**TFC: Annual Corporate Governance Report 2023**

On January 30, 2024, Trang Corporation Joint Stock Company announced Report No. 01/24/BC-TFC on the Corporate Governance in 2023 as follows:

* Name of company: Trang Corporation Joint Stock Company
* Head office address: Lot 14A Hiep Phuoc Industrial Zone, Long Thoi, Nha Be, Ho Chi Minh city
* Tel: 028 3780 0900 Fax: 028 3780 0735 Email: info@trangsgroup.com
* Charter capital: VND 168,299,940,000
* Securities code: TFC
* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Planning to implement
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 01/NQ-DHDCD/2023 | June 28, 2023 | The Annual General Meeting of Shareholders was held on June 28, 2023 and approved the following contents:1. Report on the implementation of the contents of the Resolution of the General Meeting of Shareholders 2022 and the company's development orientation;
2. Report on operations and production and business results in 2022. Mission targets in the plan in 2023;
3. Profit distribution plan for fiscal year 2022;
4. Other related content.
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1. The Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | PositionPosition (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Minh Nguyet | Chair of the Board of Directors | July 10, 2019 |  |
| 2 | Truong Van Quang | Member of the Board of Directors-cum-General Manager | July 10, 2019 |  |
| 3 | Susan Ho | Non-executive member of the Board of Directors | May 9, 2022 |  |
| 4 | David Ho | Non-executive member of the Board of Directors | July 10, 2019 |  |
| 5 | Vo Thien Chuong | Non-executive member of the Board of Directors | July 10, 2019 |  |
| 6 | Huynh Khanh Hieu | Non-executive member of the Board of Directors | July 10, 2019 |  |
| 7 | Tran Quang Phu | Independent member of the Board of Directors | June 28, 2023 |  |
| 8 | Kim Ngoc Nguyên | Independent member of the Board of Directors | June 28, 2023 |  |
| 9 | Nguyen Minh Tam | Members of the Board of Directors | July 10, 2019 | June 28, 2023 |

1. Board Resolutions/Board Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/BBH No.  | Date | Content |
| 1 | BBH No. 01/VCB-TFC | March 09, 2023 | Approve the credit limit of Joint Stock Commercial Bank for Foreign Trade of Vietnam |
| 2 | 01/2023/NQ\_HDQT | March 16, 2023 | Approve the extension of holding the Annual General Meeting of Shareholders 2023 |
| 3 | 02/2023/NQ\_HDQT | March 17, 2023 | Approve credit limit of BPCE IOM - Ho Chi Minh City Branch |
| 4 | BBH No. 02/VTB-TFC | June 10, 2023 | Approve the credit limit of Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 5 | BBH No. 03/VTB-TFC | August 22, 2023 | Approve the credit limit of Military Commercial Joint Stock Bank |
| 6 | BBH No. 04/VTB-TFC | October 02, 2023 | Approve the credit limit of Tien Phong Commercial Joint Stock Bank |
| 7 | 10/23/NQ/HDQT-TFC | October 20, 2023 | Approve dividend payment in cash in 2022 |
| 8 | BBH No. 05/Standard-TFC | October 31, 2023 | Approve credit limit from Standard Chartered Bank |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Vu Thi Minh Chien | Chief of the Supervisory Board | July 10, 2019 |  |
| 2 | To Le Minh | Members of the Supervisory Board | May 09, 2022 |  |
| 3 | Nguyen Bich Thuan | Members of the Supervisory Board | May 09, 2022 |  |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Truong Van Quang | July 17, 1976 | Bachelor | July 17, 2019 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismiss |
| Nguyen Thi My Nhung | April 11, 1988 | Bachelor | May 12, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public Company (Annual Report 2023) and transactions between the 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 and affiliated persons of PDMR: Attached Appendix 02
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. 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 and other managers have been and are founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers who are members of the Board of Directors, the Executive Manager. None
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None
6. Share transactions between PDMR and affiliated persons of PDMR (Annual Report 2023)
7. Company’s share transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the beginning of the period | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Vo Thien Chuong | Members of the Board of Directors | 200,000 | 1.19% | 0 | 0% | Personal reason |

Appendix II:

Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH No., Date of issue, Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Board Decisions No. (if any, specify promulgation date) | Content, quantity, total transaction value (VAT not included) | Note |
| 1 | Dasumy Foods Services Trading Production Company Limited | Subsidiary | 0313053112 | Lot D4, NI Street, Hiep Phuoc Industrial Park, Hiep Phuoc Commune, Nha Be District | 2023 | - | * Sell finished products, buy finished products
* Arise within 2023:VND 21,319,014
 |  |
| 2 | Dary Foods Company Limited | Affiliated company | 0313046468 | Lot D4, Road N1, Hiep Phuoc Industrial Park, Hiep Phuoc Commune, Nha Be District, Ho Chi Minh City | 2023 | - | * Sell raw materials, Rent machinery and equipment, Hire processing services, Hire storage and loading services, Purchase raw materials, Loan interest
* Arise in 2023: VND 103,526,754,460
 |  |
| 3 | Nguyen Minh Nguyet | Chair of the Board of Directors |  | 5BP3-15 Sky Garden 2, Tan Phong Ward, District 7, Ho Chi Minh City | 2023 | - | * NNB lends to TFC
* Balance at the end of 2023: VND 8,200,000,000
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