporation from April 10, 2021, according to Resolution No. 03/2021/NQ/VFS-HDQT dated April 9, 2021.

On February 16, 2017, Mr. Tran Anh Thang was elected by the Board of Directors of Viet First Securities Corporation as a member of the Board of Directors for the term 2014-2019 and was officially approved at the Annual General Meeting of Shareholders in 2017 and assumed the position of Chair of the Board of Directors from March 29, 2017. According to Annual General Mandate No. 01/2019/NQ-VFS-DHDCD dated March 16, 2019, Mr. Tran Anh Thang was re-elected as a member of the Board of Directors for the term 2019-2024. And also held the position of Chair of the Board of Directors according to the Resolution No. 04/2019/NQ/VFS-HDQT dated March 21, 2019. From April 10, 2021, Mr. Tran Anh Thang ceased to hold the position of Chair of the Board of Directors of Viet First Securities Corporation and took up the position of Permanent Vice Chair of the Board of Directors according to the Resolution No. 03/2021/NQ/VFS-HDQT dated April 9, 2021.

According to the Annual General Mandate in 2023 No. 01/2023/NQ/VFS-DHDCD dated April 8, 2023, Ms. Trinh Thi Lan, Mr. Nguyen Tai Vinh were elected as members of the Board of Directors, and Ms. Ta Hai Ha was elected as an Independent Member of the Board of Directors, for the term 2019-2024.

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No.  | Board Resolution/Board Decision No. | Date | Content |
| 01 | 01/2023/NQ/VFS-HDQT | February 01, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 02 | 02/2023/NQ/VFS-HDQT | February 14, 2023 | Approve the resignation request for the position of Deputy General Manager by Ms. Nguyen Thi Thu Binh effective from February 15, 2023, and the official cessation of her position as a member of the Board of Directors will be presented for approval at the Annual General Meeting of Shareholders 2023. |
| 03 | 03/2023/NQ/VFS-HDQT | March 01, 2023 | Approve the appointment of Ms. Nguyen Thi Thu Hang to the position of Deputy General Manager of the Company. |
| 04 | 05/2023/NQ/VFS-HDQT | April 18, 2023 | Approve the appointment of Ms. Trinh Thi Lan to the position of Deputy General Manager of the Company. |
| 05 | 06/2023/NQ/VFS-HDQT | April 24, 2023 | Approve the implementation of listing VFS shares on the HNX. |
| 06 | 07/2023/NQ/VFS-HDQT | June 09, 2023 | Approve the implementation of the private placement of shares in 2023. |
| 07 | 08/2023/NQ/VFS-HDQT | June 25, 2023 | Approve on the signing of the 2023 audit contract with Southern Auditing & Accounting Financial Consulting Services Company Limited. |
| 08 | 09/2023/NQ/VFS-HDQT | June 29, 2023 | Approve the cancellation of share transaction registration, implementing tasks to officially list on the HNX. |
| 09 | 10/2023/NQ/VFS-HDQT | July 14, 2023 | Approve the appointment of Mr. Nguyen Tai Vinh - Member of the Board of Directors to the position of Deputy General Manager of the Company. |
| 10 | 11/2023/NQ/VFS-HDQT | August 22, 2023 | Approve the results of the private placement 2023 |
| 11 | 12/2023/NQ/VFS-HDQT | August 31, 2023 | * Approve the adjustment of the Business Registration Certificate, Establishment and Operation License.
* Amendment of the Company's Charter according to the new charter capital after completing the private placement of shares.
* Approve the registration of additional securities at VSD and additional listing of shares on the HNX.
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| 12 | 13/2023/NQ/VFS-HDQT | September 19, 2023 | Approve and promulgate the organizational structure model and functions and tasks of the company's units. |
| 13 | 15/2023/NQ/VFS-HDQT | November 09, 2023 | Approve on borrowing and using company assets as collateral at EVN Finance Joint Stock Company. |
| 14 | 16/2023/NQ/VFS-HDQT | November 21, 2023 | Approve on investing in government bonds, government-guaranteed bonds, bonds issued by financial institutions. Approve on borrowing and implementing collateral measures at financial institutions for the purpose of supplementing working capital to support the company's business operations. |
| 15 | 17/2023/NQ/VFS-HDQT | November 29, 2023 | Approve on the registration dossiers, application for the securities trading business license for derivatives. |

1. 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 | Mr. Tran Van Duong | Chief of the Supervisory Board | Appointed in March 16, 2019 | Bachelor of Economics: |
| 2 | Mr. Truong Van Tien | Member of the Supervisory Board | Appointed in April 03, 2021 | Bachelor of Economics: |
| 3 | Ms. Trinh Thi Lan | Member of the Supervisory Board | Dismissal date April 08, 2023 | Bachelor of Economics: |
| 4 | Mr. Nguyen Minh Thang | Member of the Supervisory Board | Appointed in April 08, 2023 | Bachelor of Business Administration. |

(\*\*) As of the date of election as members of the Supervisory Board by the General Meeting of Shareholders for the current term.

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date and monthDate of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Tran Anh Thang Title: General Manager |  | Master of FinanceBachelor of Business Administration | Appointed on December 14, 2021.April 10, 2021 |
| 2 | Ms. Nguyen Thi Thu Binh Title: Deputy General Manager |  | Bachelor of Laws, Bachelor of Economics | Dismissal dateFebruary 15, 2023 |
| 3 | Ms. Nguyen Thi Thu Hang Position: Deputy General Manager, Director of Hanoi Branch |  | Master of Economics | Appointed as Manager of the Branch on January 20, 2020, and appointed to the position of Deputy General Manager on March 1, 2023 |
| 4 | Ms. Trinh Thi LanPosition: Deputy General Manager |  | Bachelor of Economics: | Appointed on April 18, 2023 |
| 5 | Mr. Nguyen Tai Vinh Position: Deputy General Manager |  | Bachelor of Commerce | Appointed on December 14, 2021.July 14, 2023 |
| 6 | Ms. Le Thi Thuy Dung Position: The Chief Accountant |  | Bachelor of Accounting | Appointed on December 14, 2021.December 01, 2018 |

(\*\*) From the date on which members of the Executive Board started holding the current position

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Ms. Le Thi Thuy Dung |  | Bachelor of Accounting | Appointed in December 01, 2018 |

1. Training on corporate governance
2. List of affiliated persons of the public company and transactions of the affiliated persons of the Company with the Company itself.

1 Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Tran Anh Thang | Permanent Vice Chair of the Board of Directors, General Manager, legal representative, person in charge of corporate governance |  |  | In 2023 |  | Securities transaction fees/charges: VND 8 70,149,679  |  |
| 2 | Nguyen Thi Thu Binh | Member of the Board of Directors, Deputy General Manager, Authorized person in chare of Information Disclosure (resigned) |  |  | January 01, 2023 to April 08, 2023 |  | Securities transaction fee: VND 3,950,037Securities transaction charges collected: VND 6,614,472 |  |
| 3 | Nguyen Tai Vinh | Member of the Board of Directors, Deputy General Manager |  |  | April 08, 2023 - December 31, 2023 |  | Securities transaction fees/charges: VND 102,960,000  |  |
| 4 | Trinh Thi Lan | Member of the Board of Directors, Deputy General Manager, (resigned from the position of member of the Supervisory Board as of April 8, 2023) |  |  | In 2023 |  | Securities transaction fees/charges: VND 12,562,615  |  |
| 5 | Ta Hai Ha | Independent member of the Board of Directors |  |  | April 08, 2023 - December 31, 2023 |  | Securities transaction fees/charges: VND 166,230  |  |
| 6 | Tran Van Duong | Chief of the Supervisory Board |  |  | In 2023 |  | Securities transaction fees/charges: VND 461,547,470 |  |
| 7 | Truong Van Tien | Member of the Supervisory Board |  |  | In 2023 |  | Advance, Securities transaction fees: VND 151,169,993Advance collected, transaction fees: 151,110,668 |  |
| 8 | Nguyen Thi Thu Hang | Deputy General Manager, Manager of Hanoi Branch, Authorized person in charge of Information Disclosure  |  |  | In 2023 |  | Securities transaction fees/charges: VND 830,250  |  |
| 9 | Nguyen Ngoc Hong Phuong | Specialist of Internal Audit |  |  | In 2023 |  | Securities transaction fees/charges: VND 125,768  |  |
| 10 | Tran Thi Lan Anh | Affiliated person of Mr. Tran Anh Thang – Permanent Vice Chair of the Board of Directors, General Manager, legal representative, person in charge of corporate governance |  |  | In 2023 |  | Securities transaction fees/charges: 103,128,599 |  |
| 11 | Nguyen Thi Minh Nguyet | Affiliated person of Mr. Truong Van Tien - Member of the Supervisory Board |  |  | In 2023 |  | Advance/advance collected, Securities transaction fees/charges: VND 14,678,775  |  |
| 12 | Nguyen Tai Cuong | Affiliated person of Mr. Nguyen Tai Vinh - Member of the Board of Directors, Deputy General Manager |  |  | April 08, 2023 - December 31, 2023 |  | Advance, Securities transaction fees/charges: VND 325,097,903 |  |
| 13 | Dang Bich Nga | Affiliated person of Mr. Nguyen Tai Vinh - Member of the Board of Directors, Deputy General Manager |  |  | April 08, 2023 -December 31, 2023 |  | Securities transaction fees/charges: VND 2,367,434 |  |
| 14 | EVN Finance Joint Stock Company | Major shareholder; | 0102806367, Date of issue:July 11, 2023, Place of issue: Hanoi Department of Planning and Investment  | Floors 14,15,16, Tower B, EVN Building, No. 11 Cua Bac,Truc Bach Ward, Ba Dinh District,Hanoi | August 21, 2023 -December 31, 2023 | 15/2023/NQ/VFS-HDQT dated November 9, 2023 | * Securities transaction fees/charges: VND 517,069,017
* Loans/loan repayments: VND 100,000,000,000, interest payments: 279452055
* Fixed-term deposit balance: VND 350,000,000,000
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Notes: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate No., License on Operation No., or equivalent legal documents (for institutions)/NSH:

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries under the authority of the Company: None
2. 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 the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers. None
3. Share transactions of PDMR and affiliated persons of PDMR:
4. Company’s share transaction of 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 | Ms. Nguyen Thi Thu Binh | Member of the Board of Directors, Deputy General Manager, authorized person in charge of information disclosure for PDMR (resigned) | 496,600 | 0.6188 | 425,100 | 0.5297 | Sold 71,500 shares from January 1, 2023, to April 8, 2023. Number of shares/rate at the end of the period as of April 8, 2023 |
| 2 | Mr. Truong Van Tien | Member of Supervisory Board - PDMR | 15,000 | 0.0187 | 9,000 | 0.0075 | Sell |
| 3 | Ms. Nguyen Ngoc Hong Phuong | Specialist of Internal Audit - PDMR | 5,000 | 0.0062 | 3,500 | 0.0029 | Sell |
| 4 | Mr. Tran Anh Thang | Permanent Vice Chair of the Board of Directors, General Manager, legal representative, person in charge of corporate governance | 8,613,000 | 10.73 | 15,613,000 | 13.01 | Purchased directly from the issuing organization through a private placement of shares |

1. OTHER SIGNIFICANT ISSUES: None.