**BAX: Annual Corporate Governance Report 2023**

On January 30, 2024, Thong Nhat Joint Stock Company announced Report No. 02/BC-HDQT on the corporate governance of 2023 as follows:

* Name of listed company: Thong Nhat Joint Stock Company
* Head office address: 2A Street, Bau Xeo Industrial zone, Trang Bom District, Dong Nai
* Tel: 0251.3924377-3924690 Fax: 0251.3924692
* Email: info@bauxeo.com.vn
* Charter capital: VND 82,000,000,000
* Securities code: BAX
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit function: Unimplemented

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 No. | Date | Content |
| 1 | 01/NQ-DHDCD | March 16, 2023 | Annual General Mandate 2023 |

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

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| No. | Members of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Thanh Son | Chair of the Board of Directors | April 26, 2019 |  |
| 2 | Le Huu Tinh | Vice Chair of the Board of Directors |  | March 16, 2023 |
| 2 | Tran Trung Tuan | Vice Chair of the Board of Directors | March 16, 2023 |  |
| 3 | Nguyen Cao Nhon | Member of the Board of Directors (Non-executive) | March 16, 2023 |  |
| 4 | Nguyen Van Thanh | Member of the Board of Directors (Non-executive) | April 26, 2019 |  |
| 5 | Nguyen Hoang Dung | Executive member of the Board of Directors | April 26, 2019 |  |
| 6 | Nguyen Thi Thu Thao | Member of the Board of Directors (Non-executive) | November 22, 2021 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date and month | Content |
| 1 | 1/NQ-HDQT | March 13, 2023 | Board Resolution on transactions between the Company and related parties arising in 2023 |
| 2 | 2/NQ-HDQT | April 24, 2023 | Board Resolution on the dividend payment in 2022 |
| 3 | 3/NQ-HDQT | April 24, 2023 | Board Resolution Q1/2023 |
| 4 | 5/NQ-HDQT | July 7, 2023 | Board Resolution Q2/2023 |
| 5 | 6/NQ-HDQT | October 6, 2023 | Board Resolution Q3/2023 |
| 6 | 7/NQ-HDQT | November 22, 2023 | Board Resolution on the first dividend prepayment in 2023 |
| 7 | No. 01/QD-HDQT | January 12, 2023 | Approving the results of contractor selection for the consulting package for preparing E-Bidding Documents, evaluating E-Bidding Documents for construction of boundary fence works in the North and East of Bau Xeo Industrial Park GD2 and 3 (from pile 18 to the end) under the technical infrastructure construction investment project of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 8 | No. 02/QD-HDQT | January 12, 2023 | Approve the results of contractor selection for the E-Bidding Documents appraisal consulting package and appraise the results of contractor selection for the construction of the northern and eastern boundary fence of Bau Xeo Industrial Park GD2 and 3 (from pile 18 to the end) under the technical infrastructure construction investment project of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 9 | No. 03/QD-HDQT | February 14, 2023 | Assign the labor and salary plan for 2023 |
| 10 | No. 04/QD-HDQT | February 15, 2023 | Approving the results of contractor selection for the package of checking and accepting the work during the construction process, and accepting the completion of the kindergarten project (C8) under the housing development project at the Service Center of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 11 | No. 05/QD-HDQT | February 17, 2023 | Approve the contractor selection plan for survey consulting packages, prepare construction investment KT-KT reports, and verify the project. The treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the end of the industrial park's planned land boundary investment project to build technical infrastructure in Bau Xeo Industrial Park, Trang Bom District, Danang |
| 12 | No. 06/QD-HDQT | February 22, 2023 | Approve the results of contractor selection for the survey consulting package, prepare the KT-KT report for construction investment, and verify the project. The treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the end of the industrial park's planned land boundary |
| 13 | No. 07/QD-HDQT | March 7, 2023 | Approving the results of contractor selection for the construction supervision consulting package of the northern and eastern boundary fence of Bau Xeo Industrial Park GD2 and 3 (from pile 18 to the end) under the infrastructure construction investment project Technical Bau Xeo Industrial Park, Trang Bom District, Danang |
| 14 | No. 08/QD-HDQT | March 7, 2023 | Approving the results of contractor selection for the construction supervision consulting package of the northern and eastern boundary fence of Bau Xeo Industrial Park GD2 and 3 (from pile 18 to the end) under the infrastructure construction investment project Technical Bau Xeo Industrial Park, Trang Bom District, Danang |
| 15 | No. 09/QD-HDQT | March 16, 2023 | Approve the results of contractor selection for the consulting package to verify the KT-KT report for construction investment of the project. The treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the end of the industrial park's planned land boundary belongs to the construction investment project. Technical infrastructure of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 16 | No. 10/QD-HDQT | March 22, 2023 | Approving the technical and economic report on construction investment of the project: Wastewater drainage sewer line after treatment from the centralized wastewater treatment station of the industrial park to the end of the planned land boundary of the industrial park under the investment project to build technical infrastructure of Bau Xeo industrial park, Trang Bom district, Danang |
| 17 | No. 11/QD-HDQT | March 24, 2023 | Approve the results of contractor selection for the bidding package Check the acceptance of completed construction, supply and installation of equipment for the Commercial Service Store (CIO) project under the housing development project in the service center Area at Bau Xeo Industrial Park, Trang Bom District, Danang |
| 18 | No. 12/QD-HDQT | March 24, 2023 | Approve the results of contractor selection for the bidding package Check the acceptance of completed construction, supply and installation of equipment for the Commercial Service Store (CH) project under the housing development project in the service center Area at Bau Xeo Industrial Park, Trang Bom District, Danang |
| 19 | No. 13/QD-HDQT | March 27, 2023 | Approve the contractor selection plan for the consulting and construction package of the post-treated wastewater sewer line from the Industrial Park centralized wastewater treatment station to the end of the industrial park's planned land boundary under the investment project to build the industrial park's technical infrastructure. Bau Xeo, Trang Bom District, Danang |
| 20 | No. 14/QD-HDQT | April 05, 2023 | Approve the contractor selection plan for the construction supervision consulting package of the treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the industrial park's planned land boundary. |
| 21 | No. 15/QD-HDQT | April 05, 2023 | Approve the contractor selection plan for the project management consulting package of the post-treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the end of the industrial park's planned land boundary. |
| 22 | No. 16/QD-HDQT | April 7, 2023 | Approve the contractor selection plan for the construction package of the treated wastewater sewer line from the industrial park's centralized wastewater treatment station to the end of the industrial park's planned land boundary. |
| 23 | No. 17/QD-HDQT | April 18, 2023 | Approve the results of contractor selection for the consulting and auditing package for final settlement of completed construction items, equipment supply and installation, operating instructions, construction technology transfer and system installation. Automatic wastewater monitoring system at the centralized wastewater treatment station in the industrial park |
| 24 | No. 18/QD-HDQT | April 18, 2023 | Approving the total cost estimate of the parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park |
| 25 | No. 19/QD-HDQT | May 27, 2023 | Approving adjustments to the construction estimate of Block 5 and technical infrastructure of the Apartment Building to serve workers (NC2) under the housing development project at Bau Xeo Industrial Park Service Center, Trang Bom District, Danang |
| 26 | No. 20/QD-HDQT | May 31, 2023 | Approve the contractor selection plan for consulting packages, construction of Block 5 category and technical infrastructure of the Apartment Building to serve workers (NC2) under the housing development project in Bau Xeo Industrial Park Service Center , Trang Bom District, Danang |
| 27 | No. 21/QD-HDQT | June 9, 2023 | Approving the results of contractor selection for the audit and review consulting package of financial statements for the fiscal year ending December 31, 2023 of the Company |
| 28 | No. 22/QD-HDQT | June 19, 2023 | Regarding approval of contractor selection results for the consulting package for preparing E-Bidding Documents, evaluating E-Bidding Documents for construction of Block 5 category and technical infrastructure of Apartment Building to serve workers (NC2) under the investment project to build technical infrastructure of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 29 | No. 23/QD-HDQT | June 19, 2023 | Regarding approval of the results of contractor selection for the E-Bidding Documents appraisal consulting package and appraisal of the results of selection of contractors for construction of Block 5 category and technical infrastructure of Apartment Buildings serving the public (NC2) belongs to the investment project to build technical infrastructure of Bau Xeo Industrial Park, Trang Bom District, Danang |
| 30 | No. 24/QD-HDQT | August 23, 2023 | Approve the contractor selection plan for consulting packages for preparing economic and technical reports for construction investment, verifying the cultural house project (plot C2) of the housing development project in Bau Xeo Industrial Park Service Center, Trang District Bom, Danang |
| 31 | No. 25/QD-HDQT | August 23, 2023 | Approving the results of contractor selection for the consulting package on final settlement of construction items The treated wastewater sewer line from the industrial park centralized wastewater treatment station to the end of the planned land boundary |
| 32 | No. 26/QD-HDQT | August 23, 2023 | Approved appointment of consulting units to conduct price appraisal of 11 apartments (commercial sale) at Block CC6; Land use rights, assets attached to land Kindergaten building (plot C8), service shop (plot C10, C11); Public and service land use rights (regional level) at Bau Xeo Industrial Park Service Center, Trang Bom District |
| 33 | No. 27/QD-HDQT | August 30, 2023 | Approving the contractor selection plan for consulting and construction packages of parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 34 | No. 28/QD-HDQT | August 30, 2023 | Approve the results of contractor selection for consulting packages to prepare economic and technical reports for construction investment, and verify the cultural house project (plot C2) of the housing development project at Bau Xeo Industrial Park Service Center, Trang District. Bom, Danang |
| 35 | No. 29/QD-HDQT | August 30, 2023 | Approving the results of contractor selection for the consulting package for verification and preparation of economic and technical reports for construction investment, verification of the cultural house project (plot C2) of the housing development project in the Service Center of Bau Xeo Industrial Park, District Trang Bom, Danang |
| 36 | No. 30/QD-HDQT | September 6, 2023 | Approve the cost estimate of the consulting package to prepare and adjust the construction drawing design and estimate of Block 5 of the apartment complex to serve workers (lot NC2) under the housing development project at the Bau Xeo Industrial Park Service Center. , Trang Bom District, Danang |
| 37 | No. 31/QD-HDQT | September 7, 2023 | Approving the results of contractor selection for the consulting package for preparing E-Bidding Documents, evaluating E-Bidding Documents for construction of parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 38 | No. 32/QD-HDQT | September 7, 2023 | Approve the results of contractor selection for the E-Bidding Documents appraisal consulting package and appraise the results of selection of construction contractors for the parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 39 | No. 33/QD-HDQT | September 11, 2023 | Approve the contractor selection plan for the consulting package to make adjustments. Design and estimate construction drawings for Block 5 of the apartment complex to serve workers (lot NC2) under the housing development project in the Service center Area. Bau Xeo Industrial Park, Trang Bom District, Danang |
| 40 | No. 34/QD-HDQT | September 14, 2023 | Approve the results of contractor selection for the consulting package to make adjustments to construction drawing design and estimates for Block 5 of the apartment complex to serve workers (lot NC2) under the housing development project in the Service Center area at Bau Xeo Industrial Park, Trang Bom District, Danang |
| 41 | No. 35/QD-HDQT | October 12, 2023 | Approving the results of contractor selection for the construction package of parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 42 | No. 36/QD-HDQT | October 12, 2023 | Approving the results of contractor selection for the construction supervision consulting package of the parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 43 | No. 37/QD-HDQT | October 12, 2023 | Approving the results of contractor selection for the project management consulting package of parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB-DN |
| 44 | 37A/QD-HDQT | November 3, 2023 | Approving adjustments to the housing development project at Bau Xeo Industrial Park Service Center, Trang Bom Town, TB-DN |
| 45 | No. 38/QD-HDQT | November 7, 2023 | Approving the adjustment of construction design to be implemented after the final inspection of Block 5 of the apartment complex to serve workers (lot NC2) under the housing development project at Bau Xeo Industrial Park Service Center, Trang Bom District, Danang |
| 46 | No. 39/QD-HDQT | November 7, 2023 | Approve the adjustment of the construction estimate for Block 5 and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project at Bau Xeo Industrial Park Service Center, Trang Bom District, Danang |
| 47 | No. 40/QD-HDQT | November 8, 2023 | Approve adjustments to the contractor selection plan for consulting packages, construction of Block 5 items and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project in Ho Chi Minh City. Bau Xeo Industrial Park Service Center, Trang Bom District, DN |
| 48 | No. 41/QD-HDQT | December 6, 2023 | Approve the list of contractors that meet the technical requirements of the Block 5 construction and installation package and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project in the Service Center Area Bau Xeo Industrial Park, Trang Bom District, Danang |
| 49 | No. 42/QD-HDQT | December 6, 2023 | Approving the results of contractor selection for the project management consulting package for construction and installation of Block 5 items and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project Living in Bau Xeo Industrial Park Service Center, Trang Bom District, Danang |
| 50 | No. 43/QD-HDQT | December 6, 2023 | Approving the results of contractor selection for the construction and installation supervision consulting package of Block 5 and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project in Service Center area at Bau Xeo Industrial Park, Trang Bom District, Danang |
| 51 | No. 44/QD-HDQT | December 6, 2023 | Approving the results of contractor selection for the consulting package for supervision and installation of Block 5 elevators and technical infrastructure of the apartment complex serving workers (lot NC2) under the housing development project in the service center Area at Bau Xeo Industrial Park, Trang Bom District, DaNang |
| 52 | No. 45/QD-HDQT | December 12, 2023 | Approving the results of contractor selection for the construction and installation package of Block 5 and technical infrastructure of the apartment building to serve workers (lot NC2) under the housing development project at Bau Xeo Industrial Park Service Center, Trang Bom District, Danang |
| 53 | No. 46/QD-HDQT | December 22, 2023 | Approving the results of contractor selection for the Insurance package for construction and installation of Block 5 items and technical infrastructure of the Apartment building serving workers (lot NC2) under the housing development project in Bau Xeo Industrial Park Service Center, Trang Bom District, DN |
| 54 | No. 47/QD-HDQT | December 22, 2023 | Approve the procurement plan in production and business activities and maintain regular operations in 2024 |
| 55 | No. 48/QD-HDQT | December 22, 2023 | Labor settlement & salary 2023 |
| 56 | No. 49/QD-HDQT | December 22, 2023 | Reward individuals with achievements in 2023 |
| 57 | No. 50/QD-HDQT | December 29, 2023 | Establish the Appraisal Team to conduct bidding in 2024 |
| 58 | No. 51/QD-HDQT | December 29, 2023 | Approve the results of contractor selection for the audit consulting package to complete the construction items of the parallel road on the left of National Highway 1A - Section 3 (From pile C77 to pile CCT), Bau Xeo Industrial Park, TB- DN |

1. The Supervisory Board/ Audit Committee
2. Information about members of the Supervisory Board/the Audit Committee

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| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Professional Qualification |
| 1 | Dao Sy Du | Chief of the Supervisory Board | April 26, 2019 | Bachelor of Economics |
| 2 | Le Minh Chuong | Members of the Supervisory Board | April 26, 2019 | Master of Business Administration |
| 3 | Nguyen Chi Hieu | Members of the Supervisory Board | April 26, 2019 | Construction Engineer |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Nguyen Hoang Dung | January 05, 1971 | Master of Business Administration | May 21, 2019 |
| 2 | Tran Huu Trung | April 29, 1973 | Master of Business Administration | May 21, 2019 |
| 3 | Nguyen Huu Tri | February 09, 1979 | Majoring in Economics | May 21, 2019 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Nguyen Huu Tri | February 09, 1979 | Majoring in Economics | May 21, 2019 |

1. Training on corporate governance
2. List of affiliated persons of the public company (report for the first 6 months of the year) and transactions between affiliated persons 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:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., Date of issue and Place of issue of NSH | Head office’s address/Contract address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction  Transaction values | Note |
| 1 | Tin Nghia Corporation | Founding shareholders | 3600283394  January 11, 2021  Department of Planning and Investment of Dong Nai Province. | No. 96 Ha Huy Giap Street, Quyet Thang Ward, Bien Hoa City, Dong Nai Province | 2023 | 01/NQ-HDQT dated March 14, 2023 | Corporate model of the Company:  Value:  VND 54,624,240 |  |
| 2 | Tinnghia Petrol Joint Stock Company | Mr. Tran Trung Nghia is the member of the Board of Directors | 3601038204  December 08, 2008  Department of Planning and Investment of Dong Nai Province | 95A, CMT8, Quyet Thang Ward, Bien Hoa, Dong Nai | 2023 | 01/NQ-HDQT dated March 14, 2023 | Buy DO gasoline, oil  Value:  VND 325,044,441 |  |
| 3 | Tin Nghia Professional Security Services Corporation | Subsidiary of Tin Nghia Corporation | 3603272464  March 25, 2015  Department of Planning and Investment of Dong Nai Province | No. 60, Road No. 1, Tam Phuoc Residential and Resettlement Area, Tam Phuoc Commune, Bien Hoa City, Dong Nai Province  Dong Nai Province | 2023 | 01/NQ-HDQT dated March 14, 2023 | Hire security services  Value:  VND 1,086,606,000 |  |
| 4 | Tin Nghia Project Management Joint-Stock Company | Subsidiary of Tin Nghia Corporation | 3601381549  August 15, 2022  Department of Planning and Investment of Dong Nai Province | No. 01, Lot c, Phan Chu Trinh, Quang Vinh ward, City. Bien Hoa, Dong Nai Province | 2023 | 01/NQ-HDQT dated March 14, 2023 | Consult on inspecting the construction and installation  Value:  VND 601,630,000 |  |
| 5 | Japanese SMES Development JS Company | Subsidiary of Tin Nghia Corporation | 3603294411  June 30, 2015  Department of Planning and Investment of Dong Nai Province | Nhon Trach III Industrial Park, Phase 2, Hiep Phuoc Town, Nhon Trach District, Dong Nai Province | 2023 | 01/NQ-HDQT dated March 14, 2023 | Management fee  Value:  VND 608,453,773 |  |
| 6 | Nhon Trach Green Trees Corporation | Joint ventures of Tin Nghia Corporation | 3603438670  January 10, 2017  Department of Planning and Investment of Dong Nai Province | (In the campus of Nhon Trach Investment Joint Stock Company),  Road No. 7, East Saigon Urban Area, Long Tan Commune, Nhon Trach District, Dong Nai Province. | 2023 | 01/NQ-HDQT dated March 14, 2023 | Hire cleaning, care and planting services for trees  Value:  VND 1,393,639,880 |  |
| 7 | Dong Nai Import Export Processing Agricultural Products and Foods Joint Stock Company (Donafoods) | Subsidiary of Tin Nghia Corporation | 3600268170  July 01, 2010  Department of Planning and Investment of Dong Nai Province | No. 647, Hanoi Highway, Long Binh Ward, Bien Hoa City, Dong Nai Province |  | 01/NQ-HDQT dated March 14, 2023 | Buy cashew nuts for customers  Value: VND 18,910,800 |  |
| 8 | PELIO GROUP CORPORATION | The company is related to major shareholder, Mr. Quach Trong Nguyen | 3603590788  October 04, 2018  Department of Planning and Investment of Dong Nai Province | No. 95A, Cach Mang Thang Tam, Quyet Ward Thang, Bien Hoa City, Dong Nai Province, |  | 01/NQ-HDQT dated March 14, 2023 | Buying and selling Petrol  Value:  VND 120,496,730  Land lease and infrastructure usage fees, management fees, water and wastewater treatment fees  Value:  VND 514,943,195 |  |
| 9 | AN LOC RUBBER CONSTRUCTION COMPANY LIMITED | Joint venture of the Holding Company  DONG NAI RUBBER CORPORATION | 3603220466  October 23, 2014  Department of Planning and Investment of Dong Nai Province | No. 6, Street 1, Central Quarter, Xuan Lap Ward, Long Khanh City, Dong Nai |  | 01/NQ-HDQT dated March 14, 2023 | Construction of parallel road  Value:  VND 4,442,323,807 |  |

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 that members of the Board of Directors, the Supervisory Board, the Executive Manager (General Manager) are founding members or members of the Board of Directors or the Executive Manager (the General Manager) for the past three years (at the time of making the Report): None
   2. Transactions between the Company and the companies in which 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):
   3. Other transactions of the Company (if any) 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
3. Share transactions of PDMR and affiliated persons of PDMR in 2023:
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Other significant issues (None)