**VKC: Annual Corporate Governance Report 2023**

On January 30, 2024, VKC Holdings Join Stock Company announced Report No. 23/2024/BCQT/VKC on the corporate governance in 2023, as follows:

* Name of company: VKC Holdings Join Stock Company
* Head office address: 854 National Highway 1K, Chau Thoi Quarter, Binh An Ward, Di An Town, Binh Duong
* Tel: 0274 3751 501 Fax: 0274 3751 699; Email: [info@vkcholdings.vn](mailto:infor@vkcholdings.vn)
* Charter capital: VND 200,000,000,000
* Securities code: VKC
* Corporate Governance Model:
* The General Meeting, the Board of Directors, Supervisory Board and the Managing Director.
* Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance providing guidelines on information disclosure on securities market. VKC Holdings Join Stock Company reports on the corporate governance situation in 2023:

1. Activities of the General Meeting

Information about the meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' opinions via a ballot)

On August 18, 2023 at 854 Q1K, Chau Thoi Quarter - Binh An Ward - Di An City - Binh Duong Province. VKC Holdings Join Stock Company held the 3rd Annual General Meeting 2023. The order and procedures for the organization and authority to promulgate the General Mandate of Meeting complied with the provisions of law and the Company's charter.

The 3rd Annual General Meeting 2023 approved General Mandate No. 117/2023/DHDCDTN/VKC dated August 18, 2023, with the following contents:

1. Approve the Report on the activities of the Board of Directors in 2022 and the activities plan for 2023
2. Approve the report of the Board of Management on production and business activities 2022; The operational plan 2023.
3. Approve the report on activities of the Supervisory Board in 2022.
4. Approve the Proposal on the Audited Financial Statements 2022 of the Company.
5. Approve the Proposal on production and business results and profit distribution in 2022.
6. Approve the Proposal on the production and business plan for 2023.
7. Approve the Proposal on remuneration of the Board of Directors and Supervisory Board.
8. Approve the Proposal on authorizing the Board of Directors in selecting audit company.
9. Approve the Proposal on approving the property transfer plan in Long An.
10. Approve the Proposal on approving the liquidation plan for fixed assets and inventory.
11. Approve the Proposal on approving the plan on transfer land lease rights.
12. Approve the Proposal on approving the plan on transfer assets or adding collateral for the VKCH2123001 bond lot at My Phuoc Tan Van.
13. Approve the Proposal on amending the Company’s Charter.
14. Approved the list of candidates to elect the Board of Directors for the term of 2021 - 2026, including:

* Mr. Than Xuan Nghia (Resume attached)
* Mr. Nguyen Tan Tai

1. Approve the list of candidates to elect the Supervisory Board for the term of 2021 - 2026, including:

* Mr. Lam Hoang Hai (Resume attached)
* Mr. Le Van Hiep (Resume attached)
* Mr. Pham Cong Tinh (Resume attached)
* Approve the voting results on the members of the Board of Directors and the Supervisory Board
* Mr. Than Xuan Nghia - Member of the Board of Directors
* Mr. Lam Hoang Hai - Member of the Supervisory Board:
* Mr. Le Van Hiep - Member of the Supervisory Board
* Mr. Pham Cong Tinh - Member of the Supervisory Board

Other contents (under the authority of the General Meeting).

1. BOARD OF DIRECTORS
2. Information about the 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 | Pham Hoang Sinh | Chair of the Board of Directors | July 20, 2022 | Resigned on December 15, 2023 |
| 2 | Than Xuan Nghia | Chair of the Board of Directors | August 25, 2023 |  |
| 3 | Nguyen Van Thai | Member of the Board of Directors | July 20, 2022 |  |
| 4 | Le Minh Chi | Member of the Board of Directors of the Company | July 20, 2022 |  |
| 5 | Nguyen Trung Truc | Member of the Board of Directors | July 20, 2022 |  |

1. Board Resolutions/Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolution | Date | Contents |
| 1 | 66/2023/VKC/NQ-HDQT | April 24, 2023 | Extend the organization of the Annual General Meeting 2023 and approve the record date for the list of shareholders attending the Annual General Meeting 2023. |
| 2 | 75/2023/VKC/BBH-HDQT | May 31, 2023 | Approve the resignation letter of Mr. Nguyen Trung Truc from the position of Deputy Managing Director.  Approve the contents of the Annual General Meeting 2023 |
| 3 | 95/2023/VKC/NQ-HDQT | June 30, 2023 | Approve the convening of the Annual General Meeting 2023 for the second time. |
| 4 | 109/2023/VKC/NQ-HDQT | July 28, 2023 | Approve the organization of the Annual General Meeting 2023 for the second time. |
| 5 | 131-1/2023/VKC/NQ-HDQT | September 11, 2023 | Approve establishing the Asset Liquidation Committee, approve finding partners to support the Company’s finance, approve VPBank's loan handling plan submitted to the next General Meeting, approve the final settlement of investments in Khang Gia Hung Gia, approve the proposal on establishing the Advisory Board and approve the reappointment of Mr. Nguyen Trung Truc as Permanent Deputy Managing Director. |
| 6 | 156/2023/VKC/NQ-HDQT | October 15, 2023 | Approve the establishment of the Debt Handling Council of VKC Holdings Joint Stock Company |

1. Supervisory Board
2. Information about members of 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 | Ngo Xuan Long | Chief | Appointed on July 20, 2022  Dismissed on November 14, 2022 |  |
| 2 | Dinh Thi Hoan | Member | Appointed on July 20, 2022  Dismissed on May 30, 2023 |  |
| 3 | Le Thi Thanh Thuy | Member | Appointed on July 20, 2022  Dismissed on March 10, 2023 |  |
| 4 | Lam Hoang Hai | Chief | Appointed on August 25, 2022 | Master of Finance |
| 5 | Pham Cong Tinh | Member | Appointed on August 18, 2023 | Bachelor |
| 6 | Le Van Hiep | Member | Appointed on August 18, 2023 | Bachelor |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Nguyen Van Thai | 1972 | Bachelor in Business Administration | Appointed on July 26, 2022 |
| 2 | Nguyen Trung Truc | November 04, 1974 | Engineer | Appointed on November 15, 2022  Dismissed on May 31, 2023  Reappointed on September 11, 2023 |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment/dismissal: |
| Trinh Ngoc Thanh Liem | October 28, 1981 | Bachelor in Finance and Accounting | Appointed on November 15, 2022 |

1. Corporate governance training
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR: None
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None
5. Transactions between the Company and other entities: None
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None
   2. Transactions between Company and the company that related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors or Executive Manager (Managing Director): 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, Executive Manager (Managing Director) and other managers. None
6. Share transactions of PDMR and related persons of PDMR
7. Transaction of PDMR and related persons related to the Company’s shares: None
8. Other significant issues: None