**GDA: Annual Corporate Governance Report 2023**

On January 30, 2024, Ton Dong A Corporation announced Report No. 01/2022/BC-TDA on the corporate governance in 2023 as follows:

* Name of company: Ton Dong A Corporation
* Head office address: No. 5, Street No.5, Song Than 1 Industrial Park, Di An Ward, Di An City, Binh Duong Province
* Tel: (0274) 373 2575 Fax: (0274) 379 0420
* Website: [www.tondonga.com.vn](http://www.tondonga.com.vn)
* Charter capital: VND 1,146,915,100,000
* Securities code: GDA
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and managers
* On the implementation of the independent audit execution for auditing financial statements: Selecte Viet Nam Ernst & Young Limited Company as the audit company for the Company's financial statements for the year 2023.

1. Activities of the General Meeting of Shareholders

Information about meetings and General Mandate/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders are approved in the form of collecting opinions via a ballot)

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | General Mandate No. 01/2023/NQ-ĐHĐCĐ/TDA | April 21, 2023 | Approve on collecting shareholder's opinions via a ballot to proceed with share trading registration at Hanoi Stock Exchange |
| 2 | General Mandate No. 02/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the Audited Financial Statements 2022 |
| 3 | General Mandate No. 03/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the report on the dividend payment status for the second installment of 2021, profit distribution for 2022, and the dividend payment plan for 2023. |
| 4 | General Mandate No. 04/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the production and business plan for 2023. |
| 5 | General Mandate No. 05/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the selection of an independent audit company to audit the Company's Financial Statements 2023. |
| 6 | General Mandate No. 06/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the remuneration of the Board of Directors, the Secretariat of the Company in 2022 and the plan for 2023. |
| 7 | General Mandate No. 07/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the report on issued bonds and the plan for issuing shares and bonds. |
| 8 | General Mandate No. 08/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the dismissal and the election of additional members for the Supervisory Board for the term 2021-2026. |
| 9 | General Mandate No. 09/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve amendments to the Charter of Ton Dong A Corporation - 18th amendment. |
| 10 | General Mandate No. 10/2023/NQ-DHDCD-TDA | June 23, 2023 | Approve the report on investment results and the plan for implementing new investment activities at Ton Dong A Corporation. |

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 | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Thanh Trung | Chair of the Board of Directors | February 02, 2009 |  |
| 2 | Ms. Le Thi Phuong Loan | Member of the Board of Directors | February 02, 2009 |  |
| 3 | Ms. Nguyen Thi Ngoc Quynh | Member of the Board of Directors | February 02, 2009 |  |
| 4 | Mr. Ho Song Ngoc | Member of the Board of Directors | July 01, 2011 |  |
| 5 | Mr. Pham Quoc Thang | Member of the Board of Directors | July 01, 2011 |  |
| 6 | Mr. Doan Vinh Phuoc | Member of the Board of Directors | July 01, 2011 |  |
| 7 | Mr. Doan Danh Tuan | Member of the Board of Directors | May 22, 2021 |  |
| 8 | Mr. Ngo Van Sinh | Member of the Board of Directors | May 22, 2021 |  |

1. Board Resolutions/Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | January 02, 2023 | * Approval of executing contracts and transactions between the Company and related organizations, individuals, and affiliated persons in 2023. * Approval of the business plan for 2023 of Ton Dong A Long An Co., Ltd and obtaining loans from VietinBank - Dong Sai Gon Branch. Organizing the collection of shareholder's opinions via a ballot. |
| 2 | 01/2023/NQ-HDQT-TDA | March 21, 2023 | Organize the collection of shareholders' opinions via a ballot: |
| 3 | 02/2023/NQ-HDQT-TDA | March 21, 2023 | Switch the plan to register share trading on UPCOM at Hanoi Stock Exchange. |
| 4 | 03/2023/NQ-HDQT-TDA | March 28, 2023 | Extend the time to organize the General Meeting of Shareholders 2023 |
| 5 | 04/2023/NQ-HDQT-TDA | April 20, 2023 | Extend time for collecting shareholders' opinions via a ballot: |
| 6 | 05/2023/NQ-HDQT-TDA | May 08, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 7 | 07/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | May 15, 2023 | Approval of short-term credit needs at Vietnam Joint Stock Commercial Bank for Foreign Trade - South Binh Duong Branch. |
| 8 | 08/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | May 17, 2023 | Approval of the business plan for 2023 of Ton Dong A BacNinh Co., Ltd and obtaining loans from VietinBank - Dong Sai Gon Branch. |
| 9 | 09/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | May 29, 2023 | Implementation of credit relationships with Tien Phong Commercial Joint Stock Bank - Ben Thanh Branch. |
| 10 | 10/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | June 12, 2023 | Approval of short-term credit needs at Vietnam Investment and Development Bank (BIDV) - Tan Binh Branch. |
| 11 | 11/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | June 19, 2023 | Purchase of bonds issued by Vietnam Joint Stock Commercial Bank for Industry and Trade in 2023. |
| 12 | 12/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | July 05, 2023 | Purchase of bonds issued privately by Vietnam Investment and Development Bank (BIDV) in July 2023. |
| 13 | 06/2023/NQ-HDQT-TDA | July 26, 2023 | Implementation of investments as per resolutions approved by the General Meeting of Shareholders. |
| 14 | 14/2023/BBH-HDQT-TDA  Meeting minutes and resolutions | October 01, 2023 | Approval of obtaining loans from Vietinbank North Sai Gon Branch to implement the business plan for 2023. |
| 15 | 07/2023/NQ-HDQT-TDA | November 01, 2023 | Dismissal and appointment of the Chair of the Company, legal representative, and capital contributor at TDA.DN. |
| 16 | 08/2023/NQ-HDQT-TDA | November 01, 2023 | Additional investment in TDA.DN. |
| 17 | 09/2023/NQ-HDQT-TDA | November 01, 2023 | Entrust TDA.DN Company to participate in capital contribution to investment projects. |
| 18 | 10/2023/NQ-HDQT-TDA | November 09, 2023 | Payment of dividends for the year 2022. |
| 19 | 11/2023/NQ-HDQT-TDA | December 26, 2023 | Allocation of remuneration for the Board of Directors and Supervisory Board for the year 2023. |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Appointment date | Date of dismissal | Qualification |
| 1 | Ms. Le Thi Khoa Nguyen | Chief | July 06, 2016 | June 23, 2023 | Doctor of Economics |
| 2 | Ms. Lam Duy Thuy Linh | Member | May 22, 2021 | June 23, 2023 | Master |
| 3 | Ms. Nguyen Phuoc Thi Tuy Ha | Member | January 13, 2022 | June 23, 2023 | Master of Business Administration |
| 4 | Mr. Nguyen Nang Tin | Chief | June 23, 2023 |  | Mechanical Engineer |
| 5 | Ms. Dinh Thi Thao Ly | Member | June 23, 2023 |  | Bachelor of Economics |
| 6 | Mr. Hoang Duy Nhat | Member | June 23, 2023 |  | Bachelor of Business Administration |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Ho Song Ngoc | May 19, 1961 | Bachelor of Business Administration | * March 17, 2010: Appoint the position of the Executive Deputy General Manager * June 08, 2021: Dismissal of the position of the Executive Deputy General Manager and appointment of the position of General Manager. |
| 2 | Mr. Doan Vinh Phuoc | October 01, 1968 | Bachelor of National Economic Planning | * February 03, 2009: Appoint the Deputy General Manager |
| 3 | Mr. Pham Quoc Thang | October 11, 1967 | Bachelor of Chemistry Education | * February 03, 2009: Appoint the Deputy General Manager |
| 4 | Mr. Nguyen Van Dai | April 24, 1972 | Master of Engineering | * December 16, 2019: Appoint the Deputy General Manager |

1. Chief Accountant.

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Tran Le Xuan | April 02, 1983 | Bachelor of Accounting | June 01, 2018: Appoint the Chief Accountant of the Company |

1. Training on corporate governance None.
2. List of relevant persons in a public company (Report 6 months/year) and transactions of persons related to the Company with the Company itself:
3. List of affiliated persons of the Company
4. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: Appendix 2 attached

Appendix 2:

Transactions between the Company and affiliated persons of the Company:

1. Transactions between the Company and affiliated persons of the Company:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH Code\*: | Date of issue | Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content | Total transaction value (VND million) | Note |
| 1 | Le Thi Phuong Loan | Member of the Board of Directors |  |  |  |  | From January, 2023 to December, 2023 | Board Resolution No. 12/2020/NQ-HDQT-TDA | Loan payment | 24,146 |  |

1. Transactions between the Company and affiliated persons of the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Company | Relationship | NSH Code\*: | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content | Total transaction value (VND million) | Note |
| 1 | Ton Dong A Long An Co., Ltd | Related company | 1101819799 | Lot D9, Road No. 4, Nhut Chanh Industrial Park, Nhut Chanh Commune, Ben Luc District, Long An Province. | From January, 2023 to December, 2023 | 01/2023/BBH-HDQT-TDA dated January 02, 2023 | Purchase and sell products, services, and goods | 649,684 |  |
| Lend and borrow interest | 109,959 |
| 2 | Ton Dong A Binh Duong Co., Ltd | Related company | 3702576537 | Lot CN16, Plot 9-10, Street 6, Song Than 3 Industrial Park, Phu Tan Ward, Thu Dau Mot City, Binh Duong Province | From January, 2023 to December, 2023 | 01/2023/BBH-HDQT-TDA dated January 2, 2023 | Purchase and sell services | 150,236 |  |
| 3 | Ton Dong A Da Nang Co., Ltd | Related company | 0401610098 | Lot E2, Street 7, Hoa Khanh Industrial Park, Hoa Khanh Bac Ward, Lien Chieu District, Da Nang City | From January, 2023 to December, 2023 | 01/2023/BBH-HDQT-TDA dated January 2, 2023 | Selling finished products | 484,515 |  |
| 4 | Ton Dong A Bac Ninh Co., Ltd | Related company | 2300982287 | RBF House - RBF Zone, No. 36, Street 05, VSIP Bac Ninh, Dai Dong Commune, Tien Du District, Bac Ninh Province | From January, 2023 to December, 2023 | 01/2023/BBH-HDQT-TDA dated January 2, 2023 | Selling finished products | 853,403 |  |

1. TRANSACTIONS BETWEEN THE COMPANY AND MAJOR SHAREHOLDERS, PDMR, AND AFFILIATED PERSONS OF PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH Certificate No.\*, date of issue, place of issue | Head office’s address/Contract address | Time of transaction with the Company | Content | Quantity, total transaction value (million VND) | Note |
| I | JFE Shoji Vietnam Co., Ltd | Shareholder holding at least 5% of the company's charter capital | 0312266823 | Saigon Riverside Office Center, Room 505-506, 2A-4A Ton Duc Thang, Ben Nghe Ward, District 1, Ho Chi Minh City | From January, 2023 to December, 2023 | Buy and sell raw materials and finished products | 2,779,514 |  |

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

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company No transactions conducted.
2. Transactions between the Company and other entities/
   1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors or the Executive General Manager for the past three (03) years (at the time of making the Report): No transactions conducted.
   2. Transactions between the company and the company whose affiliated person of members of the Board of Directors, members of the Supervisory Board, the General Manager, and other managerial personnel who are members of the Board of Directors or the Executive General Manager: No transactions conducted.
   3. Other transactions of the company (if any) may result in material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager, and other managerial personnel. No transactions conducted.
3. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
4. Company’s share transactions between PDMR and affiliated persons: Appendix 4 attached.

Appendix 4:

Company’s share transactions between PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Positions/Relations with the PDMR | 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 (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Le Thi Phuong Loan | Member of the Board of Directors | 12,303,790 | 10.73% | 13,003,790 | 11.34% | Buy shares |
| 2 | Vu Minh Tan | Husband of Ms. Le Thi Phuong Loan member of the Board of Directors | 2,473,326 | 2.16% | 1,093,326 | 0.95% | Sell shares |
| 3 | Ho Song Nhat Minh | Son of Mr. Ho Song Ngoc - member of the Board of Directors - General Manager | 47,300 | 0.04% | 44,700 | 0.04% | Sell shares |

1. Other significant issues: None.