**CBS: Annual Corporate Governance Report 2023**

On January 23, 2024, Cao Bang Sugar JSC announced Report No. 42/BCQT-CBS on corporate governance in 2023 as follows:

Name of company: Cao Bang Sugar JSC

Address of Head office: Doan Ket Section, Ta Lung town, Quang Hoa district, Cao Bang province

Tel: 0206 3824130

Fax: 0206 3824113

Charter capital: VND 52,918,680,000

Securities Code: CBS

Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager

Internal audit execution: Unimplemented

As per the provisions of Law on Securities, Decree No. 96/2020/TT-BTC of the Ministry of Finance dated November 16, 2020 on information disclosure on the securities market. Cao Bang Sugar JSC’s report on the corporate governance in 2023 is as follows:

1. Activities of the General Meeting of Shareholders:

In the reporting period, Cao Bang Sugar JSC has successfully held:

* The Annual General Meeting of Shareholders 2023 was held on Wednesday, October 18, 2023. The Meeting voted to approve the Annual General Mandate 2023 (No. 478/2023/NQ-DHDCD dated October 18, 2023).

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 2 | 478/2023/NQ-DHCD | October 18, 2023 | Approve the following issues:   1. Report of the General Manager on production and business results in the fiscal year 2022-2023; Target and plan on production and business activities in the fiscal year 2023-2024; 2. Report on activities of the Board of Directors in the fiscal year 2022-2023; Operational orientation in the fiscal year 2023-2024; 3. Report on the activities of the Supervisory Board for the fiscal year 2023; operational plan for the fiscal year 2024; 4. Audited Financial Statements of 2022-2023. 5. Profit distribution plan in the fiscal year 2022-2023; 6. Settlement of operating expenses of the Board of Directors and the Supervisory Board for the fiscal year 2022-2023; Operating expense plan of the Board of Directors and the Supervisory Board for the fiscal year 2023-2024; 7. Profit distribution plan in the fiscal year 2023-2024; 8. Plan on selecting an audit company to audit the Financial Statement of the fiscal year 2022-2023. |

1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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/reappointment date | Dismissal date |
| 1 | Mr. Nong Van Thuyet | Chair of the Board of Directors | April 01, 2021 |  |
| 2 | Mr. Ma Trung Lap | Vice Chair of the Board of Directors | October 30, 2020 |  |
| 3 | Mr. Nong Van Lac | Member of the Board of Directors | April 01, 2021 |  |
| 4 | Ms. Ma Thi Quyet | Member of the Board of Directors | October 30, 2020 |  |
| 5 | Mr. Nong Van Son | Member of the Board of Directors (Non-executive) | October 30, 2020 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Resolution No. 37/NQ-HDQT | January 18, 2023 | Approve on amending the Charter of Operations due to changes in business lines as per the Extraordinary General Mandate in 2023. |
| 2 | Resolution No. 55/NQ-HDQT | February 04, 2023 | Agree on the initiative to implement the project of linking cooperation in raw sugar cane production with Long Chau II Sugar Factory, China. |
| 3 | Resolution No. 58/NQ-HDQT | February 06, 2023 | On the amendment and correction of the Company's operating charter. |
| 4 | Resolution No. 88/NQ-HDQT | February 22, 2023 | On organizing the implementation of the plan on share issuance for dividend payment for the term of 2021-2022 according to the Annual General Mandate. |
| 5 | Decision No. 143/QD-HDQT | March 29, 2023. | On approving investment items, repairing and upgrading factories, and production lines for sugar. |
| 6 | Resolution No. 150/NQ-HDQT | April 03, 2023 | On approving the record date for the list of shareholders to exercise the rights to receive dividends by shares for 2021-2022. |
| 7 | Resolution No. 188/NQ-HDQT | April 26, 2023 | On approving the main content of the policy for purchasing and investing in the development of the sugar cane raw material area for the 2023-2024 and 2024-2025 crops. |
| 8 | Decision No. 189/QD-MD | April 26, 2023. | Decision on promulgating the policy for purchasing and investing in the development of the sugar cane raw material area for the 2023-2024 and 2024-2025 crops. |
| 9 | Resolution No. 197/NQ-HDQT | May 05, 2023 | On approving the change in business registration content due to the addition of business lines. |
| 10 | Resolution No. 197/NQ-HDQT | June 12, 2023 | On selecting the audit company to audit the financial statements for 2022-2023. |
| 11 | Resolution No. 296/NQ-HDQT | July 31, 2023 | Approve on:   * the investment policy for new planting of sugar cane areas for the Winter-Spring crop 2023-2024 and * production and business plan targets for the 2023-2024 production season. |
| 12 | Decision No. 299/QD-MD | August 02, 2023. | Approve the labor norms for the 2023-2024 production season. |
| 13 | Decision No. 309/QD-MD | August 17, 2023. | Promulgate economic and technical indicators, material consumption norms for the 2023-2024 production season. |
| 14 | Resolution No. 314/NQ-HDQT | August 24, 2023 | On organizing the Annual General Meeting of Shareholders 2023. |
| 15 | Decision No. 483/QD-HDQT | November 24, 2023. | On implementing the dividend distribution plan for 2022-2023 according to the Annual General Mandate in 2023. |
| 16 | Resolution No. 492/NQ-HDQT | November 01, 2023 | Approve the export of raw sugar cane. |
| 17 | Resolution No. 500/NQ-HDQT | January 08, 2023 | Approve the borrowing from banks to supplement working capital for investment in the 2023-2024 production season. |
| 18 | Resolution No. 572/NQ-HDQT | December 19, 2023 | Approve the adjustment to increase the purchase price of sugar cane for the 2023-2024 production season |

1. The Supervisory Board;
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 | Ms. Hoang Thi Quyet | Chief of Supervisory Board | October 22, 2015 | University - Major in Accounting |
| 2 | Mr. Truong Minh Duc | Member of the Supervisory Board | October 22, 2015 | Bachelor of Industrial Automation |
| 3 | Mr. Dinh Be Dinh | Member of the Supervisory Board | October 22, 2015 | Bachelor of Electromechanical Engineering |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Ma Trung Lap | June 02, 1964 | Bachelor of Electromechanical Engineering | Appointed to be the General Manager on August 01, 2020 |
| 2 | Nong Thi Nau | December 22, 1968 | University majoring in agriculture and horticulture | Re-appointed to be the Deputy General Manager on August 01, 2020 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment/dismissal |
| Ma Thi Quyet | October 01, 1973 | Bachelor of Corporate Finance | Appointment date  May 22, 2006 |

1. Training on corporate governance
2. List of affiliated person of the public Company and transactions between the affiliated person 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, or affiliated persons of PDMR:

No transactions

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

No transactions

1. Transactions between the Company and other entities:
   1. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive General Manager for the past three (03) years (as at the time of reporting):

No transactions

* 1. Transactions between the Company and company where the related persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager:

No transactions

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, General Manager and other managers:

No transactions

1. Share transactions ofPDMR and related persons of PDMR (from January 1 to the end of December 2023):
2. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 offered shares | Rate | Number of offered shares | Rate |
| 1 | Mr. Nong Van Lac | Member of the Board of Directors | 17,900 | 0.51% | 43,200 | 0.82% | Receive dividend payment by shares |
| 1.1 | Ms. Nong Thi Hoa | Wife of Mr. Nong Van Lac | 21,949 | 0.62% | 32,923 | 0.62% | Receive dividend payment by shares |
| 1.2 | Ms. Nong Thi Thu Ha | Child of Mr. Nong Van Lac | 19,132 | 0.54% | 30,048 | 0.56% | Receive dividend payment by shares |
| 1.3 | Mr. Nong Van Son | Son of Mr. Nong Van Lac | 1,618,519 | 45.87% | 2,432,928 | 45.97% | Receive dividend payment by shares |
| 1.4 | Mr. Nong Van Ba | Younger brother of Mr. Mong Nong Van Lac | 5,762 | 0.16% | 8,643 | 0.16% | Receive dividend payment by shares |
| 2 | Mr. Ma Trung Lap | Vice Chair of the Board of Directors, General Manager | 18,808 | 0.53% | 28,212 | 0.53% | Receive dividends by shares Sell |
| 2.1 | Ms. Luong Thi Hien | Wife of Mr. Ma Trung Lap | 0 |  | 0 |  |  |
| 2.2 | Mr. Ma Dinh Phong | Child of Mr. Nong Van Lac | 0 |  | 0 |  |  |
| 3 | Ms. Ma Thi Quyet | Member of the Board of Directors, Chief Accountant | 51,684 | 1.46% | 77,526 | 1.46% | Receive dividend payment by shares |
| 3.1 | Mr. Dam Thinh Hung | Husband of Ms. Ma Thi Quyet | 2,732 | 0.07% | 4,098 | 0.07% | Receive dividend payment by shares |
| 3.2 | Dam Le An Phuong | Son of Ms. Ma Thi Quyet | 0 |  | 0 |  |  |
| 3.3 | Dam Le An Khanh | Son of Ms. Ma Thi Quyet | 0 |  | 0 |  |  |
| 4 | Mr. Nong Van Thuyet | Member of the Board of Directors, the Deputy General Manager | 181,116 | 5.13% | 294,474 | 5.64% | Receive dividend payment by shares |
| 4.1 | Ms. Hoang Thi Tuyet Mai | Wife of Mr. Nong Van Thuyet | 0 |  | 0 |  |  |
| 4.2 | Nong Trieu Duong | Son of Mr. Nong Van Thuyet | 0 |  | 0 |  |  |
| 4.3 | Ms. Nong Thi Thuy | Older sister of Mr. Nong Van Thuyet | 3,600 | 0.10% | 6,400 | 0.12% | Receive dividend payment by shares |
| 4.4 | Mr. Nong Van Trinh | Younger brother of Mr. Nong Van Thuyet | 2,880 | 0.08% | 5,500 | 0.10% | Receive dividend payment by shares |
| 5 | Mr. Nong Van Son | Member of the Board of Directors | 1,618,519 | 45.87% | 2,432,928 | 45.97% | Receive dividend payment by shares |
| 5.1 | Mr. Nong Van Lac | Father of Mr. Nong Van Son | 17,900 | 0.51% | 43,200 | 0.82% | Receive dividend payment by shares |
| 5.2 | Ms. Nong Thi Hoa | Mother of Mr. Nong Van Son | 21,949 | 0.62% | 32,923 | 0.62% | Receive dividend payment by shares |
| 5.3 | Ms. Nong Thi Thu Ha | Older sister of Mr. Nong Van Son | 19,132 | 0.54% | 30,048 | 0.56% | Receive dividend payment by shares |
| 6 | Ms. Hoang Thi Quyet | Chief of Supervisory Board | 976 | 0.02% | 3,000 | 0.05% | Receive dividend payment by shares |
| 6.1 | Mr. Hoang Ngoc Long | Husband of Ms. Hoang Thi Quyet | 0 |  | 0 |  |  |
| 6.2 | Ms. Hoang Ngoc Quynh | Son of Ms. Hoang Thi Quyet | 0 |  | 0 |  |  |
| 6.3 | Hoang Ngoc An | Son of Ms. Hoang Thi Quyet | 0 |  | 0 |  |  |
| 6.4 | Mr. Hoang Van Truong | Older brother of Ms. Hoang Thi Quyet | 1,062 | 0.03% | 1,593 | 0.03% | Receive dividend payment by shares |
| 7 | Mr. Truong Minh Duc | Member of the Supervisory Board | 0 |  | 0 |  |  |
| 7.1 | Ms. Sam Thi Huong | Wife of Mr. Truong Minh Duc | 0 |  | 0 |  |  |
| 7.2 | Truong Minh Huy | Son of Mr. Truong Minh Duc | 0 |  | 0 |  |  |
| 7.3 | Truong Minh Huy | Son of Mr. Truong Minh Duc | 0 |  | 0 |  |  |
| 8 | Mr. Dinh Be Dinh | Member of the Supervisory Board | 400 | 0.01% | 1,200 | 0.02% | Receive dividend payment by shares |
| 8.1 | Ms. Nong Thi Hoach | Wife of Mr. Dinh Be Dinh | 0 |  | 0 |  |  |
| 8.2 | Dinh Be Thien Dan | Child of Mr. Dinh Be Dinh | 0 |  | 0 |  |  |
| 9 | Ms. Nong Thi Nau | Deputy General Manager | 10,012 | 0.28% | 15,018 | 0.28% | Receive dividend payment by shares |
| 9.1 | Mr. Dinh Ich Boi | Husband of Ms. Nong Thi Nau | 52 |  | 78 |  | Receive dividend payment by shares |
| 9.2 | Ms. Dinh Thi Ben | Child of Ms. Nong Thi Nau | 20 |  | 30 |  | Receive dividend payment by shares |
| 9.3 | Mr. Dinh Manh Vung | Child of Ms. Nong Thi Nau | 0 |  | 0 |  |  |

1. Other significant issues: None