**BDG: Annual Corporate Governance Report 2023**

On January 29, 2024, Protrade Garment Joint Stock Company announced Report on the corporate governance in 2023 as follows:

* Name of company: Protrade Garment Joint Stock Company
* Head office address: No. 7/128 Binh Duc1 street, Binh Hoa Ward, Thuan An City, Binh Duong Province, Vietnam
* Tel: 0274.3755143 Fax: 0274.3755415 Email:

[info@protradegarinent.com](mailto:info@protradegarinent.com.).

* Charter capital: VND 247,999,200,000
* Securities code: BDG
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.

Implementing regulations of Law on Securities No. 54/2019/QH14 dated November 26, 2019, Circular 96/2020/TT-BCT dated November 16, 2020 of the Ministry of Finance guiding on information disclosure on the share market, Protrade Garment Joint Stock Company reported as follows:

1. Activities of the General Meeting of Shareholders:

The General Meeting of Shareholders held an annual meeting to approve the following General Mandates:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD | April 26, 2023 | The Annual General Meeting of Shareholders is held on April 26, 2022 and approves the following contents:   * Report on activities of the Board of Directors in 2022 and report on activities of the Executive Board in 2022, operating direction and business plan in 2023; * Report on activities of the Supervisory Board in 2022. * Separate and consolidated annual financial statements 2022 audited by AASC Auditing Company Limited; * Corporate Governance Report 2022; * Annual Report 2022; * Plan on profit distribution and dividend payment in 2022, profit distribution and dividend payment plan in 2023; * Remuneration of the Board of Directors, the Supervisory Board and company secretariat in 2022 and payment plan for 2023; * Approve the company's relocation policy. Authorize the Board of Directors to develop a relocation plan and submit it to the General Meeting of Shareholders for approval; * Approve the resignation of member of the Supervisory Board of Mr. Nguyen Mai Khanh Trinh and additional election of members of the Supervisory Board in the term of 2020-2025: * Approve the selection of AASC Auditing Products Company Limited to audit the Company's financial statements 2023. |

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

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| No. | Members 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. Nguyen An Dinh | Chair of the Board of Directors | June 20, 2020 |  |
| 2 | Ms. Pham Thi Vuong | Vice Chair of the Board of Directors | June 20, 2020 |  |
| 3 | Mr. Nguyen Hong Anh | Non-executive member of the Board of Directors | June 20, 2020 |  |
| 4 | Mr. Phan Thanh Duc | Member of the Board of Directors-cum-General Manager | June 20, 2020 |  |
| 5 | Ms. Nguyen Thi Truc Thanh | Member of Board of Directors-cum-Deputy General Manager | June 20, 2020 |  |
| 6 | Mr. Nguyen Vinh Bao | Independent member of the Board of Directors | June 20, 2020 |  |
| 7 | Mr. Nguyen Xuan Quan | Non-executive member of the Board of Directors | June 24, 2021 |  |

1. Board Resolutions/Board Decisions in 2023:

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| No. | Board Resolution No. | Date | Content |
| 1 | 01/NQ-HDQT (collect shareholders' opinions via a ballot) | March 6, 2023 | Plan to organize the Annual General Meeting of Shareholders 2023 is as follows:  Time: Expected date on April 26, 2023.  Venue: Song Be Golf Course No. 77 Binh Duong Avenue, Lai Thieu Ward. Thuan An City Binh Duong Province.  Record date for the list of shareholders having the right to attend the meeting: March 29, 2023. |
| 2 | 02/NQ-HDQT | March 29, 2023 | Approve the agenda for the Annual General Meeting of Shareholders 2023.   * Audited separate and consolidated annual financial statements 2022: * Corporate Governance Report 2022; * Report on the Board of Directors' activities in 2022 and operating direction in 2023; * Summary report on production and business activities in 2022 and production and business plan in 2023 of the Executive Board; * Report of the Board of Directors on the plan for profit distribution, fund appropriation, dividend payment and remuneration payment in 2022; Plan for profit distribution and dividend and remuneration payments in 2023; * Proposal of the Board of Directors on changes to charter capital, implementation of procedures for registering changes to the content of the Business Registration Certificate and amending the Charter content; * Proposal of the Board of Directors on adjusting the Internal Regulations on corporate governance; * Proposal of the Board of Directors on adjusting the operating regulations of the Board of Directors; * Report of the Board of Directors on the company's relocation policy; * Proposal of the Board of Directors on approving the resignation of members of the Supervisory Board and additional election of members of the Supervisory Board in the term of 2020-2025; * Report on the activities of the Supervisory Board in 2022 and operating directions in 2023; * Proposal of the Supervisory Board on selecting an independent auditing company to review and audit the Company's financial statements for fiscal year 2023 * Other contents as prescribed in the company's Charter under the authority of the General Meeting of Shareholders (if any). |
| 3 | 03/NQ-HDQT | August 08, 2023 | Record date to exercise the rights to receive dividends of 2022 in cash. |
| 4 | 04/NQ-HDQT | August 08, 2023 | Pay remuneration for the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors in 2022. |
| 5 | 05/NQ-HDQT | September 15, 2023 | Authorize the General Manager to sign the savings deposit documents and sales contract appendix. |
| 6 | 06/NQ-HDQT | September 15, 2023 | Decision on investing in buying shares of Fashion Development Joint Stock Company from shareholders of Fashion Development Joint Stock Company. |
| 7 | 07/NQ-HDQT | September 15, 2023 | Establish the Relocation Subcommittee of Protrade Garment Joint Stock Company. |
| 8 | 08/NQ-HDQT | September 15, 2023 | Directions for human resource training in the future: Agree on assigning Mr. Nguyen An Dinh - Chair of the Board of Directors the full authority to recruit and nominate personnel to assign to Protrade Garment Joint Stock Company and member units of Protrade Garment Joint Stock Company to train the team successor workforce. |
| 9 | 09/NQ-HDQT | September 15, 2023 | Approve the resignation letter of member of the Board of Directors and capital representative at Fashion Development Joint Stock Company of Mr. Phan Thanh Duc. Agree to maintain the above positions of Mr. Phan Thanh Duc until December 31, 2023. |
| 10 | 10/NQ-HDQT | September 15, 2023 | Investment plan for 2023 (1st supplement) according to Proposal No. 09/TTr-CTY dated September 5, 2023. |
| 11 | 11/NQ-HDQT | December 29, 2023 | Borrow capital from Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch. |
| 12 | 12/NQ-HDQT | December 29, 2023 | Borrow capital from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Duong Branch. |
| 13 | 13/NQ-HDQT | December 29, 2023 | Borrow capital from Joint Stock Commercial Bank for Investment and Development of Vietnam - Binh Duong Branch. |
| 14 | 14/NQ-HDQT | December 29, 2023 | Salary bonus for the 13th month of 2023 for employees |
| 15 | 15/NQ-HDQT | December 29, 2023 | Approve a number of investment activities, deposit savings and authorize the General Manager to decide the selling price, sign contracts and sales contract appendices with customers. |
| 16 | 16/NQ-HDQT | December 29, 2023 | Dismiss the position as Person in charge of disclosing information-cum-Person in charge of corporate governance for Ms. Nguyen Minh Thuy. |
| 17 | 17/NQ-HDQT | December 29, 2023 | Dismiss the position of Chief Accountant and Secretariat of the Board of Directors for Ms. Doan Thi Kim Ngan. |
| 18 | 18/NQ-HDQT | December 29, 2023 | Nominate Mr. Nguyen Xuan Quan to represent the entire capital contribution of Protrade Garment Joint Stock Company, accounting for 76.08% of the total shares at Fashion Development Joint Stock Company. At the same time, candidate for member of the Board of Directors at Fashion Development Joint Stock Company with the title of Chair of the Board of Directors. |
| 19 | 19/NQ-HDQT | December 29, 2023 | Nominate Ms. Doan Thi Kim Ngan to hold the position of the Deputy General Manager and the Chief Accountant at Fashion Development Joint Stock Company. |
| 20 | 20/NQ-HDQT | December 29, 2023 | Appoint Ms. Le Thi Thanh Thuy as the Secretariat of the Company's Board of Directors. |
| 21 | 21/NQ-HDQT | December 29, 2023 | Appoint Mr. Nguyen Xuan Quan as Standing Deputy General Manager of Protrade Garment Joint Stock Company |
| 22 | 22/NQ-HDQT | December 29, 2023 | Appoint Ms. Nguyen Minh Thuy as the Chief Accountant of Protrade Garment Joint Stock Company |
| 23 | 23/NQ-HDQT | December 29, 2023 | Appoint Ms. Le Thi Thanh Thuy as the Person in charge of corporate governance and disclosing information |
| 24 | 24/NQ-HDQT | December 29, 2023 | Approve an advance payment of 90% of the Executive Board Bonus Fund in 2023, which is 1% of profit after tax (according to the 11-month business performance report and expected whole year 2023) |
| 25 | 25/NQ-HDQT | December 29, 2023 | Approve the policy of the completion of repairing the factory, equipping additional fire protection systems for the Workshop, Thread Cutting Area A, Material Warehouse and Leisure Sewing Area. |
| 26 | 26/NQ-HDQT | December 29, 2023 | Consolidate the Relocation Subcommittee of Protrade Garment Joint Stock Company |

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

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Le Trong Nghia | Chief | Appointed on March 25, 2022 | Master |
| 2 | Mr. Hua Tuan Cuong | Member | Appointed on June 20, 2020 | Doctor |
| 3 | Ms. Nguyen Thi Kim Phuong | Member | Appointed on April 26, 2023 | Master |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Phan Thanh Duc - Position: General Manager | July 15, 1971 | Master | June 22, 2020 |
| 2 | Ms. Nguyen Thi Truc Thanh - Position: Deputy General Manager | December 26, 1970 | Bachelor | July 29, 2020 |

1. The Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment date |
| Ms. Doan Thi Kim Ngan | September 7, 1981 | Bachelor of corporate finance | July 6, 2020 |

1. Training on corporate governance: None.
2. List of affiliated persons of the public company (2023) 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, or affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH Code\* | Head office address/Contact address | Content, quantity, total transaction value (VNĐ) | Note |
| 1 | Fashion Development Joint Stock Company | Subsidiary | Business registration No. 3702554519 issued on April 18, 2017, changed for the 6th time on July 3, 2023 at: Binh Duong Department of Planning and Investment | Lot number 20-8, Street 8B. Protrade International Industrial Park, An Tay Commune, Ben Cat Town, Binh Duong Province, Vietnam. | Transactions arising during the period:   1. In 2023, the company contributed capital to invest: VND 22,000,000,000 according to Board Resolution No. 11A/NQ-HDQT dated August 5, 2022. 2. Invest to buy 1,699,000 shares, equivalent to VND 16,990,000,000 from shareholders of Fashion Development Joint Stock Company according to Board Resolution No. 06/NQ-HDQT dated September 15, 2023. The total number of shares owned at Fashion Development Joint Stock Company as of the time of reporting is 17,499,000 shares, accounting for 76.08%. 3. Purchase of goods, finished products, and services in 2023 (excluding VAT): VND 171,799,774,265 according to Board Resolution No. 26/NQ-HDQT dated December 30, 2022 |  |
| 2 | Binh Duong Producing and Trading Corporation | Major shareholder | Business Registration No. 3700148166 issued on January 15, 2010, at: Binh Duong Department of Planning and Investment | Address: AI 28 Dong Tu Quarter, Lai Thieu Ward, Thuan An City, Binh Duong Province, Vietnam. | Transactions arising during the period:  (1) Dividend payment in 2022: VND 3,5,494,254,000 |  |
| 3 | Viet Vuong Trading Company Limited | Major shareholder | Business Registration No. 0301737478 issued on December 7, 1994, at: Binh Duong Department of Planning and Investment | Area c Nga Tu Ga, Thanh Xuan Ward, District 12, Ho Chi Minh City, Vietnam. | Transactions arising during the period:  (1) Dividend payment in 2022: VND 21,780,000,000 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None. > / '
2. Transactions between the Company and other entities
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting).

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| No. | Name of organization/individual | Relations with the Company | NSH Code\* | Head office address/Contact address | Content, quantity, total transaction value (VND) | Note |
| 1 | Palm - Song Be Golf Company Limited | Subsidiary company of Binh Duong Producing and Trading Corporation | Business Registration No. 3700226985, issue on: August 13, 2020, at: Binh Duong Department of Planning and Investment | 77 Binh Duong Avenue, Lai Thieu Ward, Thuan An City, Binh Duong Province, Vietnam. | Transactions arising during the period: (1) Purchase of services in 2023 (excluding VAT) is VND 108,603,057 | Mr. Nguyen An Dinh - Chair of the Board of Directors is the Chair of the Board of Directors and Mr. Le Trong Nghia - Chief of the Supervisory Board is a member of the Board of Directors of Palm-Song Be Golf Company Limited. |

* 1. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
  2. Other transactions of the Company (if any) that 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: None.

1. Share transactions between PDMR and affiliated persons of PDMR in 2023:
2. Company’s shares transactions between PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | 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, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Mr. Phan Thanh Duc | Member of Board of Directors and General Manager | 136,210 | 0.55% | 15,410 | 0.06% | Decrease due to sale of shares for personal financial needs: 120,800 shares. |

1. Other significant issues: None