**SPH: Annual Corporate Governance 2023**

On January 25, 2024, Hanoi Seaproducts Import Export Joint Stock Company announced Report No. 24/BC-TSHN-HDQT on the corporate governance in 2023 as follows:

* Name of company: Hanoi Seaproducts Import Export Joint Stock Company
* Head office address: No. 20 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi, Vietnam;
* Tel: (+84) 24 38345153 Email: [seaprodexhanoisph@gmail.com](mailto:seaprodexhanoisph@gmail.com)
* Charter capital: VND 100,000,000,000
* Securities code: SPH (UPCoM);
* Corporate governance model of Hanoi Seaproducts Import Export Joint Stock Company (Company): General Meeting of Shareholders, Board of Directors, Supervisory Board and General Manager.

Comply with the provisions of Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Circular No. 96/2020/TT-BTC of the Ministry of Finance issued on November 16, 2020 and effective from January 1, 2021 regarding guidance on information disclosure on the stock market, the Company reports on the Corporate Governance in 2023, specifically as follows:

1. Activities of the General Meeting of Shareholders

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

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 97/NQ-TSHN-DHDCD | April 24, 2023 | Annual General Mandate 2023 |
| 2 | 284/NQ-TSHN-DHDCS | October 9, 2023 | Extraordinary 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/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Mai Xuan Phong | Chair of the Board of Directors | April 18, 2022 |  |
| 2. | Mr. Nguyen Phu Cuong | Vice Chair of the Board of Directors | April 18, 2022 |  |
| 3 | Mr. Nguyen Thanh Trung | Member of the Board of Directors | April 18, 2022 |  |
| 4 | Mr. Pham Quoc Anh | Member of the Board of Directors | April 18, 2022 |  |
| 5 | Ms. Tran Thi Hien | Member of the Board of Directors | April 18, 2022 |  |

1. Board Resolutions/Board Decisions (2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 24/NQ-TSHN-HDQT | February 8, 2023 | Resolution on temporarily approving the remuneration of the Board of Directors, the Supervisory Board and the salary of the full-time Vice Chairman of the Board of Directors, the Executive Board in 2023 |
| 2 | 25/QD-TSHN-HDQT | February 8, 2023 | Decision on approving the Company's salary scale 2023 |
| 3 | 26/NQ-TSHN-HDQT | February 8, 2023 | Resolution on approving additional salary unit prices in 2023 |
| 4 | 35/NQ-TSHN-HDQT | February 24, 2023 | Resolution on record the list of the Company’s shareholders to exercise the right to attend the Annual General Meeting of Shareholders 2023 |
| 5 | 48/NQ-TSHN-HDQT | March 9, 2023 | Resolution on the meeting of the Company’s Board of Directors held on March 9, 2023 (First direct meeting - 2023) |
| 6 | 49/NQ-TSHN-HDQT | March 9, 2023 | Resolution on the meeting of the Company’s Board of Directors held on March 9, 2023 (Second direct meeting - 2023) |
| 7 | 71/NQ-TSHN-HDQT | March 31, 2023 | Resolution on the meeting of the Company’s Board of Directors held on March 31, 2023 (Third direct meeting - 2023) |
| 8 | 72/NQ-TSHN-HDQT | March 31, 2023 | Resolution on approving the time, venue and documents prepared for the Company's Annual General Meeting of Shareholders 2023 held on April 24, 2023 |
| 9 | 123/NQ-TSHN-HDQT | May 18, 2023 | Resolution on approving the salary of the full-time Vice Chairman of the Board of Directors and the Executive Board in 2023, and the remuneration paid to Members of the Board of Directors and the Supervisory Board of the Company in 2023 |
| 10 | 134/NQ-TSHN-HDQT | May 31, 2023 | Resolution on reporting the results of production and business activities in Q1 and the plan to implement production and business activities in Q2/2023; Financial report for Q1/2023 of the Company |
| 11 | 135/QD-TSHN-HDQT | May 31, 2023 | Decision on appointing Mr. Pham Gia Huy as the Chief Accountant and the Head of Economics - Finance Department of the Company |
| 12 | 136/NQ-TSHN-HDQT | May 31, 2023 | Resolution on approving the plan to select a consulting unit and proposed land use plan for land point 20 Lang Ha |
| 13 | 154/NQ-TSHN-HDQT | June 23, 2023 | Resolution on the reappointment of management staff |
| 14 | 179/NQ-TSHN-HDQT | July 18, 2023 | Board Resolution on selecting an audit company for the Financial Statements 2023 of the Company; |
| 15 | 201/NQ-TSHN-HDQT | July 27, 2023 | Regarding the situation of production and business activities in the first 6 months of 2023, 6-month financial report, implementation plan and directions for production and business activities in the last 6 months of 2023 (Fourth direct meeting - 2023) |
| 16 | 202/NQ-TSHN-HDQT | July 27, 2023 | Resolution on the Company's debt situation (Fourth direct meeting - 2023) |
| 17 | 203/NQ-TSHN-HDQT | July 27, 2023 | Resolution on approving salary unit prices in 2023 (Fourth direct meeting - 2023) |
| 18 | 204/NQ-TSHN-HDQT | July 27, 2023 | Resolution on reappointing Mr. La Van Tien as the Manager of Hanoi Seaproducts Import Export Joint Stock Company’s Branch - XXuan Thuy Seafood Processing Enterprise (Fourth direct meeting - 2023) |
| 19 | 224/NQ-TSHN-HDQT | April 25, 2023 | Resolution on updating and supplementing the Company's business lines |
| 20 | 231/NQ-TSHN-HDQT | August 30, 2023 | Resolution on recording the list of shareholders of the Company to collect General Meeting of Shareholders' opinions via a ballot on updating and supplementing the Company's business lines |
| 21 | 239/NQ-TSHN-HDQT | September 8, 2023 | Resolution on approving written documents submitted to the General Meeting of Shareholders on updating and supplementing the Company's business lines |
| 22 | 245/NQ-TSHN-HDQT | September 19, 2023 | Resolution on the meeting of the Company’s Board of Directors held on September 19, 2023 (Fifth direct meeting - 2023) |
| 23 | 269/NQ-TSHN-HDQT | September 29, 2023 | Resolution on reappointing Ms. Mai Phung Thuy as the Deputy Manager |
| 24 | 282/QD-TSHN-HDQT | October 6, 2023 | Decision on the establishment of the Vote Counting Committee, Secretariat, Vote Counting Supervisor to collect the General Meeting of Shareholders’ opinions via a ballot |
| 25 | 325/NQ-TSHN-HDQT | November 17, 2023 | The meeting of the Board of Directors of Hanoi Seaproducts Import Export Joint Stock Company held on November 17, 2023 (Sixth direct meeting - 2023) |
| 26 | 326/NQ-TSHN-HDQT | November 17, 2023 | Resolution on the dismissal and appointment of the General Manager - Legal Representative of the Company |
| 27 | 327/QD-TSHN-HDQT | November 17, 2023 | Decision on dismissing Mr. Pham Quoc Anh from the position of General Manager - Legal Representative of the Company |
| 28 | 328/QD-TSHN-HDQT | November 17, 2023 | Decision on the appointment of the General Manager - Legal Representative of the Company |
| 39 | 334/QD-TSHN-HDQT | November 17, 2023 | Decision on changing the content of business registration |
| 30 | 373/NQ-TSHN-HDQT | December 11, 2023 | Resolution on supplementing the salary of a number of positions at the Company Office in 2023 |
| 31 | 405 /NQ-HDQT | December 26, 2023 | Resolution on approving additional salary unit prices in 2023 (Seventh direct meeting - 2023) |
| 32 | 406/NQ-TSHN-HDQT | December 26, 2023 | Resolution on temporarily approving the remuneration of the Board of Directors, the Supervisory Board and the salary of the full-time Vice Chairman of the Board of Directors, the Executive Board in 2024 (Seventh direct meeting - 2023) |
| 33 | 407/QD-TSHN-HDQT | December 26, 2023 | Decision on approving the salary scale 2024 |
| 34 | 408/NQ-TSHN-HDQT | December 26, 2023 | Resolution on the meeting of the Company’s Board of Directors held on December 26, 2023 (Seventh direct meeting - 2023) |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Vu Thi Hong Gam | Chief | Appointed as the Chief of the Supervisory Board from April 18, 2022 | Bachelor |
| 2 | Mr. Luu Manh Cuong | Member | Appointed as the member of the of Supervisory Board from April 18, 2022 | Bachelor |
| 3 | Mr. Le Manh Hung | Member | Appointed as the member of the of Supervisory Board from April 18, 2022 | Bachelor |

1. The Board of Management

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| --- | --- | --- | --- | --- |
| No. | The Board of Management: | Date of birth | Qualification | Date of appointment/dismissal as member of the Board of Management |
| 1 | Mr. Pham Quoc Anh - Member of the Board of Directors-cum-General Manager | November 3, 1983 | Master | Dismissed from the position of the General Manager from November 17, 2023 |
| 2 | Ms. Thieu Thi Thanh Thuy - General Manager | May 24, 1975 | Master | Appointed as the General Manager: From November 17, 2023 |
| 3 | Ms. Mai Chung Thuy - Deputy General Manager | December 14, 1976 | Bachelor of Economics | The term has expired and the Deputy General Manager has not been considered for reappointment from August 5, 2023. |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Mr. Pham Gia Huy | September 30, 1989 | Master of Economics | Appointed as the Chief Accountant from June 01, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the Company and transactions between the affiliated person 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:
4. Notes: NSH Number\*: ID Card/Passport No.(as for individuals) or the Business Registration Certificate No., License on operation or equivalent legal documents (as for organizations).

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| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/ Decision of General Meeting of Shareholders or Board Resolution/Board Decision No. | Content, quantity, total value of transaction | Note |
| Purchasing transaction (As of December 31, 2023) | | | | | | | | |
| 1 | Vietnam Seaproducts Joint Stock Corporation | Majority shareholder (the Corporation owns 5,934,000 shares, accounting for 59.34% of the Company's charter capital) and has 03 capital Representative Members who are members of the Board of Directors | Business Registration Certificate No. 0310745210, issued on August 16, 2023 at the Department of Planning and Investment of Ho Chi Minh City | No. 2-4-6 Dong Khoi, Ben Nghe Ward, District 1, Ho Chi Minh City | 2023 |  | VND 3,600,928,500 | Purchase goods |

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 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 Manager (General Manager) for the past three (03) years (as at the time of reporting):

As of December 31, 2023, the Company purchases goods from the company whose member of the Board of Directors has been member of the Board of Directors of Nam Can Seaproducts Import Export Joint Stock Company, transaction value: VND 3,578.537,500 As of April 11, 2023, Mr. Mai Xuan Phong is no longer the Chair of the Board of Directors of Nam Can Seaproducts Import Export Joint Stock Company.

* 1. Transactions between the Company and the companies where affiliated 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 Manager (General Manager): None.
  2. 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.

1. Share transactions of PDMR and related persons of PDMR:
2. Company’s share transactions of PDMR and affiliated persons: None.
3. Other significant issues: