**CEO: Annual Corporate Governance Report 2023**

On January 30, 2024, C.E.O Group Joint Stock Company announced Report No. 12501/2024/BC/CEO-CTHDQT on the corporate governance 2023 as follows:

The Company’s name: C.E.O Group Joint Stock Company

Headquarters address: Floor 5th, CEO Tower, HH2-1, Me Tri Ha new urban, Pham Hung St., Me Tri ward, Nam Tu Liem district, Hanoi city

Phone number 0243.7875136 Fax: 0243.7875137

Charter capital: VND 5,146,787,600,000

Security code: CEO

Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Manager.

Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

In 2023, C.E.O Corporation (the Company) held 02 Annual General Meetings of Shareholders (AGMs) as follows:

On June 30, 2023, the Company organized the first Annual General Meetings of Shareholders of 2023, however, due to the insufficient attendance of shareholders as required by regulations, the conditions for conducting the Annual General Meetings of Shareholders were not met.

On July 25, 2023, the Company held the second Annual General Meetings of Shareholders of 2023 to approve the following matters within the jurisdiction of the Annual General Meetings of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | July 25, 2023 | * Approve the Report of the Board of Management on the production and business results in 2022 and the production and business plan for 2023;
* Approve the Report on Activities of the Board of Directors in 2022 and the orientation for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve the Audited Financial Statement 2022 and the Profit distribution plan for 2022;
* Approve the Proposal on selecting an audit company for the fiscal year 2023.
* Approve the Proposal on the remuneration of the Board of Directors and the Supervisory Board in 2023
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1. The Board of Directors
2. Information about members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member/independent member of the Board of Directors |
| Date of appointment | Date of dismissal |
| 1 | Mr. Doan Van Binh | Chair of the Board of Directors | April 29, 2022 |  |
| 2 | Mr. Doan Van Minh | Member of the Board of Directors | April 29, 2022 |  |
| 3 | Ms. Vu Thi Lan Anh | Member of the Board of Directors | April 29, 2022 |  |
| 4 | Mr. Tran Trung Ket | Member of the Board of Directors | April 29, 2022 |  |
| 5 | Mr. Hoang Thiet Hung | Independent member of the Board of Directors | April 29, 2022 |  |

1. Board Resolutions/Board Decisions in 2023

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| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1. | 01/2023/NQ-HDQT | February 09, 2023 | Approve transactions contracts between C.E.O Corporation and related parties in 2023. |
| 2. | 02/2023/NQ-HDQT | March 03, 2023 | Approve on changing the legal representatives and amendment of the Charter of C.E.O Hospitality Limited Liability Company. |
| 3. | 02a/2023/NQ- HDQT | March 03, 2023 | Approve the dismissal and appointment of members of the Board of Directors of C.E.O Hospitality Limited Liability Company for the term 2021-2026. |
| 4. | 02b/2023/NQ-HDQT | March 24, 2023 | Approve the adjustment of certain contents in implementing the infrastructure construction project of River Silk City New Urban Area. |
| 5. | 03/2023/NQ-HDQT | April 03, 2023 | Approve the extension of the time to organize the Annual General Meeting of Shareholders 2023 |
| 6. | 04/2023/NQ-HDQT | April 11, 2023 | Approve the amendment and supplementation of Board Resolution No. 14/2022/NQ-HĐQT dated August 23, 2022 on the implementation of the plan on share issuance to increase charter capital. |
| 7. | 05/2023/NQ-HDQT | May 08, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 8. | 06/2023/NQ-HDQT | June 19, 2023 | Approve the amendment of regulations on issuing shares under the employee stock ownership plan. |
| 9. | 07/2023/NQ-HDQT | June 01, 2022 | Approve on changing the legal representatives of C.E.O Hospitality Limited Liability Company. |
| 10. | 08/2023/NQ-HDQT | July 01, 2023 | Approve the organization of the second Annual General Meeting of Shareholders in 2023. |
| 11. | 09/2023/NQ-HDQT | July 04, 2023 | Approve the adjustment of the time for the 2nd Annual General Meeting of Shareholders in 2023. |
| 12. | 10/2023/NQ-HDQT | July 05, 2023 | Approve the record date for shareholders to exercise the rights to purchase shares |
| 13. | 11/2023/NQ-HDQT | July 11, 2023 | Approve on changing the transfer date of share purchase rights. |
| 14. | 11a/2023/NQ-HDQT | July 25, 2023 | Approve on planing the increase ownership percentage in subsidiary companies. |
| 15. | 11b/2023/NQ-HDQT | August 08, 2023 | Approve selecting an audit company to audit the Financial Statements 2023.Financial Statement 2023 |
| 16 | 12/2023/NQ-HDQT | August 12, 2023 | Approve the handling of the remaining shares of the share issuance under the Employee Stock Ownership Plan |
| 17. | 13/2023/NQ-HDQT | August 24, 2023 | Approve the results of the issuance of shares under the Employee Stock Ownership Plan (ESOP) program |
| 18. | 14/2023/NQ-HDQT | September 21, 2023 | Approve the handling of fractional shares and undistributed shares due to existing shareholders not exercising their purchase rights |
| 19. | 15/2023/NQ-HDQT | September 28, 2023 | Approve the results of the share offering to existing shareholders to increase the charter capital |
| 20. | 15a/2023/NQ- HDQT | October 20, 2023 | Approve the proposal to increase ownership stake in Phu Quoc Housing And Urban Development Joint Stock Company |
| 21. | 16a/2023/NQ- HDQT | October 25, 2023 | Approve the proposal on the use of proceeds from the share offering |
| 22. | 17/2023/NQ-HDQT | November 06, 2023 | Approve the adjustment of certain contents in implementing the Infrastructure Construction Project of River Silk City New Urban Area |
| 23. | 18/2023/NQ-HDQT | November 17, 2023 | Approve the amendment of business registration contents of C.E.O International Company Limited |
| 24. | 19/2023/NQ-HDQT | November 27, 2023 | Approve the amendment of business registration contents of C.E.O International Company Limited |
| 25. | 20-2023/NQ-HDQT | November 27, 2023 | Approve the proposal on transactions with banks, partners |
| 26. | 21/2023/NQ-HDQT | December 15, 2023 | Approve the proposal on human resources management throughout the Corporation |

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

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| --- | --- | --- | --- | --- |
| No. | Member of Supervisory Board | Position | Date of appointment/dismissal as member of the Board of DirectorsMember of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Thuy Linh | Chief of the Supervisory Board | April 29, 2022 | Bachelor of Finance - Accounting |
| 2 | Ms. Nguyen Thu Phuong | Member of the Supervisory Board | April 29, 2022 | Bachelor of Finance - Accounting |
| 3 | Mr. Bui Duc Thuyen | Member of the Supervisory Board | April 29, 2022 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Doan Van Minh | April 05, 1976 | Master in Business Administration | July 17, 2020 |
| 2 | Mr. Ta Van To | August 14, 1971 | Construction Engineer | May, 2014 |
| 3 | Ms. Vu Thi Lan Anh | July 02, 1973 | Master of Business Administration | June 02, 2015 |
| 4 | Mr. Cao Van Kien | March 17, 1979 | Construction Engineer | May 16, 2015 |
| 5 | Mr. Tran Dao Duc | October 30, 1973 | Master of Economics | August 01, 2016 |
| 6 | Ms. Do Phuong Anh | February 08, 1979 | Bachelor of Economics | February 25, 2019 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Do Thi Thom | March 10, 1980 | Bachelor of Finance and Accounting | October 28, 2010 |

1. Training on corporate governance:
2. List of affiliated persons of the Company and transactions between the affiliated persons 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 and affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No.\*, date of issue, place of issue | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content | Note |
| 1. | C.E.O Group Joint Stock Company | Subsidiaries | 0700525669 | 5th Floor, CEO Tower, HH2-1, New Urban Area Me Tri Ha, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi | January 11, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Providing event organization services |  |
| 2. | Van Don Tourism Development And Investment Joint Stock Company | Subsidiaries | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | October 04, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Trading in construction steel for the Sonasea Van Don Harbor City resort complex project |  |
| 3. | Van Don Tourism Development And Investment Joint Stock Company | Subsidiaries | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | November 07, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying hotel TVs and operating systems |  |
| 4. | Van Don Tourism Development And Investment Joint Stock Company | Subsidiaries | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 05, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying bedspreads, sheets, pillows, mattresses - for hotels and resort apartments |  |
| 5. | Van Don Tourism Development And Investment Joint Stock Company | Subsidiaries | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 14, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying electric cars |  |
| 6. | Van Don Tourism Development And Investment Joint Stock Company | Subsidiaries | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 20, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying GYM equipment |  |
| 7. | Phu Quoc Investment And Development Joint Stock Corporation | Subsidiaries | 1700446176 | Sonasea Villas and Resort Complex, Group 5, Duong Bao Hamlet, Duong To Commune, Phu Quoc City, Kien Giang Province, Vietnam | October 18, 2023 | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying King-sized duvet covers and towels for Novotel Phu Quoc hotel |  |
| 8. | Phu Quoc Investment And Development Joint Stock Corporation | Subsidiaries | 1700446176 | Sonasea Villas and Resort Complex, Group 5, Duong Bao Hamlet, Duong To Commune, Phu Quoc City, Kien Giang Province, VietnamMale | November 15, 2023. | 01/2023/NQ-HDQTFebruary 09, 2023. | Supplying King-sized duvet covers and towels for 96 villas |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the listed 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 Executive General Manager have been being founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (calculated at the time of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | ID card/Passport No/Business Registration, Date of issue, Place of issue | Head office address/Contact address | Time of transaction | 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. | C.E.O Group Joint Stock Company | Ms. Vu Thi Lan Anh - Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Travel  | 0700525669 | 5th Floor, CEO Tower, HH2-4, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi. | January 11, 2023 | 01/2023/NQ-HDQT | Providing event organization services |  |
| 2. | Van Don Tourism Development And Investment Joint Stock Company(CEO Van Don) | Mr. Doan Van Binh* Mr. Doan Van Binh - Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Van Don

Ms. Vu Thi Lan Anh* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Van Don

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | October 04, 2023 | 01/2023/NQ-HDQT | Trading in construction steel for the Sonasea Van Don Harbor City resort complex project |  |
| 3. | Van Don Tourism Development And Investment Joint Stock Company(CEO Van Don) | Mr. Doan Van Binh* Mr. Doan Van Binh - Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Van Don

Ms. Vu Thi Lan Anh* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Van Don

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | November 07, 2023 | 01/2023/NQ-HDQT | Supplying hotel TVs and operating systems |  |
| 4. | Van Don Tourism Development And Investment Joint Stock Company(CEO Van Don) | Mr. Doan Van Binh* Mr. Doan Van Binh - Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Van Don

Ms. Vu Thi Lan Anh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 05, 2023 | 01/2023/NQ-HDQT | Supplying bedspreads, sheets, pillows, mattresses - for hotels and resort apartments |  |
| 5. | Van Don Tourism Development And Investment Joint Stock Company(CEO Van Don) | Mr. Doan Van Binh - Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Van DonMs. Vu Thi Lan Anh* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Van Don

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 14, 2023 | 01/2023/NQ-HDQT | Supplying electric cars |  |
| 6. | Van Don Tourism Development And Investment Joint Stock Company(CEO Van Don) | Mr. Doan Van Binh* Mr. Doan Van Binh - Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Van Don

Ms. Vu Thi Lan Anh* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Van Don

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 5701879860 | Bai Tu Long Ecotourism Area, Ha Long Commune, Van Don District, Quang Ninh Province, Vietnam | December 20, 2023 | 01/2023/NQ-HDQT | Supplying GYM equipment |  |
| 7. | Phu Quoc Investment And Development Joint Stock Corporation(CEO Phu Quoc) | Mr. Doan Van Binh* Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Phu Quoc

Mr. Tran Trung Ket* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Phu Quoc

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 1700446176 | Sonasea Villas and Resort Complex, Group 5, Duong Bao Hamlet, Duong To Commune, Phu Quoc City, Kien Giang Province, Vietnam | October 18, 2023 | 01/2023/NQ-HDQT | Supplying King-sized duvet covers and towels for Novotel Phu Quoc hotel |  |
| 8. | Phu Quoc Investment And Development Joint Stock Corporation(CEO Phu Quoc) | Chair of the Board of Directors of the Group is also Chair of the Board of Directors of CEO Phu Quoc Mr. Tran Trung Ket* Member of the Board of Directors of the Group is currently a Member of the Board of Directors of CEO Phu Quoc

Mr. Doan Van Minh* Member of the Board of Directors, General Manager of the Group is also a Member of the Board of Directors of CEO Van Don
 | 1700446176 | Sonasea Villas and Resort Complex, Group 5, Duong Bao Hamlet, Duong To Commune, Phu Quoc City, Kien Giang Province, Vietnam | November 15, 2023 | 01/2023/NQ-HDQT | Supplying King-sized duvet covers and towels for 96 villas |  |

* 1. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager None.
	2. Other transactions of the Company (if any) can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board and the Executive General Manager: None.
1. Share transactions of PDMR and affiliated persons of PDMR:
2. Company’s share transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position/Relations with the PDMR | Number of shares owned at the beginning of the period | Number of shares | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |  |
| 1. | Mr. Doan Van Binh | The Chair of the Board of Directors | 70,500,000 | 27.4% | 97,266,860 | 18.9% | Exercise of rights to purchase additional shares and Transfer of one right to purchase additional shares |
| 2. | Mr. Doan Van Minh | Member of the Board of Directors, General Manager | 50 | 0% | 142,910 | 0.028% | Implement the rights to buy additional shares |
| 3. | Mr. Tran Trung Ket | Member of the Board of Directors | 10000 | 0.003% | 165,427 | 0.032% | Implement the rights to buy additional shares |
| 4. | Ms. Vu Thi Lan Anh | Member of the Board of Directors | 0 | 0% | 141,000 | 0.027% | Implement the rights to buy additional shares |
| 5. | Mr. Hoang Thiet Hung | Independent member of the Board of Directors | 0 | 0% | 72,076 | 0.014% | Implement the rights to buy additional shares |
| 6. | Ms. Tran Thi Thuy Linh | Chief of the Supervisory Board; | 79,875 | 0.031% | 254,295 | 0.049% | Implement the rights to buy additional shares |
| 7. | Mr. Bui Duc Thuyen | Member of the Supervisory Board | 50035 | 0.019% | 147,938 | 0.029% | Implement the rights to buy additional shares |
| 8. | Ms. Nguyen Thu Phuong | Member of the Supervisory Board | 0 | 0% | 28,234 | 0.005% | Implement the rights to buy additional shares |
| 9. | Mr. Ta Van To | Permanent Deputy General Manager | 0 | 0% | 129,035 | 0.025% | Implement the rights to buy additional shares |
| 10. | Mr. Cao Van Kien | Deputy General Manager | 0 | 0% | 120,000 | 0.023% | Implement the rights to buy additional shares |
| 11. | Mr. Tran Dao Duc | Deputy General Manager | 0 | 0% | 108,700 | 0.021% | Implement the rights to buy additional shares |
| 12. | Ms. Do Phuong Anh | Deputy General Manager | 1072500 | 0.42% | 2,240,300 | 0.43% | Implement the rights to buy additional shares |
| 13. | Ms. Do Thi Thom | The Chief Accountant | 5 | 0% | 105,605 | 0.02% | Implement the rights to buy additional shares |
| 14. | Ms. Ngo Thi Nguyet Anh | Company’s Secretariat | 900 | 0.0003% | 95,680 | 0.018% | Implement the rights to buy additional shares |
| 15. | Ms. Doan Thi Hoai Thu | Sister of the Chair of the Board of Directors, General Manager | 0 | 0% | 31,789 | 0.0062% | Implement the rights to buy additional shares |
| 16. | Ms. Nguyen Khanh Thu | Sister-in-law of the Chair of the Board of Directors, General Manager | 2,177 | 0.0008% | 34,310 | 0.007% | Implement the rights to buy additional shares |
| 17. | Tran Thi Giang | Sister of the Board Member, Wife of Deputy General Manager | 0 | 0% | 25,000 | 0.005% | Implement the rights to buy additional shares |
| 18. | Mr. Tran Van Doan | Brother of member of the Board of Directors | 22,500 | 0.008% | 40,000 | 0.007% | Implement the rights to buy additional shares |
| 19. | Ms. Bui Thi Ha Phuong | Daughter of the Board Member, Member of the Supervisory Board | 0 | 0% | 50,000 | 0.009% | Implement the rights to buy additional shares |
| 20. | Mr. Nguyen QuangKhang | Husband of a member of the Supervisory Board | 0 | 0% | 30,000 | 0.006% | Implement the rights to buy additional shares |
| 21. | Mr. Ta Van Tuan | Litter brother of the Deputy Permanent General Manager | 0 | 0% | 51,900 | 0.01% | Implement the rights to buy additional shares |
| 22. | Mr. Doan Tien Trung | Husband of the Chief Accountant | 0 | 0% | 50,000 | 0.009% | Implement the rights to buy additional shares |
| 23. | Mr. Do Van Yen | Younger brother of the Chief Accountant | 0 | 0% | 51,190 | 0.009% | Exercise of rights to purchase additional shares |
| 24. | Mr. Do Van Tien | Younger brother of the Chief Accountant | 0 | 0% | 76,999 | 0.015% | Implement the rights to buy additional shares |
| 25. | Ms. Nguyen Thi Thanh Huong | Sister-in-law of the Company’s Secretariat | 0 | 0% | 25,000 | 0.005% | Implement the rights to buy additional shares |
| 26. | Truong Thuan Trading and Investment Limited Liability Company | Company owned by Ms. Do Phuong Anh - Deputy General Manager as the Owner and Legal Representative | 0 | 0% | 42,500,000 | 8.26% | Acceptance of the transfer of rights to purchase additional shares and Exercise of rights to purchase additional shares |

1. OTHER SIGNIFICANT ISSUES: None.