**THP: Annual Corporate Governance Report 2023**

On January 24, 2024, Thuan Phuoc Seafoods and Trading Corporation announced Report No. 10/BC-QT on the corporate governance of the Company 2023 as follows:

* Name of Company: Thuan Phuoc Seafoods and Trading Corporation
* Head office address: Tho Quang Fisheries Service Industrial Park, Tho Quang Ward, Son Tra District, Da Nang City. Tho Quang Ward, Son Tra District,
* Tel: 0236.3920920; Fax: 0236.3923308; Email: [info@thuanphuoc.vn](mailto:info@thuanphuoc.vn)
* Charter capital: VND 216,111,850,000
* Securities code: PIC THP
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Implementation of the internal audit function: Unimplemented

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 | General Mandate No. 09/2023/NQ-DHDCD | April 04, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/ dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Van Linh | Chair of the Board of Directors-cum-Non-executive member of the Board of Directors | June 03, 2017 |  |
| 2 | Ms. Nguyen Thi Phi Anh | Member of the Board of Directors | June 03, 2017 |  |
| 3 | Ms. Duong Thi Tuyet Hang | Member of the Board of Directors | June 03, 2017 |  |
| 4 | Ms. Le Thanh Thao | Member of the Board of Directors | June 03, 2017 |  |
| 5 | Ms. Le Thi Minh Thao | Member of the Board of Directors | June 03, 2017 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content summary |
| 1 | No. 01/NQ-HDQT | January 12, 2023 | Commendation for the Board of Directors, the Supervisory Board in 2022 |
| 2 | No. 02/NQ-HDQT | January 18, 2023 | On personal loan to supplement the company's working capital. |
| 3 | No. 03/NQ-HDQT | January 30, 2023 | On the record date to exercise the rights to pay the 1st dividends prepayment in cash in 2022. |
| 4 | No. 04/NQ-HDQT | February 08, 2023 | On preparation for the Annual General Meeting of Shareholders 2023. |
| 5 | No. 05/NQ-HDQT | March 01, 2023 | Approve the production and business plan for 2023 |
| 6 | No. 06/NQ-HDQT | March 16, 2023 | On the dismissal of the position of Deputy General Manager of the company for Mr. Nguyen Dinh Tuan. |
| 7 | No. 07/NQ-HDQT | March 27, 2023 | On the adjustment to the production and business plan for 2023 |
| 8 | No. 10/NQ-HDQT | April 14, 2023 | On the approval of the loan plan from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Da Nang Branch VCB. |
| 9 | No. 11/NQ-HDQT | June 20, 2023 | On the bank loan from Vietnam International Commercial Joint Stock Bank - Da Nang Branch VIB. |
| 10 | No. 12/NQ-HDQT | July 03, 2023 | On personal loan to supplement the company's working capital. |
| 11 | No. 12/NQ-HDQT | July 15, 2023 | On the approval of the loan plan from Vietnam National Commercial Joint Stock Bank - Da Nang Branch. |
| 12 | No. 15/NQ-HDQT | December 28, 2023 | On personal loan to supplement the company's working capital. |
| 13 | No. 16/NQ-HDQT | December 28, 2023 | On personal loan to supplement the company's working capital. |
| 14 | No. 17/NQ-HDQT | December 28, 2023 | On the adjustment of the loan agreement's contents. |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Van Trung | Chief | March 19, 2022 |  | Bachelor of Accounting |
| 2 | Mr. Mai Dang Hai | Member | June 03, 2017 |  | Bachelor of Economics |
| 3 | Ms. Huynh Thi Nguyet | Member | March 19, 2022 |  | Bachelor of Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Ms. Nguyen Thi Phi Anh | September 05, 1959 | Seafood processing engineer | May 13, 2007 |
| 2 | Ms. Duong Thi Tuyet Hang | September 05, 1959 | Food Technologist. | May 01, 2014 |
| 3 | Ms. Le Thanh Thao | December 11, 1985 | Master of Development Economics; | May 01, 2018 |
| 4 | Ms. Le Thi Minh Thao | September 26, 1987 | Master of Economics and Finance | May 04, 2015 |
| 5 | Mr. Pham Dinh Nguyen | December 06, 1978 | Chemical - Food Technology Equipment Engineer | November 01, 2019 |
| 6 | Mr. Nguyen Dinh Tuan | February 16, 1978 | Thermoelectric engineer | May 01, 2014 |

Notes: (\*) Mr. Nguyen Dinh Tuan no longer holds the position of Deputy General Manager of the company from April 1, 2023.

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ha Thi Thu Thuy | November 09, 1976 | Bachelor of Foreign Trade Economics | December 18, 2019 |

1. Training on corporate governance: (None)
2. List of affiliated persons of the listed companies as prescribed in Clause 34, Article 6 of the Law on Securities (in 2023) and transactions between affiliated persons of the Company and the Company itself.
3. Transactions between the Company and related people of the Company; or between the Company and major shareholder, PDMR, related people of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction | Approved General Mandate/ Decision of General Meeting of Shareholders or Board Resolution/ Decision No. | Contents quantity, total value of transaction | Note |
| 1 | Nguyen Thi Phi Anh | Member of the Board of Directors - General Manager |  |  | January 18, 2023 | According to Resolution No. 02/NQ-HDQT dated January 18, 2023 | THP borrowed money from an individual: VND 12,000,000,000 |  |
| 2 | Tran Van Linh | Chair of the Board of Directors |  |  | June 03, 2017 | According to Resolution No. 12/NQ-HDQT dated July 03, 2023 | THP borrowed money from an individual: VND 7,000,000,000 |  |
| 3 | Le Thi Minh Thao | Member of the Board of Directors, the Deputy General Manager |  |  | June 03, 2017 | According to Resolution No. 16/NQ-HDQT dated December 28, 2023 | THP borrowed money from an individual: VND 10,000,000,000 |  |
| 4 | Le Thanh Thao | Member of the Board of Directors/ Deputy General Manager/ In charge of corporate governance-cum-secretariat of the Company |  |  | June 03, 2017 | According to Resolution No. 15/NQ-HDQT dated December 28, 2023 | THP borrowed money from an individual: VND 15,000,000,000 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company (None)
2. Transactions between the Company and other entities/
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting). None.
   2. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager: None.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR in 2023.
4. Company share’s Transaction of PDMR and affiliated persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Le Thanh Thao - Member of the Board of Directors/ Deputy General Manager/ In charge of corporate governance-cum-secretariat of the Company |  | 1,268,720 | 5.87% | 1,342,220 | 6.21% | Buying additional shares. |

IX. Other significant issues: None.