**SPV: Annual Corporate Governance Report 2023**

On January 29, 2024, Special Aquatic Products Joint Stock Company announced Report No. 08/BC-TDS-HDQT on the corporate governance as follows:

* Name of company: Special Aquatic Products Joint Stock Company
* Headquarters address: No 51/14 Hoa Binh Street, Tan Thoi Hoa Ward, Tan Phu District, Ho Chi Minh City
* Tel: (028) 37608215 Fax: (028) 37608213 Email: [info@seaspimex.vnn.vn](mailto:info@seaspimex.vnn.vn)
* Charter capital: VND 108,000,000,000
* Securities code: SPV
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.

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. | Release date | Content |
| 1 | 01/NQ-TDS- DHDCD | April 07, 2022 | * Approve the report on production and business results of the General Manager in 2022 and the plan for 2023. * Approve the Report of the Board of Directors in 2022. * Approve the report on the activities of the Supervisory Board in 2022. * Approve the Audited Financial Statement 2022 * Approve the Proposal on profit distribution plan in 2022 * Approve the Proposal on profit distribution plan in 2023. * Approve the Proposal on selecting an audit company for 2023. * Approve the Proposal for Remuneration Payment of the Board of Directors' members, the Supervisory Board's members, and the Secretariat of the Board of Directors in 2022, and the remuneration payment plan for 2023 - Report on the salary and bonuses of the General Manager and the Executive Board of the Company in 2022 * Approve the Proposal on amendment and supplement to the Company’s Charter of Organization and Operation; * Approve the Proposal on amendment and supplement to the Internal Regulations on Corporate Governance of the Company. * Election of Board of Directors and Supervisory Board's members for the term 2023-2028. |

II. The Board of Directors (Annual Report);

1 Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Huynh An Trung | Chair of the Board of Directors | April 20, 2019  April 07, 2023 |  |
| 2 | Mr. Tran Phuoc Thai | Non-executive member of the Board of Directors | April 07, 2016 | April 07, 2023 |
| 3 | Mr. Diep Nam Hai | Non-executive member of the Board of Directors | June 12, 2020  April 07, 2023 |  |
| 4 | Mr. Dang Thanh Trung: | Member of the Board of Directors | June 12, 2020 | April 07, 2023 |
| 5 | Mr. Le Van Hung | Non-executive member of the Board of Directors | April 09, 2021 |  |
| 6 | Mr. Le Vinh Hoa | Non-executive member of the Board of Directors | April 07, 2023 |  |
| 7 | Ms. Nguyen Kim Hau | Members of the Board of Directors | April 07, 2023 |  |

2. Board Resolutions/Board Decisions (Annual Report):

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| --- | --- | --- | --- | --- |
| No. | Board Resolutions/Board Decision No. | Release date | Content | Approval rate |
| 1 | 01/NQ-TDS-HDQT | January 11, 2023 | Approve the contents of the meeting of the Board of Directors on January 11, 2023. | 100% |
| 2 | 02/NQ-TDS-HDQT | February 10, 2023 | * Approve the organization of the Annual General Meeting of Shareholders 2023. * Authorize the Chair of the Board of Directors to sign relevant documents to convene the meeting. * Assign the Board of Management to implement, prepare meeting documents, and related procedures. | 100% |
| 3 | 03/NQ-TDS-HDQT | February 10, 2023 | Dismissal of the position of General Manager. | 100% |
| 4 | 04/NQ-TDS-HDQT | February 10, 2023 | Appointment of Deputy Manager of Production. | 100% |
| 5 | 05/NQ-TDS-HDQT | February 10, 2023 | Assign work to the Board of Management of the Company | 100% |
| 6 | 06/NQ-TDS-HDQT | February 10, 2023 | Approve the content of the extraordinary Board of Directors meeting on February 10, 2023. | 100% |
| 7 | 07/NQ-TDS-HDQT | February 13, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 | 100% |
| 8 | 08/NQ-TDS-HDQT | March 04, 2023 | Approve the recruitment policy for Board of Management's personnel according to Proposal No. 19/TTr-TDS-HDQT dated March 2, 2023. | 100% |
| 9 | 09/NQ-TDS-HDQT | March 04, 2023 | Recruitment and probation of the position of General Manager of the Company. | 100% |
| 10 | 10/NQ-TDS-HDQT | March 04, 2023 | Recruitment and probation of the position of Deputy General Manager of the Company. | 100% |
| 11 | 11/NQ-TDS-  HDQT | Dated March 13, 2023 | Approve the internal transactions with affiliated persons of PDMR | 100% |
| 12 | 12/NQ-TDS-HDQT | March 13, 2023 | Approve the contents submitted to the Annual General Meeting of Shareholders 2023 | 100% |
| 13 | 13/NQ-TDS-HDQT | March 13, 2023 | Additional working capital loan in 2023 at BIDV - Thu Thiem Branch. | 100% |
| 14 | 14/NQ-TDS-HDQT | March 13, 2023 | Decisions related to credit transactions at BIDV - Thu Thiem Branch. | 100% |
| 15 | 15/NQ-TDS-  HDQT | Dated March 13, 2023 | Agreement to use credit limits at Agribank to supplement working capital in 2023.  Approve the capital utilization plan on March 10, 2023 of Special Aquatic Products Joint Stock Company sent to Agribank.  Assign Mr. Huynh An Trung, representative of the Company, to sign related documents. | 100% |
| 16 | 16/NQ-TDS- HDQT | April 07, 2023 | Election of Chair of the Board of Directors of Special Aquatic Products Joint Stock Company for the term 2023-2028. | 100% |
| 17 | 17/NQ-TDS-HDQT | July 20, 2023 | Approve the business results for the first 6 months and the plan for the remaining 6 months of 2023. | 100% |
| 18 | 18/NQ-TDS-HDQT | July 20, 2023 | Dismissal of the position of Manager of Ba Tri Fisheries Enterprise and appointment of replacement personnel. | 100% |
| 19 | 19/NQ-TDS-HDQT | July 20, 2023 | Resolution on approving the implementation plan for transactions in 2023 between Special Aquatic Products Joint Stock Company and major shareholders and affiliated persons. | 100% |
| 20 | 20/NQ-TDS-HDQT | July 20, 2023 | Resolution on approving the installation of a central cold storage system. | 100% |
| 21 | 21/NQ-TDS- HDQT | July 20, 2023 | Decision on dismissal of the position of Manager of Research and Product Development - Dao Duc Duy. | 100% |
| 22 | 22/NQ-TDS-HDQT | August 28, 2023 | Resolution on dismissal of the position of Manager of the Company's branch in Hanoi (Mai The Vinh) and appointment of replacement personnel (Nguyen Kim Hau). | 100% |
| 23 | 23/NQ-TDS-HDQT | October 4, 2023 | Resolution on approval of the content of the Board of Directors meeting on October 4, 2023. | 100% |
| 24 | 24/NQ-TDS-HDQT | November 21, 2023 | Resolution on the selection of an audit company in 2023 | 100% |
| 25 | 25/NQ-TDS- HDQT | December 21, 2023 | Resolution on approving the bank loan proposal. | 100% |

III. The Supervisory Board (Annual report)

1. 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. Pham Van Tranh | Chief of Supervisory Board | Appointment date April 24, 2018.  April 07, 2023 | Bachelor of Economics |
| 2 | Mr. Pham Xuan Quang | Member of the Supervisory Board | Appointment date September 01, 2021 | Bachelor of Accounting |
| 3 | Ms. Vu Thi Hong Gam | Member of the Supervisory Board: | Appointment date April 24, 2018 Date of dismissal as member of the Supervisory Board April 07, 2023 | Bachelor of Economics |
| 4 | Ms. Le Cao Thuy Linh | Member of the Supervisory Board: | Appointment date April 07, 2023 | Bachelor of Accounting |

IV. The Board of Management:

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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. Dang Thanh Trung - General Manager | February 16, 1979 | Electrical and Electronic Engineer | Appointment date April 01, 2020  Date of dismissal: February 10, 2023 |
| 2 | Mr. Dang Thanh Trung - Deputy General Manager | February 16, 1979 | Electrical and Electronic Engineer | Appointment date February 10, 2023 |
| 3 | Ms. Nguyen Kim Hau  Deputy General Manager | May 12, 1984 | Bachelor of Economics | Appointment date May 01, 2021 |

V. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth: | Qualification | Date of appointment/dismissal |
| Truong Minh Thong | November 23, 1981 | Bachelor of Economics | March 01, 2020 |

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:

1. List of affiliated person of the Company (According to attached Appendix 01)

2. 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 No.\*, Date of issue, Place of issue  NSH No., Date of issue, Place of issue of NSH | Headquarters address/Contact address | Time of transaction | Approved General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Board Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Transimex Corporation | Major shareholder; | 0301874  259 | No. 172 (9-10 floor) Hai Ba Trung Street, Da Kao Ward, District 1, Ho Chi Minh City | May 08, 2020 | Resolution No. 19/NQ- TDS-HDQT dated July 20, 2023  Resolution No. 19/NQ-TDS-HDQT dated July 20, 2023  Resolution No. 11/NQ-TDS-HDQT dated March 13, 2023 | Contract on discipline of transportation service, Total value estimated by the practical value of the service  Total transaction value in 2023 VND 3,693,423,534 | Transactions at the time were not major shareholders:. |
| 2 | Cholimex Food Joint Stock Co. | Affiliated person of PDMR | 0304475  74 | Lots C40-43/I, lots C51-55/II, Street 7, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh District, Ho Chi Minh City | December 16, 2019:  April 01, 2021 | Contract in principle on the purchase and sale of goods, Total value according to the actual value of each purchase and sale of goods  Total transaction value in 2023 Purchase: 43.608T41  Sales:  VND 18,556,600,329 |  |
| 3 | Branch of Cholon Investment & Import-Export Company Ltd. (Cholimex) - Cholimex Trade Center | Affiliated person of PDMR | 0301307  933-007 | No. 631 Nguyen Trai Street, Ward 11, District 5, Ho Chi Minh City | February 03, 2020 | Principal contract for the purchase and sale of goods, Total value according to actual transactions for each purchase and sale transaction  Transaction value in 2023:  Goods purchases, services VND 280,701,986  Sales: VND 440,457,967 |  |
| 4 | Phu Nhuan Trading Joint Stock Company | Affiliated person of PDMR | 0301428  617 | 314-316-318 Phan Dinh Phung Street, Ward I, Phu Nhuan District, Ho Chi Minh City | November 22, 2019 | Service contract for renting conference halls, receptions (purchases):  VND 114,067,000  Sales of goods: VND 45,363,007 |  |
| 5¬ | Merufa Joint Stock Company | Affiliated person of PDMR | 0300478  598 | No. 18, Nguyen Binh Khiem Street, Da Kao Ward, District 1, Ho Chi Minh City | December 16, 2021 | Purchase goods  VND 172,935,000 |  |
| 6 | Transimex Logistics JSC | Affiliated person of PDMR | 0307821  849 | No. 429/8, Song Hang Street, Quarter 7, Truong Tho Ward, Thu Duc City, Ho Chi Minh City, | February 01, 2023 | Resolution No. 19/NQ-TDS-HDQT dated July 20, 2023 | Total transaction value in 2023  VND 1,708,174,243 |  |
| 7 | Transimex Hi Tech Park Logistics Co., Ltd. | Affiliated person of PDMR | 0312967  522 | Lot BT, Road D2, Saigon Hi Tech Park, Tang Nhon Phu B Ward, District 9, Ho Chi Minh City, Vietnam | September 19, 2023 | Resolution No. 03/NQ-TDS-HDQT dated January 22, 2024 | Purchase:  117588335 |  |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries and companies controlled by the Company:
2. Transactions between the Company and other entities;
   1. Transactions between the Company and the 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 or the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None.
   2. Transactions between the Company and the companies where the 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) that 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.
3. Share transactions of PDMR and affiliated persons of PDMR (Annual report)

1. Company’s share transactions of 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, etc.) |
| Number of shares | Percentage | Number of shares | Rate |
| 1 | Transimex Corporation | Affiliated persons of the Chair of the Board of Directors and members of the Board of Directors | 2,160,000 | 20.00 | 2,164,000 | 20.04 | Purchase |

IX. Other noticeable issues: None