**SPB: Annual Corporate Governance Report 2023**

On January 22, 2024, Phu Bai Spinning Joint Stock Company announced Report No. 31/BC-SPB on the corporate governance in 2023 as follows:

* Name of company: Phu Bai Spinning Joint Stock Company
* Head office address: Phu Bai Industrial Park, Phu Bai Ward, Huong Thuy Town, Thua Thien Hue province
* Tel: 0234-3863367 Fax: 0234 - 3863363
* Charter capital: VND 133,000,870,000
* Securities code: SPB
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* 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/Decisions of the General Meeting of Shareholders No. | Date | Contents |
| 1 | General Mandate No. 171/NQ-DHDCD 2023 | April 26, 2023 | Annual General Meeting of Shareholders 2023 |

1. Activities of 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 | Dismissal date |
| 1 | Mr. Cao Huu Hieu | Chair of the Board of Directors | May 29, 2020 |  |
| 2 | Ms. Tran Thi Kim Chi | Member of the Board of Directors-cum-General Manager | June 09, 2016 |  |
| 3 | Mr. Truong Van Hien | Member of the Board of Directors | April 22, 2022 |  |
| 4 | Mr. Tran Dinh Hiep | Member of Board of Directors - Deputy General Manager | April 22, 2022 |  |
| 5 | Ms. Le Thi Que Huong | Member of Board of Directors - Deputy General Manager | April 22, 2022 |  |

1. Board Resolutions/Decisions:

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| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | Resolution No. 70/NQ-HDQT  (By ballot for opinion of Board of Directors Members) | February 27, 2023 | Approve the record date for shareholders attending the Annual General Meeting of Shareholders 2023 |
| Approve the plan to organize the Annual General Meeting of Shareholders 2023 |
| 2 | Resolution No. 107/NQ-HDQT | March 15, 2023 | Approve the agenda items for the Annual General Meeting of Shareholders 2023 |
| 3 | Resolution No. 108/NQ-HDQT | March 15, 2023 | * Approve the investment plan to replace 1 new XO foreign machine, 2 coarse cotton filter chambers and 1 fine cotton filter chamber at the 50,000 spindle yarn factory during 2023-2025 * Approve the implementation plan for the above equipment replacement investments |
| 4 | Resolution No. 153/NQ- HĐQT  (By ballot for opinion of Members of the Board of Directors) | April 17, 2023 | Approve the extension of the share distribution period for the public offering |
| 5 | Resolution No. 214/NQ-HDQT | May 26, 2023 | * Approve the General Manager's report on market conditions, production and business results for Q1/2023 * Request the General Manager to carry out proposed tasks and solutions to strengthen marketing and production management to achieve the best production and business results in Q2 and successfully implement the plan in 2023 |
| 6 | Resolution No. 215/NQ-HDQT | May 26, 2023 | Approve the authorization:  for the General Manager to negotiate with Industrial Zone Infrastructure Investment and Development Limited Company regarding returning 60,000 sqm of leased land in Phu Bai IV Industrial Zone |
| 7 | Resolution No. 216/NQ-HDQT | May 26, 2023 | * Approve the public offering results; * Approve the policy: After receiving the approval decision from the State Securities Commission on the public offering results of shares, Phu Bai Spinning Joint Stock Company implements the related necessary legal procedures in the shortest time, including:   Changing the charter capital of the Company from VND 95,000,000,000 increased to VND 133,000,870,000;  Amend Article 6 - Charter capital in the Charter of Organization and Operation of Phu Bai Spinning Joint Stock Company (the eighth amendment) according to the offering results of 5,500,000 shares to the public.  Register to change the Business Registration Certificate of the Company. |
| 8 | Resolution No. 313/NQ-HDQT  (By ballot for opinion of Members of the Board of Directors) | August 30, 2023 | Approve the report on the preliminary production and business activities and some indicators of production and business results achieved in the first 6 months of 2023 of the Company. |
| Approve the report on the Plan, Solutions for production and business activities implementation and some indicators of production and business results expected to be achieved in the last 6 months of 2023 and the whole year of 2023 of the Company. |
| The Board of Directors of the Company proposes that the General Manager proactively consider and direct the heads of functional units and departments in the Company to carry out the survey, research and construction of investment plans to change the equipment and technology for the old 50,000-spindle Spinning Mill and report to the Board of Directors for approval at the upcoming meetings of the Board of Directors. |
| 9 | Resolution No. 354/NQ-HDQT | November 09, 2023 | Approve the report of the Board of Management of the Company on the production and business activities in the first 9 months of 2023 and the expected production and business results for the whole year of 2023 of the Company. |
| Approve some indicators of the Production and Business Plan of the Company in 2024 |

1. The Supervisory Board (Report of 2023):
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 | Ms. Nguyen Ngoc Mai Chi | Chief of the Supervisory Board | 4/20/2019 | Bachelor of Economics |
| 2 | Vo Hoang Phung | Member of the Supervisory Board | April 20, 2019 | Bachelor of Economics |
| 3 | Phan Thi Van Ha | Member of the Supervisory Board | April 22, 2022 | Bachelor of Economics |

1. The Board of Executive Management

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| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Ms. Tran Thi Kim Chi - General Manager | September 03, 1967 | Bachelor of Economics | 1/16/2016 |
| 2 | Ms. Le Thi Que Huong -Deputy General Manager | October 10, 1978 | Bachelor of Economics | 2/28/2018 |
| 3 | Mr. Tran Dinh Hiep - Deputy General Manager | April 06, 1984 | Water supply and drainage engineer | February 28, 2018 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Ms. Hoang Thai Truc | June 27, 1984 | Bachelor of Economics | December 27, 2021 |

1. Person in charge of corporate governance

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Mr. Nguyen Tuong Huy | August 29, 1972 | Bachelor of Science | April 28, 2021 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (report for the first 6 months of the year) and transactions between 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, or affiliated persons of PDMR: None.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or 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, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None.
   2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors or the Executive Manager (the 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.
6. Share transactions of PDMR and affiliated persons of PDMR: None
7. List of PDMR and affiliated person of PDMR Attached appendix 01:
8. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
9. Other significant issues: None.