**THD: Annual Corporate Governance Report 2023**

On January 30, 2024, Thaiholdings Joint Stock Company announced Report No. 01/2024/BC-THD on the corporate governance in 2023 as follows:

* Name of company: Thaiholdings Joint Stock Company
* Head office address: No.210 Tran Quang Khai Street, Trang Tien Ward, Hoan Kiem District, Hanoi, Vietnam
* Tel: 02439689898 Fax: 02435259898
* Email: info@thaiholdings.com.vn
* Charter capital: VND 3,849,999,720,000
* Securities code: THD
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.
1. Activities of the General Meeting of Shareholders

In 2023, Thaiholdings Joint Stock Company (“Company”) held an Annual General Meeting of Shareholders (“DHDCD”) on April 27, 2023 and collected shareholders' opinions via a ballot to approve General Mandates dated October 18, 2023. Information about approved General Mandates as follows:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD/THD | April 27, 2023 | Annual General Mandate 2023. |
| 2 | 02/2023/NQ-DHDCD/THD | October 18, 2023 | General Mandate on approving the addition of business lines (approved by collecting shareholders' opinions via a ballot) |

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 (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Chi Kien | Chair of the Board of Directors | April 27, 2023 |  |
| 2 | Mr. Phan Manh Hung | Member of the Board of Directors | April 27, 2023 |  |
| 3 | Ms. Vu Thanh Hue | Member of the Board of Directors | April 27, 2023 |  |
| 4 | Mr. Vu Ngoc Dinh | Member of the Board of Directors | May 23, 2021 |  |
| 5 | Ms. Tran Thi Thanh Giang | Independent member of the Board of Directors | May 23, 2021 |  |
| 6 | Mr. Nguyen Van Thuyet  | Chair of the Board of Directors | April 12, 2021 | April 27, 2023 |
| 7 | Mr. Nguyen Van Dung | Member of the Board of Directors | May 23, 2021 | April 27, 2023 |
| 8 | Mr. Nguyen Van Khoa | Member of the Board of Directors | August 15, 2020 | April 27, 2023 |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT/THD | January 6, 2023 | Promulgate the organization chart  |
| 2 | 02/2023/NQ-HDQT/THD | January 30, 2023 | Establish the Internal Audit Committee |
| 3 | 03/2023/QD-HDQT/THD | January 30, 2023 | Appoint the Deputy Internal Audit Committee |
| 4 | 04/2023/QD-HDQT/THD | January 30, 2023 | Appoint members of the Internal Audit Committee |
| 5 | 04a/2023/NQ-HDQT/THD | February 1, 2023 | Approve ontents related to stopping the implementation of the office lease contract with partner - LienViet Post Joint Stock Commercial Bank |
| 6 | 05/2023/NQ-HDQT/THD | February 17, 2023 | Approve the restructuring project phase 1 of Thaiholdings Joint Stock Company and establish the Steering Committee for implementation |
| 7 | 06/2023/NQ-HDQT/THD | March 7, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023 |
| 8 | 07/2023/NQ-HDQT/THD | March 31, 2023 | Promulgate the organization chart  |
| 9 | 08/2023/NQ-HDQT/THD | March 31, 2023 | Establish the Purchasing Subcommittee under the Board of Directors  |
| 10 | 09/2023/QD-HDQT/THD | April 6, 2023 | Dismiss Mr. Nguyen Van Khoa as the Deputy General Manager |
| 11 | 10/2023/QD-HDQT/THD | April 27, 2023 | Elect the Chair of the Board of Directors in the term of 2019 - 2024 |
| 12 | 11/2023/NQ-HDQT/THD | May 22, 2023 | Approve the plan on share issuance to pay dividends in 2022. |
| 13 | 12/2023/NQ-HDQT/THD | May 22, 2023 | Approve the establishment of the Purchasing Subcommittee under the Board of Directors and Promulgate the Company's organizational chart |
| 14 | 13/2023/QD-HDQT/THD | May 25, 2023 | Dismiss Mr. Trinh Van Thiem from the position of Deputy General Manager. |
| 15 | 14/2023/QD-HDQT/THD | May 25, 2023 | Dismiss Mr. Vu Ngoc Dinh from Deputy General Manager |
| 16 | 15/2023/NQ-HDQT/THD | June 22, 2023 | Promulgate the Regulation on organization and operation of Boards of the Company |
| 17 | 16/2023/NQ-HDQT/THD | June 22, 2023 | Approve to not reissue the Company's audited Consolidated Financial Statements in 2021 |
| 18 | 17/2023/NQ-HDQT/THD | June 23, 2023 |  Adjust some contents of the plan on share issuance to pay dividends in 2022. |
| 19 | 18/2023/NQ-HDQT/THD | June 26, 2023 | Approve the selection of an independent audit company to audit and review the Financial Statement in 2023 of the Company |
| 20 | 18a/2023/NQ-HDQT/THD | June 26, 2023 | Approve the using of collateral assets owned by Thaiholdings Joint Stock Company to secure loans from Tam Anh Construction and Investment Consultant Joint Stock Company, Toan Thang Import Export Trading Company Limited, Trang An Tourism Service Limited Company at LienViet Post Commercial Joint Stock Bank |
| 21 | 19/2023/NQ-HDQT/THD | July 1, 2023 | Promulgate Regulations and Procedures of Boards of the Company  |
| 22 | 20/2023/NQ-HDQT/THD | July 27, 2023 | Approve the record date to exercise the rights to receive dividend in 2022 |
| 23 | 21/2023/NQ-HDQT/THD | August 29, 2023 | Register to increase charter capital and issue an Appendix amending the Company's Charter |
| 24 | 22/2023/NQ-HDQT/THD | September 11, 2023 | Collect shareholders' opinions via a ballot to approve the General Mandate |
| 25 | 23/2023/QD-HDQT/THD | September 20, 2023 | Dismiss the position of the General Manager |
| 26 | 24/2023/QD-HDQT/THD | September 20, 2023 | Appoint the position of the General Manager |
| 27 | 25/2023/NQ-HDQT/THD | September 20, 2023 | Change the legal representative of the Company |
| 28 | 26/2023/NQ-HDQT/THD | November 9, 2023 | Promulgate the Company’s organizational chart  |
| 29 | 27/2023/NQ-HDQT/THD | December 1, 2023 | Change the authorized representative to manage all shares of Thaiholdings Joint Stock Company at Thaigroup Joint Stock Company |
| 30 | 28/2023/NQ-HDQT/THD | December 12, 2023 | Approve the change of the auditing company to audit the Company's financial statements in 2023 |
| 31 | 29/2023/NQ-HDQT/THD | December 13, 2023 | Change of the authorized representative of the Company’s shares at Ton Dan Ha Noi Joint Stock Company |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thu Van | Chief of the Supervisory Board | April 29, 2022 |  | Bachelor of Finance |
| 2 | Ms. Du Thi Hai Yen | Member of the Supervisory Board | February 29, 2020 |  | Bachelor of Accounting |
| 3 | Ms. Bui Thi Thanh Nhan | Member of the Supervisory Board | April 27, 2023 |  | Bachelor of Economics |

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 Supervisory Board |
| Appointment date | Dismissal date |
| 1 | Mr. Vu Ngoc Dinh | October 26, 1980 | Bachelor of Business Administration | September 20, 2023 |  |
| 2 | Ms. Vu Thanh Hue | February 24, 1985 | Bachelor of Laws | September 7, 2022 |  |
| 3 | Mr. Dang Van Thang | June 6, 1983 | Construction Engineer | February 27, 2021 |  |
| 4 | Mr. Ngo Quyet Tien | September 10, 1969 | Bachelor of Economic Management | January 22, 2024 |  |
| 5 | Mr. Nguyen Van Khoa | July 20, 1972 | Architect | January 11, 2021 | April 6, 2023 |
| 6 | Mr. Trinh Van Thiem | February 5, 1980 | Bachelor of Business Administration | February 27, 2021 | May 25, 2023 |
| 7 | Mr. Phan Manh Hung | February 5, 1978 | Bachelor of Finance and Banking | January 1, 2023 | September 20, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Ngo Quyet Tien | September 10, 1969 | Bachelor of Economic Management | Appointed on: January 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons 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 and affiliated persons of PDMR

Details are in Appendix 3 attached to this Report

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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Relations with the Company | NSH No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision No. approved by the General Meeting of Shareholders or Board Resolution/Decision No. (if any, specifying date of issue) | Content | Total transaction value (VND)  | Note |
| 1 | Thaigroup Joint Stock Company | Subsidiary | Business registration No. 2700236999 first issued by Quang Ninh Department of Planning and Investment on September 19, 2007 and registered for the 21th change on July 06, 2021. | No. 8, Street 1, Street 9, Dong Thanh Ward, Ninh Binh City, Ninh Binh Province  | January 1, 2023December 31, 2023 |  | Buy products and services | 258,080,808 |  |
| 2 | Kim Lien Tourism Joint Stock Company | Joint Venture, Subsidiary of Thaigroup | Business registration No. 0100107067 first issued by Hanoi Department of Planning and Investment on February 28, 2008, registered for the 10th change on May 23, 2023. | No. 5 - 7 Dao Duy Anh Street, Phuong Mai Ward, Dong Da District, Hanoi  | Buy products and services | 110,349,091 |  |
| 3 | Ton Dan Hanoi Joint Stock Company | Joint Venture, Joint Venture of Thaigroup | Business registration No. 0106590609 first issued by Hanoi Department of Planning and Investment on July 3, 2014 registered for the 13th change on February 8, 2022 | No. 210 Tran Quang Khai Street, WardTrang Tien, Hoan Kiem District, Hanoi  | Buy products and services¬ | (39,044,493,363) |  |
| 4 | Other incomes: | 108,983,610,202 |
| 5 | Enclave Phu Quoc Joint Stock Company | Joint Venture of Thaigroup | Business registration No. 1702089392 first issued by Kien Giang Department of Planning and Investment on May 24, 2017, registered for the 12th change on September 9, 2023 | Group 8 Resettlement Area, Quarter 11, Duong Dong Ward, Phu Quoc City, Kien Giang Province  | Revenue from sales of goods and services provision | 641,148,000 |  |
| 6 | Ninhbinh Civilland Industrial Construction Consulting Company Limited  | Affiliated party of PMDR - Mr. Dang Van Thang | Business registration No. 2700299999 first issued by Ninh Binh Department of Planning and Investment on September 1, 2006, registered for the 7th change on November 22, 2022 | No. 139, Tan Quy Street, Tan Thanh Ward, Ninh Binh City, Ninh Binh Province  |  |  | Revenue from sales of goods and services provision | 33,724,279,117 |  |
| 7 | Tổng Công ty Cổ phần Bảo hiểm Xuân Thành (tentatively translated as Xuan Thanh Insurance Joint Stock Company) | Affiliated party of PMDR - Mr. Nguyen Chi Kien, Mr. Vu Ngoc Dinh and Mr. Dang Van Thang | Business registration No. 0104345961 first issued by Hanoi Department of Planning and Investment on December 29, 2009 | 2nd floor, LPBank building, 17 Tong Dan, Trang Tien Ward, Hoan Kiem District, Hanoi  | Revenue from sales of goods and services provision | 3,840,198,093 |  |

1. 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).
	2. Transactions between the Company and companies in which 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).
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the Company | NSH No., Date of issue, Place of issue of NSH | Address | Name of subsidiaries, companies controlled by the listed company | Time of transaction | Content | Total transaction value (VND)  | Note |
| 1 | Binh Minh Group Joint Stock Company | Joint Venture of Thaigroup |  | Business registration No. 0107743103 first issued by Hanoi Department of Planning and Investment on March 1, 2017, registered for the 4th change on July 7, 2022 | No. 11A, Cat Linh Street, Quoc Tu Giam Ward, Dong Da District, Hanoi  | Kim Lien Tourism Joint Stock Company | January 1, 2023December 31, 2023 | Revenue from sales of goods and services provision | 11,381,818 |  |
| 2 | Ton Dan Hanoi Joint Stock Company | Joint Venture of the Company, Joint Venture of Thaigroup |  | Business registration No. 0106590609 first issued by Hanoi Department of Planning and Investment on July 3, 2014 registered for the 13th change on February 8, 2022 | No. 210 Tran Quang Khai Street, Trang Tien Ward, Hoan Kiem District, Hanoi  | Kim Lien Tourism Joint Stock Company | Revenue from sales of goods and services provision | 50,490,907 |  |
| 3 | Thanh Cuong TM&DV Company Limited | Affiliated party of PDMR- Mr. Ngo Quyet Tien |  | Registration Certificate No. 0109433058 first issued by Hanoi Department of Planning and Investment on November 26, 2020 registered for the second change on September 22, 2021 | No. 17 Tong Dan Street, Trang Tien Ward, Hoan Kiem District, Hanoi  | Kim Lien Tourism Joint Stock Company | Capital loan | 10,000,000,000 |  |
| 4 |  | Loan collection | 10,000,000,000 |  |
| 5 | Interest on capital loans | 458,082,192 |  |
| 6 | Tổng Công ty Cổ phần Bảo hiểm Xuân Thành (tentatively translated as Xuan Thanh Insurance Joint Stock Company) | Affiliated party of PMDR - Mr. Nguyen Chi Kien, Mr. Vu Ngoc Dinh and Mr. Dang Van Thang |  | Business registration No. 0104345961 first issued by Hanoi Department of Planning and Investment on December 29, 2009 | 2nd Floor, LPBank Building, No. 17 Tong Dan, Trang Tien Ward, Hoan Kiem District, Hanoi.  | Kim Lien Tourism Joint Stock Company | Revenue from sales of goods and services provision | 119,372,123 |  |
| 7 | Enclave Phu Quoc Joint Stock Company | Joint Venture of Thaigroup |  | Business registration No. 1702089392 first issued by Kien Giang Department of Planning and Investment on May 24, 2017, registered for the 12th change on September 9, 2023 | Group 8 Resettlement Area, Quarter 11, Duong Dong Ward, Phu Quoc City, Kien Giang Province  | Thaigroup Joint Stock CompanyHanoi Branch | Revenue from sales of goods and services provision | 632,242,423 |  |
| 8 | Ton Dan Hanoi Joint Stock Company | Joint Venture of the Company, Joint Venture of Thaigroup  |  | Business registration No. 0106590609 first issued by Hanoi Department of Planning and Investment on July 3, 2014 registered for the 13th change on February 8, 2022 | No. 210 Tran Quang Khai Street, Trang Tien Ward, Hoan Kien District, Hanoi  | Thaigroup Joint Stock Company - Branch Hanoi | Other incomes | 32,320,000,000 |  |
| 9 | Ninhbinh Civilland Industrial Construction Consulting Company Limited | Affiliated party of PMDR - Mr. Dang Van Thang |  | Business registration No. 2700299999 first issued by Ninh Binh Department of Planning and Investment on September 01, 2006 and registered for the 7th change on November 22, 2022. | No. 139, Tan Quy Street, Tan Thanh Ward, Ninh Binh City, Ninh Binh Province  | Thaigroup Joint Stock Company - Branch Hanoi | Revenue from sales of goods and services provision | 101,876,042,500 |  |

1. Share transactions between PDMR and affiliated persons of PDMR
2. Company’s share transaction 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, bonus, etc.) |
| Number of shares | Rate | Number of offered shares | Rate |
| 1 | Nguyen Chi Kien | The Chair of the Board of Directors: | 14,189,933 | 4.054% | 15,608,926 | 4.054% | Increase the number of shares due to receiving annual dividends in shares in 2022 |
| 2 | Vu Ngoc Dinh | Member of the Board of Directors, General Manager, Legal Representative | 539,000 | 0.154% | 592,900 | 0.154% |
| 3 | Bui Thi Thanh Nhan | Member of the Supervisory Board, Member of the Internal Audit Committee | 13,531,629 | 3.866% | 14,884,791 | 3.866% |
| 4 | Dang Van Thang | Deputy General Manager | 8,088,304 | 2.311% | 8,897,134 | 2.311% |
| 5 | Ngo Quyet Tien | The Deputy General Manager; the Chief Accountant. | 14,041,100 | 4.012% | 15,445,210 | 4.012% |
| 6 | Nguyen Ngoc Cuong | Affiliated person of Ms. Du Thi Hai (Member of the Supervisory Board, Deputy of the Internal Audit Committee) | 500 | 0.00014% | 550 | 0.00014% |

1. Other significant issues: None.