**BHI: Annual Corporate Governance Report 2023**

On January 30, 2024, Sai Gon - Ha Noi Insurance Corporation announced Report No. 11/BC-BSH-HDQT on corporate governance of the Company (in 2023) as follows:

1. Name of company: Sai Gon - Ha Noi Insurance Corporation
2. Head office address: 86 Ba Trieu, Hang Bai Ward, Hoan Kiem District, Hanoi City
3. Tel: 024.3793.1111 Fax: 024.3793.1155 Email: [info@bshc.com.vn](mailto:info@bshc.com.vn)
4. Charter capital: VND 1,000,000,000,000
5. Securities code: BHI
6. Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.
7. Internal audit execution: The company has performed internal audit in accordance with the law.
8. Activities of the General Meeting of Shareholders:

In 2023, the General Meeting of Shareholders (“AGM”) held 02 meetings on June 20, 2023 and September 27, 2023. Information on meetings and General Mandates/Decisions of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-BSH-DHDCD | June 20, 2023 | 1. Approve the Activities report of the Board of Directors on performance results in the term 2018-2023, programs, goals, and tasks in the term 2023-2028. 2. Approve the Report on production and business activities 2022 and business plan for 2023 of General Manager. 3. Approve the Report on examining the Financial Statements 2022, the Report on activity of the Supervisory Board in the term 2018-2023; the orientation and tasks in the term 2023-2028. 4. Approve the election of members of the Board of Directors and Supervisory Board according to the content of Proposal No. 01/2023/TTr-BSH-DHDCD dated May 31, 2023. 5. Approve the selection of an audit company for the Financial Statement 2023 according to Proposal No. 02/2023/TTr- BSH-DHDCD dated May 31, 2023. 6. Approve the Report on remuneration for the Board of Directors and the Supervisory Board 2022 and the remuneration plan for 2023 according to Proposal No. 03/2023/TTr- BSH-DHDCD dated May 31, 2023. 7. Approve the Plan on profit distribution 2022 according to Proposal No. 04/2023/TTr- BSH-DHDCD dated May 31, 2023. 8. Approve the Transferee being able to receive the transfer of BSH shares from the transferor, leading to the ownership reaching the levels prescribed in Points a and b, Clause 1, Article 35 of the Securities Law 2019 without performing any procedures of the public offering. 9. Approve the election results and recognition of elected personnel as members of the Board of Directors and Supervisory Board for the term 2023-2028. |
| 2 | 02/2023/NQ-BSH-DHDCD (collect shareholders' opinions via a ballot) | September 27, 2023 | 1 Approve the method of transaction after supplement for the transfer transaction of 75,000,000 BSH shares has been approved in Article 8 of the Annual General Mandate 2023 of BSH. |

1. The Board of Directors (Annual Report);
2. Information of members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Do Quang Vinh | The Chair of the Board of Directors | May 20, 2022 |  |
| 2 | Mr. Nguyen Van Truong | Members of the Board of Directors | May 20, 2022 |  |
| 3 | Mr. Vu Duc Trung | Members of the Board of Directors | June 11, 2018 |  |
| 4 | Mr. Le Dang Khoa | Members of the Board of Directors | June 11, 2018 |  |
| 5 | Mr. Vu Duc Tien | Members of the Board of Directors | June 11, 2018 |  |
| 6 | Mr. Nguyen Tat Thang | Members of the Board of Directors | September 20, 2021 |  |
| 7 | Mr. Luu Danh Duc | Members of the Board of Directors | May 20, 2022 |  |

1. Board Resolutions/Board Decisions (Annual Report)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/QD-BSH-HDQT | January 03, 2023 | Receive and appoint Mr. Ngo Hong Viet to hold the position of Manager of the Internal Audit Department under the Supervisory Board |
| 2 | 02/2023/QD-BSH-HDQT | January 04, 2023 | Appoint Mrs. Luu Thi Ha to hold the position of Manager of Công ty Bảo hiểm BSH Thanh Hóa (Tentatively translated as BSH Thanh Hoa Insurance Company) |
| 3 | 03/2023/QD-BSH-HDQT | January 05, 2023 | Dismiss Mr. Tran Hieu Nhan from the position of Manager of Công ty Bảo hiểm BSH Hà Nội (Tentatively translated as BSH Hanoi Insurance Company) |
| 4 | 04/2023/QD-BSH-HDQT | January 30, 2023 | Dismiss Mr. Pham Van Hoa from the position of Manager of Công ty Bảo hiểm BSH Đông Nam Bộ (Tentatively translated as BSH Southeast Insurance Company) |
| 5 | 05/2023/QD-BSH-HDQT | January 30, 2023 | Receive and appoint Mr. Van Cong Phat to the position of Manager of BSH Southeast Insurance Company |
| 6 | 06/2023/QD-BSH-HDQT | January 30, 2023 | Re-appoint Mr. Le Dinh Lam to hold the position of Manager of Công ty Bảo hiểm BSH Kinh Đô (Tentatively translated as BSH Kinh Do Insurance Company) |
| 7 | 07/2023/QD-BSH-HDQT | January 30, 2023 | Re-appoint Mr. Nguyen Manh Ha to hold the position of Manager of Công ty Bảo hiểm BSH Thái Bình (BSH Thai Binh Insurance Company) |
| 8 | 08/2023/QD-BSH-HDQT | January 03, 2023 | Re-appoint Mr. Le Tran Quan to hold the position of Manager of Công ty Bảo hiểm BSH Thủ Đô (Tentatively translated as BSH Thu Do Insurance Company) |
| 9 | 08B/2023/NQ-BSH-HDQT | February 02, 2023 | Approve the Investment plan on the stock of Book & Education Equipment JSC |
| 10 | 09/2023/QD-BSH-HDQT | February 09, 2023 | Appoint Mr. Nguyen Quoc Hoan to hold the Head position of Professional Audit of the Internal Audit Department under the Supervisory Board |
| 11 | 10/2023/QD-BSH-HDQT | February 09, 2023 | Appoint Mrs. Phan Thi Anh Thu to hold the Manager position of Công ty Bảo hiểm BSH Thái Nguyên (Tentatively translated as BSH Thai Nguyen Insurance Company) |
| 12 | 11/2023/QD-BSH-HDQT | February 09, 2023 | Establish Công ty bảo hiểm BSH Lâm Đồng (Tentatively translated as BSH Lam Dong Insurance Company) |
| 13 | 12/2023/QD-BSH-HDQT | February 10, 2023 | Dismiss Mrs. Phan Thu Ngan from the Manager position of the Reinsurance Department |
| 14 | 14/2023/QD-BSH-HDQT | February 28, 2023 | Implement the cooperation with Mirae Asset Finance Company (Viet Nam) Limited |
| 15 | 16/2023/QD-BSH-HDQT | March 13, 2023 | Appoint Mr. Nguyen Duc Quang to hold the Deputy General Manager position of BSH. |
| 16 | 17/2023/QD-BSH-HDQT | March 16, 2023 | Approve the Reinsurance program 2023 |
| 17 | 18/2023/QD-BSH-HDQT | March 29, 2023 | Send officials on business trips abroad |
| 18 | 19/2023/QD-BSH-HDQT | March 29, 2023 | Record the list of shareholders attending the Annual General Meeting of Shareholders 2023. |
| 19 | 20/2023/QD-BSH-HDQT | March 29, 2023 | Promulgate the Regulations on Internal Audit |
| 20 | 21/2023/QD-BSH-HDQT | March 29, 2023 | Establish the Organization Committee of the Annual General Meeting of Shareholders 2023 |
| 21 | 22/2023/QD-BSH-HDQT | April 05, 2023 | Re-appoint Mr. Nguyen Huu Binh to the Manager position of the Investment Board |
| 22 | 23/2023/QD-BSH-HDQT | April 05, 2023 | Re-appoint Mrs. Vu Thi Nga to the Manager position of Partner Development Department |
| 23 | 24/2023/QD-BSH-HDQT | April 05, 2023 | Re-appoint Mrs. Dang Thi Phuong Duyen to the Manager position of B2B Department |
| 24 | 25/2023/QD-BSH-HDQT | April 05, 2023 | Appoint Mrs. Tran Thi Anh Nguyet to the Manager position of Marketing Department |
| 25 | 26/2023/QD-BSH-HDQT | April 05, 2023 | Appoint Mrs. Nguyen Tra My to the Manager position of the Personal Lines Insurance Department |
| 26 | 27/2023/QD-BSH-HDQT | April 07, 2023 | Send officials on business trips abroad |
| 27 | 32/2023/NQ-BSH-HDQT | April 28, 2023 | Resolution on extending the time to organize the Annual General Meeting of Shareholders 2023. |
| 28 | 34/2023/QD-BSH-HDQT | May 04, 2023 | Establish the Office of the General Manager |
| 29 | 35/2023/QD-BSH-HDQT | May 04, 2023 | Appoint Mr. Pham Ngoc Quan to hold the Chief of the General Manager's Office |
| 30 | 38/2023/QD-BSH-HDQT | May 05, 2023 | Promulgate the Regulations on organization and operation of member companies under BSH |
| 31 | 39/2023/QD-BSH-HDQT | May 08, 2023 | Dismiss Mr. Nguyen Duc Quang from the Manager position of Công ty Bảo hiểm BSH Tràng An (Tentatively translated as BSH Trang An Insurance Company) |
| 32 | 40/2023/NQ-BSH-HDQT | May 08, 2023 | Hire consulting services to notify the foreign ownership ratio; Upcom transaction registration; Exemption from tender offers and information disclosure |
| 33 | 41/2023/QD-BSH-HDQT | May 17, 2023 | Send officials on business trips abroad |
| 34 | 42/2023/QD-BSH-HDQT | May 23, 2023 | Re-appoint Mr. Nguyen Van Khanh to the Manager position of Information Technology Department |
| 35 | 44A/2023//QD-BSH-HDQT | May 25, 2023 | Promulgate the Regulations on nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board at the Annual General Meeting of Shareholders 2023 of BSH |
| 36 | 45/2023/QD-BSH-HDQT | May 25, 2023 | Promulgate the Regulations on appointment and dismissal of managers at BSH |
| 37 | 46/2023/QD-BSH-HDQT | May 26, 2023 | Rename Công ty Bảo hiểm BSH Tây Hà Nội (Tentatively translated as BSH West Hanoi Insurance Company) to Công ty Bảo hiểm BSH Thành Đô (Tentatively translated as BSH Thanh Do Insurance Company) under BSH |
| 38 | 48-2023/NQ-BSH-HDQT | May 30, 2023 | Approve the registration of securities at the Vietnam Securities Depository and registration of stock transactions on the Upcom system at the Hanoi Stock Exchange |
| 39 | 50/2023/QD-BSH-HDQT | May 30, 2023 | Establish the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 |
| 40 | 51/2023/QD-BSH-HDQT | May 30, 2023 | Promulgate the Working regulations at the Annual General Meeting of Shareholders 2023 |
| 41 | 52/2023/QD-BSH-HDQT | June 03, 2023 | Establish Công ty Bảo hiểm BSH Đại Việt (Tentatively translated as BSH Dai Viet Insurance Company) |
| 42 | 53/2023/QD-BSH-HDQT | June 03, 2023 | Report of the Board of Directors on activities for the term 2018-2023, orientations and tasks for the term 2023-2038 |
| 43 | 54/2023/QD-BSH-HDQT | June 03, 2023 | Establish Công ty Bảo hiểm BSH Âu Lạc (Tentatively translated as BSH Au Lac Insurance Company) |
| 44 | 56-2023/NQ-BSH-HDQT | June 14, 2023 | Approve the petition of the group of shareholders stated in the document dated June 13, 2023 |
| 45 | 59-2023/NQ-BSH-HDQT | June 20, 2023 | Elect the Chair of the Board of Directors |
| 46 | 60/2023/QD-BSH-HDQT | June 20, 2023 | Select an independent audit company to audit the Financial Statements of BSH in 3 years 2023-2025 |
| 47 | 61/2023/QD-BSH-HDQT | June 20, 2023 | Allocation of remuneration for the Board of Directors and the Supervisory Board in 2023 |
| 48 | 63-2023/QD-BSH-HDQT | June 20, 2023 | Approve the plan on capital divestment from the investment in shares of Vietnam General Corporation Of Agricultural Materials - Joint Stock Company |
| 49 | 64/2023/QD-BSH-HDQT | June 30, 2023 | Promulgate the Regulations on Risk Management |
| 50 | 65/2023/QD-BSH-HDQT | June 30, 2023 | Promulgate the Internal audit procedures of BSH |
| 51 | 66/2023/QD-BSH-HDQT | July 03, 2023 | Re-appoint Mr. Nguyen Tat Thang to the Manager position of the Administrative Organization Department |
| 52 | 67/2023/QD-BSH-HDQT | July 03, 2023 | Re-appoint Mr. Pham Duc Hien to hold Manager position of Công ty Bảo hiểm BSH Gia Định (Tentatively translated as BSH Gia Dinh Insurance Company) |
| 53 | 68/2023/QD-BSH-HDQT | July 03, 2023 | Re-appoint Mr. Nguyen Tho An to the Manager position of the Motor Vehicle Insurance Department |
| 54 | 69/2023/QD-BSH-HDQT | July 03, 2023 | Re-appoint Mr. Nguyen Van Dong to hold the Manager position of Công ty Bảo hiểm BSH Thăng Long (Tentatively translated as BSH Thang Long Insurance Company) |
| 55 | 70/2023/QD-BSH-HDQT | July 06, 2023 | Re-appoint Mr. Vu Anh Hoang to hold the Manager position of BSH Thang Long Insurance Company |
| 56 | 71/2023/QD-BSH-HDQT | July 06, 2023 | Re-appoint Mr. Tong Tran Son to hold the Manager position of Công ty Bảo hiểm BSH Hưng Yên (Tentatively translated as BSH Hung Yen Insurance Company) |
| 57 | 72/2023/QD-BSH-HDQT | July 06, 2023 | Re-appoint Mr. Phan Phuoc Tri to hold the Manager position of Công ty Bảo hiểm BSH Tiền Giang (Tentatively translated as BSH Tien Giang Insurance Company) |
| 58 | 73/2023/QD-BSH-HDQT | July 06, 2023 | Re-appoint Mr. Huynh Khanh Vu to hold the Manager position of Công ty Bảo hiểm BSH Sài Gòn (Tentatively translated as BSH Saigon Insurance Company) |
| 59 | 75/2023/QD-BSH-HDQT | July 07, 2023 | Re-appoint Mr. Pham Duc Hien to hold the Deputy General Manager position of BSH |
| 60 | 76/2023/QD-BSH-HDQT | July 07, 2023 | Re-appoint Mr. Nguyen Trong Hieu to hold the Deputy General Manager position of BSH |
| 61 | 77/2023/QD-BSH-HDQT | July 19, 2023 | Re-appoint Mr. Huynh Van Phuc to hold the Manager position of Công ty Bảo hiểm BSH Đông Sài Gòn (Tentatively translated as BSH Dong Sai Gon Insurance Company) |
| 62 | 78/2023/QD-BSH-HDQT | July 19, 2023 | Re-appoint Mr. Tran Thanh Tam to hold the Manager position ofCông ty Bảo hiểm BSH Bình Dương (Tentatively translated as BSH Binh Duong Insurance Company) |
| 63 | 79/2023/QD-BSH-HDQT | August 14, 2023 | Re-appoint Mr. Bui Xuan Phuc to hold the Manager position of Công ty Bảo hiểm BSH Phú Mỹ (Tentatively translated as BSH Phu My Insurance Company) |
| 64 | 81-2023/QD-BSH-HDQT | August 16, 2023 | Collecting shareholders’ opinions via a ballot to approve the some of contents under the authority of the General Meeting of Shareholders |
| 65 | 82-2023/QD-BSH-HDQT | August 16, 2023 | Hire consulting services to collect shareholders’ opinions via a ballot; Consulting on transferring ownership of securities outside the stock trading system |
| 66 | 83/2023/QD-BSH-HDQT | September 06, 2023 | Re-appoint Mr. Nguyen Trung Dung to hold the Manager position of Công ty Bảo hiểm BSH Phú Mỹ (Tentatively translated as BSH Phu Tho Insurance Company) |
| 67 | 84/2023/QD-BSH-HDQT | September 08, 2023 | Establish the Vote Counting Committee and Vote Counting Supervision Committee |
| 68 | 85/2023/QD-BSH-HDQT | September 18, 2023 | Re-appoint Mrs. Le Thi Huong Giang to the Manager position of the Internal Control and Prevention Department |
| 69 | 86/2023/QD-BSH-HDQT | September 18, 2023 | Re-appoint Mr. Pham Ngoc Thao to the Manager position of the Marine and Technical Property Insurance Department |
| 70 | 87/2023/QD-BSH-HDQT | September 26, 2023 | Send officials on business trips abroad |
| 71 | 89/2023/QD-BSH-HDQT | November 02, 2023 | Re-appoint Mr. Le Tuan Anh to the position of Manager of Planning Department and Assistant to the General Manager |
| 72 | 90/2023/QD-BSH-HDQT | November 02, 2023 | Re-appoint Mr. Le Tuan Anh to the BSH Actuarial Expert position |
| 73 | 91/2023/QD-BSH-HDQT | November 14, 2023 | Re-appoint Mr. Tran Thanh Thuan to hold the Manager position of Công ty Bảo hiểm BSH An Giang (Tentatively translated as BSH An Giang Insurance Company) |
| 74 | 92/2023/QD-BSH-HDQT | November 24, 2023 | Re-appoint Mr. Nguyen Thanh Hung to hold the Manager position of Công ty Bảo hiểm BSH Lam Sơn (Tentatively translated as BSH Lam Son Insurance Company) |
| 75 | 93/2023/QD-BSH-HDQT | December 08, 2023 | Re-appoint Mr. Hoang Minh Lieu to hold the Manager position of Công ty Bảo hiểm BSH Miền Nam (Tentatively translated as BSH Southern Insurance Company) |
| 76 | 94/2023/QD-BSH-HDQT | December 18, 2023 | Re-appoint Mr. Nguyen Ha Hoang to hold the Manager position of Công ty Bảo hiểm BSH Hải Phòng (Tentatively translated as BSH Hai Phong Insurance Company) |
| 77 | 95/2023/QD-BSH-HDQT | December 28, 2023 | Re-appoint Mrs. Ha Thi Hien to hold Manager position of Công ty Bảo hiểm BSH Hà Thành (Tentatively translated as BSH Ha Thanh Insurance Company) |
| 78 | 96/2023/QD-BSH-HDQT | December 29, 2023 | Re-appoint Mr. Nguyen Quoc Hoan to hold the Head position of Professional Audit of the Internal Audit Department under the Supervisory Board |
| 79 | 97/2023/QD-BSH-HDQT | December 29, 2023 | Re-appoint Mr. Ngo Hong Viet to hold the Manager position of the Internal Audit Department under the Supervisory Board |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as Member of the Supervisory Board | Professional Qualification |
| 1 | Bui Thi Minh Thu | Chief of the Supervisory Board | Appointed on December 14, 2012  Re-elected as a member of the Supervisory Board from June 20, 2023 at the General Meeting of Shareholders for the term 2023-2028 | Bachelor of Accounting and Auditing |
| 2 | Nguyen Thi Minh Thuong | Member of the Supervisory Board | * Appointed on April 27, 2016 * Re-lected as a member of the Supervisory Board from June 20, 2023 at the General Meeting of Shareholders for the term 2023-2028 | Bachelor of Accounting |
| 3 | Ninh Thi Lan Phuong | Member of the Supervisory Board | * Appointed on December 11, 2008 * Re-elected as a member of the Supervisory Board from June 20, 2023 at the General Meeting of Shareholders for the term 2023-2028 | Master in Finance - Banking |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Van Truong | October 10, 1980 | Bachelor | March 08, 2022 |
| 2 | Mr. Vu Duc Trung | December 25, 1980 | Master | January 28, 2022 |
| 3 | Mr. Le Hoai Nam | February 17, 1971 | Master | August 02, 2017 |
| 4 | Mr. Pham Duc Hien | June 21, 1977 | Bachelor | July 01, 2022 |
| 5 | Mr. Nguyen Trong Hieu | April 01, 1983 | Bachelor | July 01, 2022 |
| 6 | Mr. Nguyen Duc Quang | August 02, 1983 | Bachelor | March 13, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Ms. Nguyen Thi Ngan | August 13, 1984 | Bachelor | June 23, 2020 |

1. Training on corporate governance
2. List of affiliated persons in the public company (Report 6 months/year) and transactions between affiliated persons 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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/ individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office address | Time of transaction with the Company | General Mandate/Decision No. | Contents quantity, total value of transaction |
| 1 | Công ty cổ phần chứng khoán Sài Gòn -Hà Nội (Tentatively translated as Saigon - Hanoi Securities Joint Stock Company) | Affiliated organization of PDMR | Business Registration Certificate No. 0102524651 issued on September 09, 2022 at Hanoi Authority for Planning and Investment | No. 41, Ngo Quyen, Hang Bai, Hoan Kiem District, Hanoi | May 16, 2023 | 40/2023 /NQ- BSH- HDQT dated May 8, 2023 | Consultant on notifying the maximum foreign ownership ratio, Upcom transaction registration, Exemption from tender offers, and information disclosure. Contract value: 660 million dong. |
| 2 | Saigon - Hanoi Securities Joint Stock Company | Affiliated organization of PDMR | Business Registration Certificate No. 0102524651 issued on September 09, 2022 at Hanoi Authority for Planning and Investment | No. 41, Ngo Quyen, Hang Bai, Hoan Kiem District, Hanoi | August 16, 2023 | 82/2023 /NQ- BSH- HDQT dated May 8, 2023 | Hire consulting services to collect shareholders’ opinions via a ballot; Consulting on transferring ownership of securities outside the stock trading system |

1. Share transactions of PDMR and persons related person of PDMR: None
2. Other significant issues: None