**TMW: Annual Corporate Governance Report 2023**

On January 26, 2024, Tan Mai General Wood JSC announced Report No. 01/BC.GTM on the corporate governance in 2023 as follows:

* Name of company: Tan Mai General Wood JSC
* Head office address: No. 84 Nguyen Van Hoa Street, Thong Nhat Ward, Bien Hoa City, Dong Nai Province
* Tel: 0251 3823730 Fax: 0251 3823731
* Charter capital: VND 46,623,500
* Securities code: TMW
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager

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 | Content |
| 1 | 01/2023/NQ.DHDCD.GTM | April 26, 2023 | Annual General Mandate |

1. The Board of Directors (Report 2023)
2. Information about members of the Board of Directors in the term of 2021-2025

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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. Pham Duc Binh | Chair of the Board of Directors | May 20, 2021 |  |
| 2 | Ms. Duong Thi My Dung | Vice Chair of the Board of Directors / Manager | May 20, 2021 |  |
| 3 | Mr. Pham Lan Dinh | Member of the Board of Directors | May 20, 2021 |  |
| 4 | Ms. Le Thi Thanh Tuyen | Member of the Board of Directors | April 28, 2022 |  |
| 5 | Ms. Pham Ngoc Tuyet Van | Member of the Board of Directors | May 20, 2021 | Dismissed on April 26, 2023 |

Agree on the dismissal of Ms. Pham Ngoc Tuyet Van as a member of the Board of Directors at the Annual General Meeting of Shareholders 2023 on April 26, 2023 in accordance with the provisions of Clause 4, Article 52 of Law on accounting No. 88/2015/QH13 dated November 20, 2015.

Number of members of the Board of Directors in the term of 2021-2025: 4 members

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ.HDQT | March 06, 2023 | - Agree on the record date to exercise the right to attend the Annual General Meeting of Shareholders 2023 and advancing dividends in cash in 2022 |
| 2 | 02/NQ.HDQT | March 06, 2023 | - Regarding the resignation of Ms. Pham Ngoc Tuyet Van as a member of the Board of Directors in the term of 2021-2025 |
| 3 | 03/NQ.HDQT | March 06, 2023 | - Approve the production and business plan for 2023 |
| 4 | 04/NQ.HDQT | March 06, 2023 | - Approve the investment plan for 2023 |
| 5 | 04a/NQ.HDQT | June 29, 2023 | - Approve the production and business report for the first 5 months of 2023 |
| 6 | 05/NQ.HDQT | July 24, 2023 | - Agree on the report on production and business activities for the first 6 months of 2023   * Approve the investment in additional factories to increase revenue and long-term value of the Company * Foreign ownership rate of the Company is 0% |
| 7 | 06/NQ.HDQT | July 24, 2023 | - Approve borrowing capital and mortgaging assets |
| 8 | 07/NQ.HDQT | July 24, 2023 | Approve to sign contracts between the Company and related organizations |
| 9 | 08/NQ.HDQT | November 01, 2023 | - Agree to select AFC Audit Viet Nam Company Limited to audit the Financial Statements 2023 |
| 10 | 09/NQ.HDQT | December 07, 2023 | - Approve the estimate of production and business results in 2023 and the production and business plan for 2024 |

1. The Supervisory Board
2. Information about the members of the Supervisory Board (in the term of 2021-2025)

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| --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Le Thi Xuan Hang | Chief of the Supervisory Board | May 20, 2021 | Bachelor of Accounting |
| 2 | Ms. Nguyen Thi Kim Trang | Member of the Supervisory Board | May 20, 2021 | Bachelor of Accounting |
| 3 | Ms. Mai Xuan | Member of the Supervisory Board | April 28, 2022 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Ms. Duong Thi My Dung | April 14, 1966 | Master of Business Administration | April 26, 2016 |
| 2 | Ms. Pham Ngoc Tuyet Van | September 6, 1975 | Bachelor of Business Administration | April 27, 2017 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Ngoc Tuyet Van | September 6, 1975 | Bachelor of Economics | May 2016 |

1. Training on corporate governance: None
2. List of affiliated persons of the public 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:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH No. | Head office address/Contact address | Time of transaction with the Company | Resolution No. | Content and quantity of transaction |
| 1 | Thanh Binh Company Limited | Shareholders own 47.01% | 3600351358 | 173/374. Dieu Xien street, KP8, Long Binh ward, Bien Hoa, Dong Nai | July 25, 2023 | 07/NQ.HDQT | Purchase and sale of agricultural products |

Notes: NSH No. ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal documents (for organizations)/NSH\*:

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the public company:
2. Transactions between the Company and other entities: /
3. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
4. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
5. 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 Executive Manager (General Manager): None
6. Share transactions between PDMR and affiliated persons of PDMR: None
7. Company’s share transaction between PDMR and affiliated persons: none
8. Other significant issues: