**SGC: Annual Corporate Governance Report 2023**

On January 23, 2024, Sa Giang Import Export Corporation announced Report No. 02/SG-BCQT on the corporate governance in 2023 as follows:

* Name of public company: Sa Giang Import Export Corporation
* Head office address: Lot CII-3, C Industrial Park, Sa Dec City, Dong Thap Province
* Tel: 02773.763.155 - 02773.764.479 Fax: 02773.763.152
* Charter capital: VND 71,475,800,000
* Securities code: SGC
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager

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 | Contents |
| 1 | 02-2023/NQ-DHCD | May 11, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (2023)
2. Information about members of the Board of Directors

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| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Van Kiem | Chair of the Board of Directors | May 11, 2023 |  |
| 2 | Ms. Truong Thi Le Khanh | Members of the Board of Directors | May 11, 2023 |  |
| 3 | Ms. Nguyen Ngo Vi Tam | Member of the Board of Directors | May 11, 2023 |  |
| 4 | Ms. Tran Thi Thanh Thuy | Members of the Board of Directors | May 11, 2023 |  |
| 5 | Ms. Le Thi Dieu Thi | Members of the Board of Directors, General Manager of the Company | May 11, 2023 |  |
| 6 | Ms. Tang Thi Mong Tien | Member of the Board of Directors, Deputy General Manager of the Company | May 11, 2023 |  |
| 7 | Mr. Pham Thanh Hung | Members of the Board of Directors | November 08, 2019 | May 11, 2023 |
| 8 | Ms. Nguyen Thi Kim Dao | Members of the Board of Directors | June 02, 2021 | May 11, 2023 |

1. Board Resolutions/Decisions (in 2023):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT | January 09, 2023 | Approve purchasing the assets of Nam Son Ha Co., Ltd |
| 2 | 02/2023/NQ-HDQT | February 01, 2023 | Approve the investment in instant pho production line |
| 3 | 01/2023/QD-HDQT | February 02, 2023 | Appoint Ms. Nguyen Thi Phuong Uyen to hold the position of Head of Quality Management Department of Sa Giang Import Export Corporation |
| 4 | 02/2023/QD-HDQT | February 02, 2023 | Appoint Ms. Nguyen Thi An Tu as the Manager of Xí nghiệp Sa Giang 3 (tentatively translated as Sa Giang 3 Factory) under the Company |
| 5 | 03/2023/QD-HDQT | February 02, 2023 | Appoint Ms. Mai Thi Tuoi as Manager of Xí nghiệp Thực phẩm (tentatively translated as Food Factory) including Vermicelli Factory and Rice Paper Factory under the Company |
| 6 | 04/2023/QD-HDQT | February 02, 2023 | Appoint Ms. Phan Thi Kim Khanh as the Deputy Manager of Xí nghiệp Sa Giang 1 (tentatively translated as Sa Giang 1 Factory) under the Company |
| 7 | 05/2023/QD-HDQT | February 02, 2023 | Remove the position as Manager of Xí nghiệp Sa Giang 3 (tentatively translated as Sa Giang 3 Factory) under the Company for Ms. Nguyen Thi Giang Thanh, Head of R&D Department |
| 8 | 03/2023/NQ-HDQT | March 17, 2023 | Approve the time extension to organize the Annual General Meeting of Shareholders 2023 |
| 9 | 04/2023/NQ-HDQT | March 21, 2023 | Approve the date to hold the Annual General Meeting of Shareholders 2023 |
| 10 | 05/2023/NQ-HDQT | May 11, 2023 | Approve the dismissal as the Company’s General Manager from May 11, 2023 for Mr. Nguyen Van Kiem |
| 11 | 06/2023/NQ-HDQT | May 11, 2023 | The Board of Directors unanimously nominated Mr. Nguyen Van Kiem to hold the position of Chair of the Board of Directors of the Company from May 11, 2023 |
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| 12 | 07/2023/NQ-HDQT | May 11, 2023 | Appoint Ms. Le Thi Dieu Thi, born on August 15, 1975 to hold the position of: General Manager - Legal representative of Sa Giang Import Export Corporation |
| 13 | 06/2023/QD-HDQT | May 11, 2023 | Attached to this Decision is the Regulation on decentralization between the Board of Directors and the General Manager |
| 14 | 08/2023/NQ-HDQT | June 26, 2023 | Approve the authorization for the General Manager of the Company to sign documents related to the purchase of an instant pho line with a capacity of 3,000kg/8h, including: delivery records, test records, contract appendix (if any), payment documents, contract liquidation minutes  Approve the authorization for the General Manager of the Company to sign documents related to the purchase of Nam Son Ha Co., Ltd.’s assets, including: delivery records, contract appendix (if any), payment documents, contract liquidation minutes |
| 15 | 09/2023/NQ-HDQT | July 23, 2023 | Approve the selection of PWC (Vietnam) Limited as a service provider to review the Semi-annual Financial Statements and audit the Financial Statements 2023 of the Company. |
| 16 | 07/2023/QD-HDQT | August 18, 2023 | Approve the bonus policies for the remaining of 2023 for officers and employees |
| 17 | 10/2023/NQ-HDQT | August 31, 2023 | Pay dividends in cash 2022 to shareholders with the rate of 10%/charter capital (one share receives VND 1,000) |
| 18 | 11/2023/NQ-HDQT | November 29, 2023 | Approve to collect shareholders' opinion via a ballot on the issues under the authority of the General Meeting of Shareholders |
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| 19 | 12/2023/NQ-HDQT | November 29, 2023 | Approve the capital loan at  Joint Stock Commercial Bank for Foreign Trade of Vietnam |
| 20 | 08/2023/QD-HDQT | December 26, 2023 | Approve the New Year bonus policy 2024 |
| 21 | 09/2023/QD-HDQT | December 30, 2023 | Approve the handling of overdue debts |

1. The Supervisory Board (in 2023)
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Ha Thi Phuong Thuy Hong Nhung | Chief of the Supervisory Board | May 11, 2023 | Bachelor of Finance - Currency - Credit |
| 2 | Mr. Nguyen Trong Liem | Member of the Supervisory Board | May 11, 2023 | Master of Financial Management |
| 3 | Mr. Pham Thanh Tung | Member of the Supervisory Board | May 11, 2023 | Master of Finance |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Van Kiem | April 02, 1967 | Bachelor of Economics | Appointment date: November 27, 2019  Dismissal date: May 11, 2023 |
| 2 | Ms. Le Thi Dieu Thi | August 15, 1975 | Food technologist; Bachelor of Business Administration | Appointment date: May 11, 2023 |
| 3 | Mr. Nguyen Minh Nhut | October 20, 1984 | Food Technologist | Appointment date: June 21, 2021 |
| 4 | Ms. Tang Thi Mong Tien | March 07, 1989 | Bachelor of Accounting | Appointment date: October 01, 2021 |

1. The Chief Accountant

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| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Ngoc Huyen Trang | February 20, 1980 | Bachelor of Accounting | Appointment date: November 27, 2019 |

1. Training on corporate governance: None
2. List of affiliated persons of the public company in 2023 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, affiliated persons of PDMR: Details are in the Company's Financial Statements.
4. Transactions between Company’s PDMR, affiliated person of PDMR and the subsidiary, company controlled by the Company: Details are in the Company's Financial Statements.
5. 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): Details are in the Company's Financial Statements.
   2. 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: Details are in the Company's Financial Statements.
   3. Other transactions (if any) that 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.
6. Share transactions of PDMR and affiliated persons of PDMR in 2023.

2. Transactions related to Company's shares of PDMR and related persons: None.

1. Other significant issues: None.