**TTG: Annual Corporate Governance Report 2023**

On January 23, 2024, Thanh Tri Garment JSC announced Report No. 01/2024/BC on the corporate governance in 2023, as follows:

* Name of public company: Thanh Tri Garment JSC
* Head office address: Lot 1 - CN3; Ngoc Hoi Industrial Park; Ngoc Hoi Commune; Thanh Tri District; Hanoi City
* Tel: 024. 38615551 Fax: 024. 38619953 Email: lanthuy308@gmail.com
* Charter capital: VND 20,000,000,000
* Securities code: TTG
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Implemented

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 |
| 01 | 01/NQ-DHDCD | April 28, 2023 | Annual General Mandate |
| 02 | 02/2023/NQ-DHDCD | November 09, 2023 | Extraordinary General Mandate |

1. Activities of the Board of Directors (Annual Report 2023):
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 |
| 01 | Mr. Tran Trong Phuc | Independent member of the Board of Directors |  | April 28, 2023 |
| 02 | Mr. Nguyen Quang Hai | Independent member of the Board of Directors |  | April 28, 2023 |
| 03 | Mr. Dinh Hong Quan | Independent member of the Board of Directors |  | April 28, 2023 |
| 04 | Mr. Nguyen Viet Dung | Member of the Board of Directors | November 02, 2022 |  |
| 05 | Mr. Ly Nam Ninh | Member of the Board of Directors | November 02, 2022 |  |
| 06 | Mr. Khuc Ha Dung | Independent member of the Board of Directors | April 28, 2023 | November 09, 2023 |
| 07 | Dang Anh Tuan | Independent member of the Board of Directors | November 09, 2023 |  |
| 08 | Nguyen Dinh Tu | Independent member of the Board of Directors | November 09, 2023 |  |
| 09 | Nguyen Ngoc Quang | Independent member of the Board of Directors | November 09, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/QD-HDQT | January 03, 2023 | Decision on appointing Ms. Pham Thi Huong as the Chief Accountant of the Company |
| 2 | 02/2023/QD-HDQT | January 13, 2023 | Decision on approving the 13th month salary payment in 2022 for all the Company’s employees |
| 3 | 03/2023/QD-HDQT | February 15, 2023 | Decision on approving the Company borrowing money from the Chair of the Board of Directors |
| 4 | 04/2023/QD-HDQT | April 03, 2023 | Decision on appointing Ms. Phan Thi Luong as the Deputy General Manager of Production of the Company |
| 5 | 05/2023/QD-HDQT | June 07, 2023 | Decision on approving the Company's use of legal assets to make working capital loans at the Joint Stock Commercial Bank for Foreign Trade of Vietnam |
| 6 | 06/2023/QD-HDQT | July 31, 2023 | Decision on dismissing the Deputy General Manager of Finance-cum-Head of Accounting Department |
| 7 | 07/2023/NQ-HDQT | September 15, 2023 | Resolution on approve the recording of the list of shareholders to exercise the rights to attend the Extraordinary General Meeting of Shareholders 2023 |
| 8 | 08/2023/NQ-HDQT | November 07, 2023 | Resolution on appointing Mr. Ly Nam Ninh as the Head of Accounting Department |
| 9 | 09/2023/NQ-HDQT | November 09, 2023 | Resolution on approving the change of the Chair of the Board of Directors of the Company |
| 10 | 10/2023/NQ-HDQT | November 14, 2023 | Resolution on approving the plan to sell treasury shares of the Company |
| 11 | 11/2023/NQ-HDQT | November 27, 2023 | Resolution on approving the continued signing and implementation of an export garment processing contract with Công ty TNHH Vải giày Thanh Cường (tentatively translated as Thanh Cuong Shoe Fabric Company Limited) - represented by Mr. Nguyen Dinh Tu - member of the Company's Board of Directors. |
| 12 | 12/2023/NQ-HDQT | December 05, 2023 | Resolution on capital contribution to establish Canvas Ha Nam Joint Stock Company |
| 13 | 13/2023/NQ-HDQT | December 07, 2023 | Resolution on capital contribution to establish Canvas Ha Nam Joint Stock Company |
| 14 | 14/2023/NQ-HDQT | December 07, 2023 | Resolution on approving the plan to sell treasury shares of the Company |
| 15 | 15/2023/NQ-HDQT | December 15, 2023 | Resolution on dismissing the Deputy General Manager of Production of the Company |
| 16 | 16/2023/NQ-HDQT | December 28, 2023 | Approve the plan to issue shares under the Employee Stock Ownership Plan (ESOP) |
| 17 | 17/2023/NQ-HDQT | December 28, 2023 | Resolution on approving the plan to ensure that the share issuance meets the regulations on foreign ownership rate. |
| 18 | 18/2023/NQ-HDQT | December 28, 2023 | Resolution on approving the dossier for registering share issuance under the Employee Stock Ownership Plan |

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

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| --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 01 | Mr. Trinh Quoc Khanh | Chief of the Supervisory Board | November 02, 2022 | Bachelor |
| 02 | Ms. Nguyen Thi Hue | Member of the Supervisory Board | April 28, 2023 | Bachelor |
| 03 | Ms. Vu Thi Hong Hanh | Member of the Supervisory Board | May 25, 2018 | Bachelor |
| 04 | Ms. Le Thi Hong Nhung | Member of the Supervisory Board | April 28, 2023 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Ms. Nguyen Thi Ngoc Oanh | October 02, 1983 | Bachelor | August 18, 2022 |
| 02 | Mr. Ly Nam Ninh | November 12, 1983 | Bachelor | September 29, 2022 |
| 03 | Ms. Phan Thi Luong | June 14, 1974 | Bachelor | April 03, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Pham Thi Huong | May 24, 1988 | Bachelor | January 03, 2023 |

1. Training on corporate governance
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
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company.
5. Transactions between the Company and other entities:
6. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of Board of Directors, the Executive Manager (General Manager) for the past three (03) years.
7. Transactions between the Company and companies where affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager).
8. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Manager (General Manager) and other managers.
9. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023)
   * + 1. Company’s share transactions of PDMR and affiliated persons
10. Other significant issues