**SPI: Annual Corporate Governance Report 2023**

On January 30, 2024, Spiral Galaxy Joint Stock Company announced Report No. 30.01/2024/BCQT-SPI on the corporate governance in 2023 as follows:

* Name of company: Spiral Galaxy Joint Stock Company
* Head office address: 8th Floor, Building No. 34A Pham Ngoc Thach, Vo Thi Sau Ward, District 3, Ho Chi Minh City.
* Tel: 0915968181
* Website: <https://spigroup.com.vn/>
* Charter capital: VND 168,150,000,000.
* Securities code: SPI
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Not 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/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/SPI/NQ-DHDCD | August 19, 2023 | * Approve the summary of production and business activities in 2022 and orientation and tasks for 2023.
* Approve the Report of the Board of Directors on the task implementation in 2022 and the task targets and recommendations for 2023.
* Approve the evaluation report of independent members of the Board of Directors on the activities of the Board of Directors in 2022.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve Proposal on the Audited Financial Statements 2022.
* Approve the Proposal on selecting an audit company in 2023.
* Approve the Proposal on remuneration for the Board of Directors and the Supervisory Board in 2022, and the payment plan in 2023; the profit distribution plan in 2022 and the expected profit distribution in 2023.
* Approve the Proposal on amending the Company’s Charter.
* Approve the Proposal on policy of implementing contracts and transactions between the Company and related parties.
* Approve the Proposal on divestment in subsidiaries.
* Approve the Proposal on changing the address of head office of the Company.
* Approve Mr. Nguyen Xuan Thang continuing to be a member of the Supervisory Board for the 2021 - 2026 term of the Company.
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1. The Board of Directors (Annual Report):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Duc Thang | Chair of the Board of Directors | May 18, 2021 | - |
| 2 | Mr. Nguyen Truong Son | Independent member of the Board of Directors | May 18, 2021 | - |
| 3 | Mr. Nguyen Chi Tan | Executive member of the Board of Directors | May 18, 2021 | - |

1. Board Resolutions/Decisions (Annual Report)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/ Decision No. | Date | Content |
| 1 | 10.05/2023/SPI/NQ-HDQT | May 10, 2023 |  On recording the list of shareholders attending the Annual General Meeting of Shareholders 2023. |
| 2 | 26.07/2023/SPI/BB-HDQT | July 26, 2023 | Approve the figures of the Report on the business of Q2/2023 of the Company |
| 3 | 21.08/2023/SPI/BB-HDQT | August 21, 2023 | Approve the signing of contracts with the audit company. |
| 4 | 28.10/2023/SPI/BB-HDQT | October 28, 2023 | Approve the figures of Report on the business of Q3/2023 of the Company |

1. The Supervisory Board (Annual Report):
2. Information about 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 Cham | Chief of the Supervisory Board | August 25, 2021 | Bachelor of Economics |
| 2 | Le Thi Que | Member of the Supervisory Board | August 25, 2021 | Bachelor of Economics |
| 3 | Nguyen Xuan Thang | Member of the Supervisory Board | August 25, 2021 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Nguyen Chi Tan - General Manager | April 19, 1981 | Bachelor of Information Technology | Appointed on May 26, 2021 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Nguyen Thi Huong | Appointed on August 25, 1984 | Bachelor of Accounting | Appointed on September 08, 2021 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual Report) and transactions between the 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, or affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or 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 (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 at the time of reporting): None
	2. Transactions between 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): None
	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, the Manager (General Manager) and other managers: none
6. Share transactions between PDMR and affiliated persons of PDMR (Annual Report)
7. Company’s share transactions of PDMR and affiliated persons: None
8. Other significant issues: None.