**TMC: Annual Corporate Governance 2023**

On January 25, 2024, Thu Duc Trading and Import - Export Joint Stock Company announced Report No. 04/CBTT-TMC on the corporate governance in 2023 as follows:

* Name of company: Thu Duc Trading and Import - Export Joint Stock Company
* Headquarters address: No. 231 Vo Van Ngan Street, Linh Chieu Ward, Thu Duc City, Ho Chi Minh City.
* Tel: 028 38966819 Fax: 028 38963210 Email: timexco.cbtt@timexco.pvoil.vn
* Charter capital: VND 124 billion
* Securities code: TMC
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Internal audit execution: Not executed.
1. Activities of the General Meeting of Shareholders
2. The Annual General Meeting of Shareholders 2023 of Thu Duc Trading and Import - Export Joint Stock Company held on March 31, 2023 has approved the following contents:

|  |  |  |
| --- | --- | --- |
| General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 06/NQ-TMC-DHDCD | March 31, 2023 | Annual General Mandate 2023  |

1. The Board of Directors:
2. Information about the members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment | Date of dismissal |
| 1 | Do Hoang Phuc | Chair of the Board of Directors | March 31, 2023 |  |
| 2 | Hoang Dinh Son | Member of the Board of Directors | March 31, 2023 | July 20, 2023 |
| 3 | Tran Cong Lanh | Non-executive member of the Board of Directors  | March 31, 2023 |  |
| 4 | Nguyen Quoc Cuong | Non-executive member of the Board of Directors | March 31, 2023 |  |
| 5 | Pham Xuan Phong | Independent member of the Board of Directors | March 31, 2023 |  |
| 6 | Lai The Nghia  | Member of the Board of Directors | July 20, 2023 |  |
| 7 | Nguyen Thanh Binh | Member of the Board of Directors |  | March 31, 2023 |

1. Board Resolutions/Board Decisions

In 2023, the Company's Board of Directors held meetings and approved collecting opinions of the Board of Directors on the following main contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Main contents: |
| 1 | 01/NQ-TMC-HDQT | February 17, 2023 | Board Resolution on approving the 2022 Financial Statements, the 2023 production and business plan; approving the schedule, content, and program for organizing the 2023 Annual General Meeting of Shareholders. |
| 2 | 02/QD-TMC-HDQT | February 24, 2023 | Board Decision on establishing the Organizing Committee of the Annual General Meeting of Shareholders 2023.  |
| 3 | 04/QD-TMC-HDQT | March 13, 2023 | Board Decision on establishing the Election Committee at the 2023 Annual General Meeting of Shareholders.  |
| 4 | 07/NQ-TMC-HDQT | March 31, 2023 | Resolution on electing the Chair of the Board of Directors and the Head of the Supervisory Board for the 2023-2028 period. |
| 5 | 08/QD-TMC-HDQT | April 26, 2023 | Board Decision on assigning tasks to members of the Board of Directors. |
| 6 | 09/QD-TMC-HDQT | April 26, 2023 | Board Decision on strengthening personnel for 02 subcommittees under the Board of Directors.  |
| 7 | 10/NQ-TMC-HDQT | April 28, 2023 | Board Resolution on adjusting the progress of implementing the Phu Huu petrol station investment project. |
| 8 | 12/NQ-TMC-HDQT | May 31, 2023 | Board Decision on approving the settlement of the 2022 salary fund.  |
| 9 | 13/NQ-TMC-HDQT | June 22, 2023 | Board Resolution on approving the audit company for the 2023 Financial Statements. |
| 10 | 14/NQ-TMC-HDQT | June 22, 2023 | Board Resolution on approving business results estimated for the first 6 months of 2023 and implementing the business plan for the last 6 months of 2023. |
| 11 | 15/QD-TMC-HDQT | July 18, 2023 | Board Decision on supplementing concurrent job titles under the Company's Salary and Bonus Regulations. |
| 12 | 16/NQ-TMC-HDQT | July 20, 2023 | Board Resolution on personnel work (dismissing Mr. Hoang Dinh Son, appointing Mr. Lai The Nghia as member of the Board of Directors and holding the position of the Company’s Manager). |
| 13 | 17/QD-TMC-HDQT | July 20, 2023 | Board Decision on Mr. Hoang Dinh Son's resignation from the position of the Company’s Manager.  |
| 14 | 18/QD-TMC-HDQT | July 20, 2023 | Board Decision on appointing Mr. Lai The Nghia as the Company’s General Manager.  |
| 15 | 19/QD-TMC-HDQT | July 21, 2023 | Board Decision on strengthening the Customer Debt Review Council. |
| 16 | 20/QD-TMC-HDQT | July 24, 2023 | Board Decision on strengthening personnel for 02 subcommittees under the Board of Directors.  |
| 17 | 21/QD-TMC-HDQT | July 24, 2023 | Decision of the Board of Directors on assigning tasks to members of the Board of Directors.  |
| 18 | 22/NQ-TMC-HDQT | August 09, 2023 | Board Resolution on approving the policy of renting a gas station at DT 741, Thuan Hai Hamlet, Thuan Phu, Dong Phu, Binh Phuoc. |
| 19 | 24/NQ-TMC-HDQT | September 20, 2023 | Board Resolution on approving the report of estimated business results for the first 9 months of 2023, approving the 2023 planned salary fund.  |
| 20 | 25/QD-TMC-HDQT | September 20, 2023 | Board Decision on approving the 2023 planned salary fund.  |
| 21 | 26/QD-TMC-HDQT | September 25, 2023 | Resolution of the Board of Directors approving the policy of leasing land use rights and assets attached to land ownership in Binh Thung 2 Quarter, Binh An Ward, Di An Town, Binh Duong Province to use as business location. |
| 22 | 27/QD-TMC-HDQT | October 10, 2023 | Board Decision on establishing the business location of Petrol Station No. 25. |
| 23 | 28/QD-TMC-HDQT | December 25, 2023 | Board Decision on promulgating the Regulation on salary remuneration of Thu Duc Trading and Import - Export Joint Stock Company.  |
| 24 | 29/NQ-TMC-HDQT | December 25, 2023 | Board Resolution on approving the policy of leasing land use rights and assets attached to land ownership at 1164/2A Dong Chieu Quarter, Tan Dong Hiep Ward, Di An, Binh Duong as business location. |
| 25 | 30/NQ-TMC-HDQT | 1December 29, 2023 | Board Resolution on approving the signing of a credit limit contract with Corporate bond of Vietnam Joint Stock Commercial Bank of Industry and Trade. |

1. The Supervisory Board:
2. Information about The Supervisory Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | QualificationQualification |
| 1 | Nguyen Thi My Dung | Chief of the Supervisory Board | March 31, 2023 |  | Bachelor of Economics (Accounting Major) |
| 2 | Ngo Phuong Hanh | Supervisor | March 31, 2023 |  | Bachelor of Economics |
| 3 | Nguyen Thanh Binh | Supervisor | March 31, 2023 |  | Bachelor of Finance and Accounting |
| 4 | Pham Khac Vu Thuy | Supervisor | April 24, 2018 | March 31, 2023 | Bachelor of State Finance |
| 5 | Nguyen Phu Khanh | Supervisor | March 27, 2020 | March 31, 2023 | Bachelor of Economics (Corporate Finance Major) |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment | Date of dismissal |
| 1 | Lai The Nghia | June 15, 1978 | Economics Engineer | July 20, 2023 |  |
| 2 | Hoang Dinh Son | June 18, 1976 | Economics Engineer | July 16, 2015 | July 20, 2023 |
| 3 | Nghiem Thi Thanh Mai | June 10, 1982 | Bachelor of Business Administration | November 25, 2016 |  |
| 4 | Nguyen Anh Tuan | March 04, 1981 | Bachelor of Accounting | March 27, 2020 |  |
| 5 | Bui Minh Hiep | October 10, 1982 | Master in Business Administration | July 01, 2022 |  |

1. The Chief Accountant

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of birth | Qualification | Date of appointment | Date of dismissal |
| 1 | Vu Hien Linh | Deputy Head in charge of Accounting and Finance Department | December 13, 1983 | Bachelor of Accounting | October 25, 2022 |  |

1. Training on corporate governance
2. List of affiliated persons of the Company and transactions between affiliated persons of the Company and 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:
* Petroleum purchase transaction from Saigon Petro Co.,Ltd. (SAIGON PETRO) for business. Saigon Petro Co.,Ltd. is the major shareholder of Thu Duc Trading and Import - Export Joint Stock Company. Total value of transactions carried out in 2023 is VND 297,919,890,455
* Transactions of buying and selling gasoline with member units of PetroVietnam Oil Corporation (PVOIL) for business. PetroVietnam Oil Corporation is the major shareholder of Thu Duc Trading and Import - Export Joint Stock Company. Total value of transactions carried out in 2023 is VND 2,003,386,203,950, specifically as follows:

Unit VND

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Related parties:** | **Buying** | **Selling** |
| 1 | PetroVietnam Oil Corporation | 357,067,130 | 15,267,726 |
| 2 | SaiGon Petro Vietnam Oil Joint Stock Company | 1,830,890,405,147 | 20,930,632 |
| 3 | Petec Trading and Investment Corporation | 113,597,844,394 | 76,880,009 |
| 4 | PetroVietnam Oil Vung Tau Joint Stock Company | 1,083,289,238 | 54,691,437 |
| 5 | PV Oil Mien Trung Joint Stock Company | 9,089,612,881 | 618,742,849 |
| 6 | Hai Phong PVOil Petroleum Joint Stock Company | 68,182 | 19,964,591 |
| 7 | Dongthap Petroleum Transportations Joint Stock Company | 68,562,351 | 49,050,011 |
| 8 | Mekong Petroleum Joint Stock Company | 11,457,155,919 | 476,762,512 |
| 9 | PetroVietnam Oil Thanh Hoa JSC  | 1,221,273 | 1,373,727 |
| 10 | PetroVietnam Oil Thanh Hoa - One - Member Limited Company | 3,839,243 | 209,016,850 |
| 11 | PetroVietnam Oil Phu Yen Joint Stock Company | 1,489,652,437 | 45,419,592 |
| 12 | PetroVietnam Oil Transportation - One- Member Limited Company | 1,757,770,565 | 131,399,565 |
| 13 | PetroVietnam Oil Phu Yen Joint Stock Company | 56,025,056 | 149,538,837 |
| 14 | PetroVietnam Oil Binh Thuan Joint Stock Company | 17,013,299 | 23,379,338 |
| 15 | PV OIL LUBE Joint Stock Company | 3,640,097,249 | 59,104,783 |
| 16 | PetroVietnam Oil Tay Ninh Joint Stock Company | 17,190,181,819 | 8,309,590 |
| 17 | Thai Binh PetroVietnam Oil Joint Stock Company | 432,303 | 12,088,226 |
| 18 | PetroVietnam Oil Tra Vinh - One- Member Limited Company | 10,359,090,909 | 190,054 |
| 19 | PetroVietnam Oil Ha Noi Joint Stock Company | 154,968,119 | 87,284,789 |
| 20 | Petrovietnam Oil Nam Dinh Joint Stock Company | - | 68,646,681 |
| 21 | Ninh Binh PetroVietnam Joint Stock Company | - | 42,309,546 |
| 22 | PetroVietnam Oil Bac Lieu - One- Member Limited Company | - | 181,364 |
| 23 | PetroVietnam Oil Cai Lan Joint Stock Company | - | 1,373,727 |
|  | **Total** | **2,001,214,297,514** | **2,171,906,436** |

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: None
3. Share transactions of PDMR and affiliated persons of PDMR
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Others significant issues: None.