**PIS: Annual Corporate Governance 2023**

On January 30, 2024, Binh Dinh Pisico Corporation JSC announced Report No. 05/BC-HDQT on the corporate governance in 2023 as follows:

* Name of company: Binh Dinh Pisico Corporation JSC
* Head office address: No. 99 Tay Son Street, Ghenh Rang Ward, Quy Nhon City, Binh Dinh Province, Vietnam
* Tel: (0256) 3947088/3947099 Fax: (0256)3947029
* Email: tctypisico@gmail.com
* Charter capital: VND 275 billion
* Securities code: PIS
* Corporate governance model:
* The General Meeting of Shareholders;
* The Board of Directors;
* The Supervisory Board;
* The General Manager.
* Internal audit execution: None.
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 14/NQ-DHDCD | March 25, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (Annual Report 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors for the 2020-2025 term | Position (independent member/non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Date of appointment | Date of dismissal |
| 1 |  Mr. Lam Dinh An | Chair | June 24, 2020 |  |
| 2 |  Ms. Dong Thi Anh | Vice Chair | June 24, 2020 |  |
| 3 |  Mr. Vu Hong Quan | Member | June 24, 2020 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content | Approval rate |
| 1 | Resolutions |  |  |  |
| 1 | 03/NQ-HDQT | February 03, 2023 | Agree on the organization of Binh Dinh Pisico Corporation JSC’s Annual General Meeting of Shareholders 2023 | 100% |
| 2 | 06/NQ-HDQT | March 23, 2023 | Approve the document contents of the Annual General Meeting of Shareholders 2023 and the personnel mobilization of Xí nghiệp Kinh doanh và PTHT PISICO (tentatively translated as Pisico Business and Development Enterprise) | 100% |
| 3 | 17/NQ-HDQT | April 24, 2023 | Approve the settlement of realized salary and remuneration fund in 2022 | 100% |
| 4 | 20/NQ-HDQT | May 06, 2023 | Agree on appointing the Capital Representative of PISICO at Pisico Wooden Furniture Joint Stock Company | 100% |
| 5 | 23/NQ-HDQT | June 13, 2023 | Agree on the policy to select an independent audit company for 2023 | 100% |
| 6 | 25/NQ-HDQT | June 24, 2023 | Approve the loan of PISICO from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Dinh Branch (or at other credit organizations) | 100% |
| 7 | 27/NQ-HDQT | June 26, 2023 | Approve the salary and remuneration plan for 2023 and the appointment of Person in charge of Corporate Governance for the 2020-2025 term | 100% |
| 8 | 31/NQ-HDQT | July 04, 2023 | Agree on the reappointment of Binh Dinh Pisico Corporation JSC's Chief Accountant | 100% |
| 9 | 36/NQ-HDQT | August 09, 2023 | Approve Binh Dinh Pisico Corporation JSC contributing capital to establish of Pisico Đak Lak Investment Joint Stock Company | 100% |
| II | Decisions |  |  |  |
| 1 | 18/QD-HDQT | April 24, 2023 | Decide on the approval of the realized salary and remuneration in 2022 |  |
| 2 | 21/QD-HDQT | May 06, 2023 | Decide on appointing the Capital Representative of Binh Dinh Pisico Corporation JSC at Pisico Wooden Furniture Joint Stock Company |  |
| 3 | 28/QD-HDQT | June 26, 2023 | Decide on the approval of the planned salary and remuneration in 2023 |  |
| 4 | 32/QD-HDQT | July 04, 2023 | Appoint Mr. Nguyen Hoang Lam to continue as the Chief Accountant of Binh Dinh Pisico Corporation JSC |  |
| 5 | 34/QD-HDQT | July 20, 2023 | Decide on the appointment of Capital Representative of PISICO at Pisico Đak Lak Investment Joint Stock Company |  |
| 6 | 37/QD-HDQT | August 09, 2023 | Decide on contributing capital to establish Pisico Đak Lak Investment Joint Stock Company |  |
| 7 | 38/QD-HDQT | August 31, 2023 | Appoint the Person in charge of Corporate Governance-cum-Secretariat of the Board of Directors of Binh Dinh Pisico Corporation JSC |  |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board for 2020-2025 term | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Hoang Hai | Chief | June 24, 2020 | Bachelor |
| 2 | Dong Thi Quynh Luong | Member | June 24, 2020 | Master |
| 3 | Nguyen Tan Bao Toan | Member | June 24, 2020 | Bachelor |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Dong Thi Anh | January 01, 1956 | Bachelor | Date of reappointment: November 01, 2022 |
| 2 | Nguyen Tuong Linh | August 16, 1975 | Bachelor | July 01, 2022 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Nguyen Hoang Lam | November 28, 1978 | Bachelor | Date of reappointment: July 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Anh Viet Import - Export Trading Co.,Ltd | Co-owner | 4100266681 | No. 199 Tay Son Street, Quy Nhon City, Binh Dinh Province |  | - | Office for lease and financial activities with the total value of VND 581,668,697 |  |
| 2 | VietLam Mineral Company Limited | Co-owner | 4101291553 | No. 89 Mai Xuan Thuong Street, Ly Thuong Kiet Ward, Quy Nhon City, Binh Dinh Province |  | - | Financial activities with the total value of VND 2,090,760,273 |  |
| 3 | Anh Vy Company Limited | Holding company and major shareholder | 4100453032; issued by Binh Dinh Authority for Planning and Investment on August 25, 2017 | Lot B17 Phu Tai Industrial Park, Quy Nhon City, Binh Dinh Province |  | - | Office for lease and financial activities with the total value of VND 51,151,557,094 |  |
| 4 | Quy Nhon Cable Television Ltd Company | Subsidiary | 4101321208 | No. 198 Tran Hung Dao Street, Tran Hung Dao Ward, Quy Nhon City, Binh Dinh Province |  | - | Office for lease and financial activities with the total value of VND 1,497,962,012 |  |
| 5 | Qui Nhon Woodchip Co.,Ltd | Subsidiary | 4100259155 | Road No. 10, Phu Tai Industrial Park, Bui Thi Xuan Ward, Quy Nhon City, Binh Dinh Province |  | - | Office for lease and financial activities with the total value of VND 32,167,677,515 |  |
| 6 | Pisico Hr One Member Co., Ltd | Subsidiary | 4101538507 | No. 99 Tay Son Street, Ghenh Rang Ward, Quy Nhon City, Binh Dinh Province |  | - | Office for lease and financial activities with the total value of VND 29,579,876 |  |
| 7 | P.B.C Infrastructure Development Service Join Stock Company | Subsidiary | 4100515627 | Nhon Binh Ward, Quy Nhon City, Binh Dinh Province |  | - | Financial activities and other activities with the total value of VND 1,544,308,129 |  |
| 8 | An Viet Phat Investment Company | Subsidiary | 4101601903 | No. 99 Tay Son Street, Ghenh Rang Ward, Quy Nhon City, Binh Dinh Province |  | - | Financial activities with the total value of VND 25,306,975,159 |  |
| 9 | Binh Dinh Industry - Agriculture Trading Joint Stock Company | Joint venture | 4100583151 | No. 99 Tay Son Street, Ghenh Rang Ward, Quy Nhon City, Binh Dinh Province |  |  | Financial activities with the total value of VND 19,569,492,316 |  |
| 10 | Thanh Tam Wooden Furniture Joint Stock Company (former name: Pisico Wooden Furniture Joint Stock Company) | Joint venture | 4100669786 | Lot A12 + Lot A13, Phu Tai Industrial Park, Tran Quang Dieu Ward, Quy Nhon City, Binh Dinh Province |  | - | Financial activities with the total value of VND 6,662,220,000 |  |
| 11 | Pisico - HaThanh Joint Stock Company | Joint venture | 4101191767 | Lot A13, Canh Vinh Industrial Cluster, Canh Vinh Commune, Van Canh District, Binh Dinh Province |  | - | Financial activities and other activities with the total value of VND 10,443,006,259 |  |
| 12 | Pisico Dak Lak Joint Stock CompanyPisico Đak Lak Investment Joint Stock Company | Subsidiary | 6001663071 | No. 25 An Duong Vuong Street, M-Drak Town, M'Drak District, Dak Lak Province |  | - | Financial activities with the total value of VND 806,500,000 |  |
| 13 |  | Subsidiary | 6001759979 | No. 25 An Duong Vuong Street, M-Drak Town, M'Drak District, Dak Lak Province |  | - | Financial activities and other activities with the total value of VND 1,547,334,000 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: Appendix 3.
2. Transactions between the Company and other entities:
	1. 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 the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as of the time of reporting):
	2. Transactions between the Company and companies where affiliated persons 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):
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager), and other managers:
3. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
4. Company’s share transactions of PDMR and affiliated persons:
5. Other significant issues: None.