**SLS: Annual Corporate Governance Report 2022**

On January 24, 2024, Son La Sugar Joint Stock Company announced Report No. 06/BC-HDQT on corporate governance in 2023 as follows:

* Name of public company: Son La Sugar Joint Stock Company
* Head office address: km 34, Highway 6 Son La - Hanoi, Hat Lot town, Mai Son district, Son La province
* Tel: 02123 843274 - Fax: 02123, 843406;
* Email: [sls.miaduongsonla@gmail.com](mailto:sls.miaduongsonla@gmail.com.).
* Charter capital: VND 97,919,450,000
* Securities code: SLS
* 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:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | General Mandate/Decision of General Meeting of Shareholders No. | Date | Content | Approval rate |
| 01 | 01/NQDHDCDTN 2023 | September 26, 2023 | Resolution: Annual General Meeting of Shareholders 2023 | 100% |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Dang Viet Anh | Chair of the Board of Directors | July 03, 2015 |  |
| 2 | Mr. Tran Ngoc Hieu | Vice Chair of the Board of Directors | July 03, 2015 |  |
| 3 | Ms. Tran Thi Nhi | Member of the Board of Directors | May 15, 2016 |  |
| 4 | Mr. Thai Van Hung | Member of the Board of Directors | September 21, 2018 |  |
| 5 | Mr. Nguyen Truong Chinh | Member of the Board of Directors | September 23, 2017 |  |

1. Board Resolutions/Board Decisions in 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content | Approval rate | |
| A | Board Resolutions | | | | |
| 1 | 01 /NQ-HDQT | January 7, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 2 | 02 /NQ-HDQT | January 28, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 3 | 03 /NQ-HDQT | January 31, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 4 | 04 /NQ-HDQT | February 9, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 5 | 05 /NQ-HDQT | February 14, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 6 | 06 /NQ-HDQT | February 20, 2023 | Approve the semi-annual financial statements for the fiscal year 2022-2023 | 100% |
| 7 | 06a/NQ-HDQT | February 20, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 8 | 07 /NQ-HDQT | March 6, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 9 | 08 /NQ-HDQT | March 6, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 10 | 09 /NQ-HDQT | March 15, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 11 | 10 /NQ-HDQT | March 18, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 12 | 11 /NQ-HDQT | March 22, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 13 | 12 /NQ-HDQT | March 24, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 14 | 13 /NQ-HDQT | April 1, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 15 | 14 /NQ-HDQT | April 04, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 16 | 15 /NQ-HDQT | April 06, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 17 | 16 /NQ-HDQT | April 14, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 18 | 17 /NQ-HDQT | April 20, 2023 | Approve the financial statements in Q3 for the fiscal year 2022-2023 | 100% |
| 19 | 17a/NQ-HDQT | April 22, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 20 | 18 /NQ-HDQT | April 26, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 21 | 19 /NQ-HDQT | April 26, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 22 | 20 /NQ-HDQT | May 12, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 23 | 21 /NQ-HDQT | May 12, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 24 | 22 /NQ-HDQT | May 18, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 25 | 23 /NQ-HDQT | May 23, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 26 | 24 /NQ-HDQT | June 1, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 27 | 25/NQ-HDQT | June 06, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 28 | 26 /NQ-HDQT | June 29, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 29 | 27 /NQ-HDQT | June 29, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 30 | 28 /NQ-HDQT | June 29, 2023 | Resolution of the expanded meeting of the Board of Directors on June 26, 2023 | 100% |
| 31 | 29 /NQ-HDQT | July 12, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 32 | 30 /NQ-HDQT | July 14, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 33 | 31 /NQ-HDQT | July 22, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 34 | 32 /NQ-HDQT | July 29, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 35 | 33 /NQ-HDQT | August 2, 2023 | Approve the record date to exercise the rights to attend the Annual General Meeting of Shareholders 2023 | 100% |
| 36 | 34 /NQ-HDQT | August 5, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 37 | 36 /NQ-HDQT | August 11, 2023 | Approve the plan to borrow from the bank | 100% |
| 38 | 37 /NQ-HDQT | August 11, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 39 | 38 /NQ-HDQT | August 14, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 40 | 39 /NQ-HDQT | August 17, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 41 | 40 /NQ-HDQT | August 17, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 42 | 41 /NQ-HDQT | August 30, 2023 | Convene the Annual General Meeting of Shareholders 2023 | 100% |
| 43 | 42 /NQ-HDQT | August 30, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 44 | 43 /NQ-HDQT | September 12, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 45 | 44 /NQ-HDQT | September 21, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 46 | 44a/NQ-HDQT | September 21, 2023 | Approve Waive the rights of public offering of the company's shares | 100% |
| 47 | 45 /NQ-HDQT | October 9, 2023 | Approve the dividend payment of 2023 | 100% |
| 48 | 46 /NQ-HDQT | October 13, 2023 | Approve the payment of dividends to some shareholders not recorded in the Securities Depository Center with a request letter | 100% |
| 49 | 47 /NQ-HDQT | October 30, 2023 | Approve the appointment of members to participate in the Supervisory Board of To Hieu Company. | 100% |
| 50 | 48 /NQ-HDQT | November 10, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 51 | 48a/NQ-HDQT | November 10, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 52 | 49 /NQ-HDQT | November 17, 2023 | Approve the plan to auction import tax quota for sugar in 2023. | 100% |
| 53 | 50 /NQ-HDQT | November 23, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 54 | 51 /NQ-HDQT | November 29, 2023 | Approve the results of new crop planting and support policies under the Crop Support Program in 2023 | 100% |
| 55 | 52 /NQ-HDQT | December 2, 2023 | Approve the Procurement Plan 2023-2024; Investment Plan for 2024-2025. | 100% |
| 56 | 53 /NQ-HDQT | December 6, 2023 | Approve the plan to import raw sugar | 100% |
| 57 | 54 /NQ-HDQT | December 12, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 58 | 55 /NQ-HDQT | December 15, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 59 | 56 /NQ-HDQT | December 20, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 60 | 57 /NQ-HDQT | December 22, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 61 | 58 /NQ-HDQT | December 28, 2023 | Approve the sales plan for the term 2023-2024 | 100% |
| 62 | 59 /NQ-HDQT | December 28, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 63 | 60 /NQ-HDQT | December 28, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| 64 | 61 /NQ-HDQT | December 30, 2023 | Approve the sales plan for the term 2022-2023 | 100% |
| B | Board Decision | | | |
| 65 | 01/QD-HDQT | January 5, 2023 | Decision: Selection of goods and supplies supplier for the 2023-2024 term | 100% |
| 66 | 02/QD-HDQT | January 13, 2023 | Decision: Commendation for groups and individuals with achievements in business operations for the 2021-2022 term | 100% |
| 67 | 07/QD-HDQT | February 09, 2023 | Decision: Approve the Biomass Power Plant Project | 100% |
| 68 | 09/QD-HDQT | April 29, 2023 | Decision: Selection plan for the agrochemical supplier for the 2023-2024 term | 100% |
| 69 | 10/QD-HDQT | April 29, 2023 | Decision: Settlement of major real estate projects for the year 2022 | 100% |
| 70 | 11/QD-HDQT | May 04, 2023 | Decision: Major real estate projects plan for the year 2023 | 100% |
| 71 | 12/QD-HDQT | May 19, 2023 | Decision: Handling bad receivable investment debts | 100% |
| 72 | 16/QD-HDQT | June 07, 2023 | Decision: Proposal to select contractors for some sections of the Phase 2 energy-saving investment equipment | 100% |
| 73 | 18/QD-HDQT | June 24, 2023 | Decision: Project 'Additional Investment, Renovation of Energy-saving Equipment in 2023' | 100% |
| 74 | 19/QD-HDQT | June 24, 2023 | Decision: Selection of contractor for the project 'Additional Investment, Renovation of Energy-saving Equipment in 2023' | 100% |
| 75 | 20/QD-HDQT | June 24, 2023 | Decision: Establishment of the Project Management Board for the project 'Additional Investment, Renovation of Energy-saving Equipment in 2023' | 100% |
| 76 | 22/QD-HDQT | June 30, 2023 | Decision: Approve procurement of materials, equipment...  . | 100% |
| 77 | 23/QD-HDQT | June 30, 2023 | Decision: Approve procurement of materials, equipment...  . | 100% |
| 78 | 24/QD-HDQT | June 30, 2023 | Decision: Approve procurement of materials, equipment...  . | 100% |
| 79 | 25/QD-HDQT | June 30, 2023 | Decision: Approve the salary fund settlement 2022-2023 and provision of reserves | 100% |
| 80 | 25a/QD-HDQT | June 30, 2023 | Decision: Approve the provision of reserves... | 100% |
| 81 | 26/QD-HDQT | July 03, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 82 | 27/QD-HDQT | July 4, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 83 | 28/QD-HDQT | July 11, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 84 | 29/QD-HDQT | July 13, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 85 | 30/QD-HDQT | July 14, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 86 | 30a/QD-HDQT | July 14, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 87 | 31/QD-HDQT | July 24, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 88 | 32/QD-HDQT | July 27, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 89 | 36/QD-HDQT | July 29, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 90 | 36aQD-HDQT | July 29, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 91 | 39/QD-HDQT | August 3, 2023 | Decision: Approve the Project Investment Settlement | 100% |
| 92 | 40/QD-HDQT | August 3, 2023 | Decision: Approve the Project Investment Settlement | 100% |
| 93 | 41/QD-HDQT | August 3, 2023 | Decision: Approve the Project Investment Settlement | 100% |
| 94 | 42/QD-HDQT | August 3, 2023 | Decision: Approve the Project Investment Settlement | 100% |
| 95 | 43/QD-HDQT | August 3, 2023 | Decision: Approve the Project Investment Settlement | 100% |
| 96 | 44/QD-HDQT | August 3, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 97 | 45/QD-HDQT | August 5, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 98 | 46/QD-HDQT | August 7, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 99 | 47/QD-HDQT | August 7, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 100 | 48/QD-HDQT | August 11, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 101 | 49/QD-HDQT | August 11, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 102 | 50/QD-HDQT | August 17, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 103 | 51/QD-HDQT | August 22, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 104 | 52/QD-HDQT | August 23, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 105 | 53/QD-HDQT | August 26, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 106 | 54/QD-HDQT | August 26, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 107 | 55/QD-HDQT | August 26, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 108 | 57/QD-HDQT | August 30, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 109 | 61/QD-HDQT | August 30, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 110 | 62/QD-HDQT | August 30, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 111 | 63/QD-HDQT | August 30, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 112 | 64/QD-HDQT | September 9, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 113 | 65/QD-HDQT | September 9, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 114 | 66/QD-HDQT | September 10, 2023 | Decision: Hire consultants for the construction of water supply pipeline feasibility study | 100% |
| 115 | 68/QD-HDQT | September 11, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 116 | 69/QD-HDQT | September 20, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 117 | 70/QD-HDQT | September 22, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 118 | 70a/QD-HDQT | September 22, 2023 | Decision: Approve the appointment of consultants for financial statements preparation | 100% |
| 119 | 70b/QD-HDQT | September 22, 2023 | Decision: Approve the design task | 100% |
| 120 | 72/QD-HDQT | September 27, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 121 | 73/QD-HDQT | September 27, 2023 | Decision: Approve the appointment of consultants for financial statements preparation | 100% |
| 122 | 73a/QD-HDQT | September 27, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 123 | 74/QD-HDQT | October 4, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 124 | 75/QD-HDQT | October 5, 2023 | Decision: Approve the design plan | 100% |
| 125 | 75a/QD-HDQT | October 5, 2023 | Decision: Appointment to hire a project appraisal unit | 100% |
| 126 | 76/QD-HDQT | October 7, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 127 | 77/QD-HDQT | October 7, 2023 | Decision: Approve the consulting profile for the drying yard design... | 100% |
| 128 | 80/QD-HDQT | October 18, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 129 | 80a/QD-HDQT | October 18, 2023 | Decision: Approve the Mud Drying Yard Project, Fence... | 100% |
| 130 | 81a/QD-HDQT | October 27, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 131 | 81b/QD-HDQT | October 27, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 132 | 82/QD-HDQT | October 30, 2023 | Decision: Approve the Economic Report - Investment Construction | 100% |
| 133 | 82a/QD-HDQT | October 30, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 134 | 84/QD-HDQT | November 15, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 135 | 84a/QD-HDQT | November 15, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 136 | 85/QD-HDQT | November 15, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 137 | 85a/QD-HDQT | November 15, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 138 | 86/QD-HDQT | November 28, 2023 | Decision: Approve procurement of materials, equipment... | 100% |
| 139 | 87/QD-HDQT | December 5, 2023 | Decision: Approve procurement of materials, equipment... | 100% | |
| 140 | 87a/QD-HDQT | December 5, 2023 | Decision: Approve procurement of materials, equipment... | 100% | |
| 141 | 89/QD-HDQT | December 15, 2023 | Decision: Approve the selection of an independent audit company | 100% | |
| 142 | 90/QD-HDQT | December 15, 2023 | Decision: Approve procurement of materials, equipment... | 100% | |
| 143 | 91/QD-HDQT | December 25, 2023 | Decision: Approve procurement of materials, equipment... | 100% | |

1. The Supervisory Board 2023
2. Information about members of the Supervisory Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thuy | Chief of the Supervisory Board | Date of beginning: May 15, 2016 | Bachelor of Economic - Finance |
| 2 | Mr. Nguyen Van Tai | Member of the Supervisory Board | Date of beginning: September 23, 2017 | Intermediate |
| 3 | Mr. Nguyen Van Dai | Member of the Supervisory Board | Date of beginning: September 22, 2021 | College |

1. The Executive Board.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date | |
| Appointment date | Dismissal date |
| 1 | Mr Tran Ngoc Hieu | October 12, 1956 | Economic Management | Date of re-appointment  July 13, 2022 - |  |
| 2 | Mr Thai Van Hung | February 26, 1972 | Bachelor of Science | Date of re-appointment  September 20, 2022 |  |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification |  | |
| Appointment date | Dismissal date |
| Ms. Nguyen Thi Khuong | December 16, 1969 | Bachelor of Accounting | Date of re-appointment  September 20, 2022 |  |

1. Training on corporate governance None.
2. List of affiliated persons of the public company in 6 months of 2023 and transactions of 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, or affiliated persons of PDMR: None
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
5. Transactions between the Company and other entities: None
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).
   2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
   3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None
6. Share transactions of PDMR and affiliated persons of PDMR in 2023.
7. Listing company’s share transactions of PDMR and affiliated persons of PDMR None.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | | Reason for increase/decrease (purchase, sell, or award,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Mr. Dang Viet Anh |  | 963,878 | 9.84% | 963,878 | 9.84% |  |
| - | Ms. Tran Thi Thai | Mother | 2,686,060 | 27.43% | 2,686,060 | 27.43% |  |
| 2 | Mr. Tran Ngoc Hieu |  | 131,731 | 1.35% | 131,731 | 1.35% |  |
|  | Ms. Ta Ngoc Huong | Wife | 283,292 | 2.89% | 283,292 | 2.89% |  |
|  | Ms. Tran Thi Thai | Sister | 2,686,060 | 27.43% | 2,686,060 | 27.43% |  |
| 3 | Ms. Nguyen Thi Khuong |  | 924 | 0.0094% | 924 | 0.0094% |  |
|  | Ms. Nguyen Thi Luong | Younger sister | 115 | 0,001% | 115 | 0,001% |  |

1. Other significant issues: None.