**SKH: Annual Corporate Governance Report 2023**

On January 29, 2024, Khanh Hoa Sanest Soft Drink Joint Stock Company announced Report No. 10/BC-SKH on corporate governance in 2023 as follows:

* Name of Company: Khanh Hoa Sanest Soft Drink Joint Stock Company
* Head office address: National Highway 1A, My Thanh Village, Cam Thinh Dong Commune, Cam Ranh City, Khanh Hoa Province.
* Tel: (0258) 3865 666 Fax: (0258) 3865 664.
* Email: sanestkhanhhoa@sanest.com.vn.
* Charter capital: VND 330,000,000,000.
* Securities code: SKH.
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

Implementing regulations of Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance on guiding the information disclosure on the securities market, Khanh Hoa Sanest Soft Drink Joint Stock Company reports as follows:

1. Activities of the General Meeting of Shareholders

The General Meeting of Shareholders holds an annual meeting to approve the following General Mandate:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023-DHDCD | April 15, 2023 | Approve 9 contents under the authority of the General Meeting of Shareholders as follows:- Report on the production and business results nd the direction of production and business activities in 2023 of the Company's Board of Management- Report of the Board of Directors on evaluating the Company's management and operation in 2022 and the operational plan for 2023.- Report on the appraisal of production and business results in 2022 and the direction and tasks for 2023 of the Supervisory Board.- Proposal on approving the Audited Financial Statements 2022.Proposal on the profit distribution plan realized in 2022 and profit distribution plan 2023.- Proposal on approving the salary, remuneration, and bonus for the Board of Directors, the Supervisory Board, and the Executive Board in 2022 and the plan on salary, remuneration, and bonus for the Board of Directors, the Supervisory Board, and the Executive Board in 2023.- Proposal on production, business and investment plan 2023- Proposal on the implementation of transactions and contracts with affiliated entities.Proposal on the selection of an audit company for the Financial Statements 2023. |

1. 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 (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Le Duc Tien | Chair of the Board of Directors | May 28, 2022 |  |
| 2 | Ms. Bui Thi Hanh | Non-executive member of the Board of Directors | May 28, 2022 |  |
| 3 | Ms. Vo Thi Lieu Nhi | Non-executive member of the Board of Directors | May 28, 2022 |  |
| 4 | Mr. Le Huynh Phung | Member of the Board of Directors Deputy General Manager | May 28, 2022 |  |
| 5 | Mr. Nguyen Xuan Anh | Member of the Board of Directors Deputy General Manager | May 28, 2022 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 01/NQ-SKH  | January 17, 2023 | * Production and business status in Q4/2022 and operating orientation for Q1/2023
* Report on the implementation of the 2022 salary fund and the status of paying Lunar New Year bonuses for employees
* Transactions with affiliated parties on purchase and sale contracts for 2023
* Approve the bank loan limits for 2023
* Approve the Corporate Governance Report 2022
 |
| 2 | No. 02/NQ-SKH  | February 21, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 3 | No. 03/NQ-SKH  | March 18, 2023 | * Approve the documents of the Annual General Meeting of Shareholders 2023
* Approve the Financial Statement 2022
* Approve the Annual Report in 2022
 |
| 4 | No. 04/NQ-SKH  | April 12, 2023 | * Approve the organization of the Annual General Meeting of Shareholders on April 15, 2023
* Production and business status in Q1/2023 and operating orientation in Q2/2023.
* Financial Settlement Report of Q1/2023.
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| 5 | No. 05/NQ-SKH  | July 19, 2023 | * Production and business status in the first 6 months of 2023 and operating orientation for Q3/2023
* Approve the Financial Settlement Report of Q2 and the first 6 months of 2023
* Continue to sign the labor contract with the Company's General Manager
* Reappoint the Controller of Sanest Khanh Hoa One Member Limited Liability Company
* Approve short, medium and long-term loans with unsecured loans or secured by current assets
* Approve the Company’s Corporate Governance Report of the first 6 months of 2023
 |
| 6 | No. 06/NQ-SKH  | October 21, 2023 | * Production and business status in Q3/2023 and operating orientation in Q4/2023.
* Financial Settlement Report of Q3/2023.
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| 7 | No. 07/NQ-SKH  | December 08, 2023 | * Production and business status in Q4/2023 and expected for 2023
* Develop financial plans for December and 2023
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1. The Supervisory Board:
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 |
| Appointment date | Dismissal date |
| 1 | Ms. Hoang Thi An Vu | Chief of the Supervisory Board | May 28, 2022 |  | Bachelor of Economics |
| 2 | Mr. Nguyen Minh Quan | Member | May 28, 2022 |  | College Degree of Accounting |
| 3 | Ms. Huynh Thi Tran Le | Member | May 28, 2022 |  | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Ms. Le Thi Hong Van | December 09, 1964 | Economic Engineer | May 28, 2022 |
| 2 | Mr. Le Huynh Phung | July 28, 1976 | Mechanical Engineer | May 28, 2022 |
| 3 | Mr. Nguyen Xuan Anh | July 27, 1977 | Bachelor of Economics | May 28, 2022 |
| 4 | Mr. Truong Van Trung | August 02, 1979 | Electrical and Electronic Engineer | July 25, 2022 |

V. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/ dismissal |
| Ms. Ngo Thi Huong Lien | February 23, 1971 | Bachelor of Economics | November 16, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the Company as prescribed in Clause 46, Article 4 of the Law on Securities and transactions between Company’s affiliated persons 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:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\* , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | Note |
| 1 | Khanh Hoa Salanganes Nest Company | Holding Company owning 51.06% of charter capital | 4200338918, issued for the 10th time on June 17, 2020 at the Department of Planning and Investment of Khanh Hoa Province | No. 248 Thong Nhat, Phuong Son, Nha Trang, Khanh Hoa | In 2023 |  | 942,554,267,314 | * Goods purchase
* Goods sales
* Dividend payment
* Service provision
* Car and fuel rental
* Market support expenses
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| 2 | Crown Beverage Cans (Dong Nai) Limited | Strategic shareholder owning 10% of charter capital | 3601010551, issued for the 2nd time on June 28, 2017 at the Department of Planning and Investment of Dong Nai Province | No. 19, Street 3A, An Binh, Bien Hoa, Dong Nai | In 2023 |  | 6,385,500,000 | Dividend payment |
| 3 | Crown Beverage Cans Saigon Limited | Belong to the same Group as Crown Beverage Cans (Dong Nai) Limited (Crown Holdings Group) | 3601010551, issued for the 2nd time on June 28, 2017 at the Department of Planning and Investment of Dong Nai Province |  | In 2023 |  | 166,310,556,503 | Goods sales and purchase |
| 4 | Sanest Khanh Hoa One Member Limited Liability Company | Subsidiary owning 100% of charter capital | 4201853950, issued on July 16, 2019 at the Department of Planning and Investment of Khanh Hoa Province | 9D Le Thanh Ton, Phuoc Tien, Nha Trang, Khanh Hoa | In 2023 |  | 362,523,943,460 | * Goods purchase
* Goods sales
* Service provision
* Profit transferred to the owner
 |
| 5 | Salanganes Nest Special Processing One Member Limited Liability Company | Subsidiary owning 100% of charter capital | 4201962780, issued on August 23, 2022 at the Department of Planning and Investment of Khanh Hoa Province | Lot TP3, Song Cau Industrial Cluster, Khanh Vinh, Khanh Hoa | In 2023 |  | 56,451,946,750 | * Goods purchase
* Goods sales
* Service provision
* Profit transferred to the owner
 |
| 6 | Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company | Khanh Hoa Salanganes Nest Company owning 51% of charter capital | 4201624478, issued on December 03, 2014 at the Department of Planning and Investment of Khanh Hoa Province | National Highway 1A, Cu Thanh, Suoi Hiep, Dien Khanh, Khanh Hoa | In 2023 |  | 208,548,910,060 | * Goods purchase
* Goods sales
 |
| 7 | Công ty TNHH MTV Cung ứng vật tư nguyên liệu Khánh Hòa (tentatively translated as “Khanh Hoa Material Supply One Member Company Limited”) | Subsidiary of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company which owning 100% of charter capital | 4201767187, issued on November 09, 2017 at the Department of Planning and Investment of Khanh Hoa Province | National Highway 1A, Cu Thanh, Suoi Hiep, Dien Khanh, Khanh Hoa | In 2023 |  | 4,499,400,000 | Goods purchase |
| 8 | Sanest Tourist Travel One Member Limited Liability Company | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201675948, issued on January 28, 2016 at the Department of Planning and Investment of Khanh Hoa Province | No. 89 Thong Nhat, Van Thang, Nha Trang, Khanh Hoa | In 2023 |  | 3,572,450,303 | Service provision |
| 9 | Sanna Khanh Hoa Beverage Joint Stock Company | Khanh Hoa Salanganes Nest Company owning 51% of charter capital | 4201675930, issued on January 28, 2016 at the Department of Planning and Investment of Khanh Hoa Province | National Highway 1A, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa | In 2023 |  | 15,668,489,799 | * Goods purchase
* Goods sales
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| 10 | Công ty TNHH MTV Dịch vụ Tuyến Bắc Nam (tentatively translated as “North - South Route Service One Member Co., Ltd”) | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201766761, issued on November 03, 2017 at the Department of Planning and Investment of Khanh Hoa Province | National Highway 1A, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa | In 2023 |  | 19,676,262,458 | * Goods purchase
* Goods sales
 |
| 11 | Sanatech Land Construction Designing One Member Limited Liability Company | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201680056, issued on March 12, 2016 at the Department of Planning and Investment of Khanh Hoa Province | No. 55 Ngo Gia Tu, Tan Lap, Nha Trang, Khanh Hoa | In 2023 |  | 6,650,042,856 | * Construction consultingGoods sales
 |
| 12 | Công ty TNHH MTV Dịch vụ Du lịch và Nhà hàng Yến sào Khánh Hòa Lâm Đồng (tentatively translated as “Khanh Hoa Lam Dong Salanganes Nest Restaurant and Tourism Services Company Limited”) | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 5801357762, issued on November 22, 2017 at the Department of Planning and Investment of Lam Dong Province | No. 40 Phan Dinh Phung, Ward 1, Da Lat, Lam Dong | In 2023 |  | 3,045,221,300 | Goods sales |
| 13 | Công ty TNHH Nông trường dừa Cam Thịnh (tentatively translated as “Cam Thinh Coconut Farm Company Limited”) | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201766754, issued on November 03, 2017 at the Department of Planning and Investment of Khanh Hoa Province | National Highway 1A, My Thanh, Cam Thinh Dong, Cam Ranh, Khanh Hoa | In 2023 |  | 5,716,582,800 | Goods sales |
| 14 | Khanh Hoa Sanest Restaurant And Products Promoting One Member Co., Ltd | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201766786, issued on November 03, 2017 at the Department of Planning and Investment of Khanh Hoa Province | No. 04 Pham Van Dong, Vinh Tho, Nha Trang, Khanh Hoa | In 2023 |  | 285,332,327 | Service provision |
| 15 | Khanh Hoa Sanest Restaurant One Member Limited Company | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201766779, issued on November 03, 2017 at the Department of Planning and Investment of Khanh Hoa Province | No. 34 Le Thanh Phuong, Phuong Sai, Nha Trang, Khanh Hoa | In 2023 |  | 503,471,482 | Service provision |
| 16 | Fishsan Aquaculture One Member Limited Company | Khanh Hoa Salanganes Nest Company owning 100% of charter capital | 4201766793, issued on March 20, 2018 at the Department of Planning and Investment of Khanh Hoa Province | No. 10 Yersin, Van Thanh, Nha Trang, Khanh Hoa | In 2023 |  | 67,000,000 | Service provision |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, 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 in the first 6 months of 2023:
4. Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- |
| 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 (purchase, sell, convert, reward, etc.) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| Ms. Huynh Thi Quynh Le | Siblings of Huynh Thi Tran Le - Member of the Supervisory Board | 2,200 | 0.0070 | 2,900 | 0.009 | Share purchase |
| Huynh Thi Quynh Le | 2,900 | 0.009 | 5,500 | 0.017 |
| Nguyen Minh Quan | Member of the Supervisory Board | 2,400 | 0.0073 | 2,800 | 0.0085 |

1. Other significant issues: None.