**SDN: Annual Corporate Governance Report 2023**

On January 29, 2024, Dongnai Paint Corporation announced Report No. 01/2024/BCQT-SDN on corporate governance 2023 of the Company as follows:

* Name of Company: Dongnai Paint Corporation
* Head office address: Street 7, Bien Hoa I Industrial Zone, An Binh Ward, Bien Hoa City, Dong Nai Province
* Tel: 02513.931.355 Fax: 02513.836.091 Email: [visitsdn@hcm.vnn.vn](mailto:visitsdn@hcm.vnn.vn)
* Charter capital: VND 30,364,360,000.
* Securities code: SDN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Executed.

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):

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 02/NQ-SDN/DHDCD2023 | April 26, 2023 | * Approve the production and business results in 2022. * Approve the production and business plan for 2023. * Approve the Report on operations in 2022 and operating Orientations for 2023 of the Board of Directors. * Approve the Audited Financial Statements 2022 * Approve the Report of the Supervisory Board on executive management of the Board of Directors and the Executive Board of the Company in 2022. * Approve profit distribution, fund appropriation, and dividend payment in 2022; * Approve the plan on common share issuance to increase share capital from the source of owners’ equity and authorize the Board of directors to implement the plan as per regulations * Approve the Proposal on profit distribution, funds appropriation, and dividend payment in 2023. * Approve the dismissal of the following line: Construction of water projects (code: 4291) and adjust Clause 1 Article 4 of the Company’s charter to suit reality The General Meeting of Shareholders authorize the Board of Directors to implement the works related to adjusting the Company’s Charter as per the above contents and adjusting business registration certificate * Approve the list of 3 audit companies to sign the contract of auditing Financial Statements 2023 of the Company and authorize the Board of directors to select 1 audit company in the suggested list to audit the Financial Statements 2023 * Approve the Proposal on settlement of remuneration and bonus for the Board of Directors, the Supervisory Board, Person in charge of Corporate governance, and Person in charge of Disclosure of Information about the effectiveness of production and business in 2022 * Approve the remuneration and performance bonuses from the production and business activities of the Board of Directors, the Supervisory Board, Person in charge of Corporate governance, and Person in charge of Information disclosure in 2023 |

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

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Pham Thuyen | Chair of the Board of Directors | April 10, 2020 |  |
| 2 | Nguyen Duc Nhien | Vice Chair of the Board of Directors | April 10, 2020 |  |
| 3 | Tran Trung Kien | Member of the Board of Directors | April 10, 2020 |  |
| 4 | Dao Dinh De | Member of the Board of Directors | April 10, 2020 |  |
| 5 | Vu Nguyen Thi Hanh | Member of the Board of Directors | April 27, 2022 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 12/2023/NQ-HDQT | January 13, 2023 | * The Board of Directors approved the production and business results in 2022 * The Board of Directors approved the production and business Plan for 2023 * Agree on the principles for the preparation plan to hold the Annual General Meeting of Shareholders in 2023. * Approve the prepayment of dividend in phase 1 of 2022 with the rate of 8%/par share value Execution time: in Q1/2023 * Approve the salary unit price plan for 2023. * Approve the policy on establishing Internal Audit Committee, controlled directly by the Board of Directors * Approve the Internal audit regulations of the Company |
| 2 | 15/2023/NQ-HDQT | April 5, 2023 | * Approve the production and business results in Q1/2023 * Approve the production and business Plan for Q2/2023 and assign the Executive Board to implement * Approve the dividend payment of 2022 with the rate of 35%/par value. * Agree on the dismissal of business lines. Constructions of water projects, regulated in Article 1 Clause 4 in the Company’s Charter * Agree to issue bonus share for existing shareholders to increase the charter capital from the source of Investment and Development Fund with the rate of 1:1 * Approve the agenda of the Annual General Meeting of Shareholders 2023   Approve the organization time for the Annual General Meeting of Shareholders 2023 on April 26, 2023 (half a day) |
| 3 | 16/2023/NQ-HDQT | May 30, 2023 | Approve the selection of RSM Vietnam Auditing & Consulting Limited as the audit company for the Financial Statements 2023. Assign the Executive Board to sign the Contract with the audit company in accordance with the provisions of law. |
| 4 | 17/2023/NQ-HDQT | May 31, 2023 | Approve the implementation of the plan to issue shares to increase share capital from the source of owners’ equity |
| 5 | 20/2023/NQ-HDQT | August 12, 2023 | * Approve the results of production and business activities for the first 6 months of 2023 * Approve the production and business plan and other aspects in Q3 and the last 6 months of 2023 * Approve the payment of remaining dividends of 2022 as per Annual General Mandate 2023 with the rate of 27%/par value |
| 6 | 21/2023/NQ-HDQT | August 18, 2023 | Approve the record date to exercise the rights to receive bonus shares as to increase share capital from the sources of owner’s equity. |
| 7 | 22/2023/NQ-HDQT | September 28, 2023 | Approve registration of additional shares with VSDC and registration for listing additional shares with HNX |
| 8 | 25/2023/NQ-HDQT | November 7, 2023 | * Approve the results of production and business activities for the first 9 months of 2023 * Approve the production and business plan and other aspects of Q4/2023 |
| 9 | 27/2023/NQ-HDQT | December 26, 2023 | * Approve the Principle Contract for Purchasing of Goods with Phuong Dong Company Limited to provide paint and putty powder - affiliated organization of Mr. Dao Dinh De, who is currently member of the Board of Directors * Approve the service contract on collecting and handling household waste with Sonadezi Environment Joint Stock Company - affiliated organization of Sonadezi Corporation, which is major shareholders with 30% of charter capital of Dongnai Paint Corporation * Approve the working Minutes between the Executive Board of Dongnai Paint Corporation and Ho Nai Industrial Zone Joint - Stock Company dated December 12. 2023 and appropriate from the source of selling Sonadezi Chau Đuc Shareholding Company’s share to pay for the land rental fee as per the land Rental ContractNo. 02/2022/HDTLD-SDN dated June 6, 2022 * Approve the internal audit plan 2024, assign the Internal Audit Committee to implement |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Dang Le Bich Phuong | Chief of the Supervisory Board | April 10, 2020 | Bachelor of Economics |
| 2 | Trinh Thi Ngoc Huong | Member of the Supervisory Board | April 10, 2020 | Bachelor of Economics |
| 3 | Bui Thi Thuy Lien | Member of the Supervisory Board | April 10, 2020 | Bachelor of Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Nguyen Duc Nhien - General Manager | January 5, 1972 | Master of Business Administration | April 10, 2020 |
| 2 | Nguyen Pham Thuyen - Deputy General Manager | September 30, 1973 | Chemical Engineer, Bachelor of International Economic Relations | April 10, 2020 |
| 3 | Huynh Nguyen Thanh Uyen Deputy General Manager | March 29, 1969 | Chemical Engineer | April 10, 2020 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Huynh Thi Thanh Huong | September 16, 1979 | Bachelor of Accounting and Finance | February 1, 2020 |

1. Training on corporate governance Person in charge of corporate governance and person in charge of information disclosure attended training and received certificates in corporate governance
2. List of affiliated person 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:

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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 address/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 | Sonadezi Corporation | Major shareholder/Affiliated person | 36003  35363 | No. 1, Road 1, Bien Hoa Industrial Zone, An Binh Ward, An Binh Ward, Bien Hoa City, Dong Nai Province | 42/HDTD/BH1 dated October 09, 2003 | 08/2022/NQ -HDQT dated July 29, 2022 | -Content: Rent land in Bien Hoa 1 Industrial Zone  Total transaction value:VND 238,616,850 |  |
| 2 | Sonadezi Services Joint Stock Company | Affiliated person | 36008  90938 | 8th floor, Sonadezi Building, No. 1, Street 1, Bien Hoa 1 Industrial Zone, An Binh Ward, Bien Hoa City, Dong Nai Province | 151/2020/HDNT.XLCT dated July 13, 2020 | 08/2022/NQ -HDQT dated July 29, 2022 | -Content: Rent the service of handling wasted water Total value of transaction VND 26,776,035 |  |
| 3 | Sonadezi Environment Joint Stock Company | Affiliated person | 36002  74914 | No. 12, Huynh Van Nghe Street, Buu Long Ward, Bien Hoa City, Dong Nai Province | 26/2022/HD.RT dated December 31, 2021 | 08/2022/NQ -HDQT dated July 29, 2022 | -Content: Rent the service of handling household water  Total value of transaction: VND 48,280,000 |  |
| 4 | Dong Nai Water Joint Stock Company | Affiliated person | 36002  59296 | No. 48, Cach Mang Thang 8 Street, Quyet Thang District, Bien Hoa City, Dong Nai Province | Contract No.  Date | 08/2022/NQ -HDQT dated July 29, 2022 | -Content: Purchase the service of supplying household water, drinking water, and land rental  Total value of transaction: VND 104,761,000 |  |
| 5 | Thien Nhat Thien Company Limited | Affiliated person | 36033  09918 | No 40A, Tan Phong Ward, Cluster 14, KP4 Tan Phong Ward, Bien Hoa City, | Dong Nai Province  Date of issue: November 07, 2018 | 10/2022/NQ-  -HDQT | -Content: Rent warehouse Total transaction value:VND 2,478,314,325 |  |
| 6 | Phuong Dong Company Limited | Affiliated person | 37004  04099 | DT 746 Road, Binh Khanh, Thuan An City, Khanh Binh Ward, Tan Uyen Town. Binh Duong | Contract No. 31/CT/S DN- 2022  Sign date January 3, 2022 | 10/2022/NQ-HDQT | -Content: Construction material  Total value of transaction: VND 42,250,975 |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company. None.
2. Transactions between the Company and other entities: None.
3. Share transactions between PDMR and affiliated persons of PDMR
4. Company’s share transaction of PDMR and affiliated persons None.
5. Other significant issues: None.