**TPP: Annual Corporate Governance Report 2023**

On January 30, 2024, Tan Phu Viet Nam JSC announced Report No. 01/2024/BC-HDQT-TPP on corporate governance in 2023 as follows:

* Name of Company: Tan Phu Viet Nam JSC
* Head office address: 314 Luy Ban Bich, Ward 1 Hoa Thanh, Tan Phu District, Ho Chi Minh City 1, Vietnam
* Tel: 028.38.654.133
* Fax: 028.38.607.622
* Email: [info@tanphuvietnam.vn](mailto:info@tanphuvietnam.vn)
* Charter capital: VND 450,000,000,000
* Securities code: TPP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager and the Audit Committee under the Board of Directors
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 17/2023/NQ-DHDCD | April 08, 2023 | The Annual General Mandate 2023 approved the issues including:   * Approve the Report of the Board of Directors (Report No. 11/2023/BC-HDQT dated March 17, 2023) and the Board of Managers (Report No. 12/2023/BC-BTGD dated March 17, 2023) about activities in 2022 and plans for 2023; * Approve the audited Financial Statements 2022 according to the content of Proposal No. 15/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors; * Approve the Report on capital usage from the issuance to increase charter capital in 2022 according to the content of Proposal No. 15/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors; * Approve the Company's profit distribution plan in 2022 according to the content of Proposal No. 13/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors; * Approve the Board of Directors’ Remuneration Report inn 2022 and the Board of Directors’ Remuneration Plan in 2023 according to the content of Proposal No. 13/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors; * Approve the List of audit companies for the Company's Financial Statements 2023 according to the content of Proposal No. 14/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors; * Approve the addition of the Company's business lines according to the content of Proposal No. 16/2023/TTr-HDQT dated March 17, 2023 of the Board of Directors. |

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 of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Hoang Anh Tuan | Chair of the Board of Directors | April 8, 2022 |  |
| 2 | Mr. Hoang Quoc Thuy | Vice Chair of the Board of Directors | April 8, 2022 |  |
| 3 | Mr. Phan Anh Tuan | Member of the Board of Directors | April 8, 2022 |  |
| 4 | Mr. Ngo Duc Trung | Member of the Board of Directors | April 20, 2020 |  |
| 5 | Ms. Vu Thuy Linh | Independent member of the Board of Directors | April 8, 2022 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 02/QD-TPP | January 9, 2023 | Appoint Mr. Nguyen Cao Giang to the position of Deputy General Manager of Sales |
| 2 | 03/QD-TPP | January 9, 2023 | Appointed Mr. Doan Minh Truong to hold the position of Finance Manager |
| 3 | 08/QD-TPP | February 7, 2023 | Dismiss the position of Deputy General Manager of B2B sales for Mr. Hoang Quoc Thuy |
| 4 | 09/2023/NQ/HDQT | February 07, 2023 | Approve the convening of the Annual General Meeting of Shareholders 2023 of Tan Phu Vietnam JSC |
| 5 | 10/2023/NQ/HDQT | March 14, 2023 | Approve the official termination of the Company's branch operations |
| 6 | 235/QD-TPP | June 1, 2023 | Dismiss the position of Deputy General Manager of sales for Mr. Nguyen Cao Giang |
| 7 | 12/QD-HDQT-TPP | June 5, 2023 | Appoint Mr. Hoang Duc Manh to the position of Deputy General Manager of Sales |
| 8 | 12A/NQ-HDQT-TPP | September 29, 2023 | Approve the Report on the Board of Directors' performance and the Company's business situation in Q3/2023 |
| 9 | 13/2023/NQ-HDQT | October 18, 2023 | Approve bond registration and registration for trading of privately issued bonds |
| 10 | 15/QD-HDQT-TPP | December 29, 2023 | Appoint Mr. Le Cat Hanh to the position of Deputy General Manager of Sales |
| 11 | 16/NQ-HDQT-TPP | December 29, 2023 | Approve the Summary Report on the performance of the Board of Directors and the Summary Report on the Company's production and business situation in 2023 |

1. The Audit Committee
2. Information about members of the Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Qualification |
| 1 | Ms. Vu Thuy Linh | Chief of the Audit Committee | Appoint: April 12, 2022 | Master of Business Administration |
| 2 | Mr. Hoang Anh Tuan | Member of Audit Committee | Appoint: July 26, 2022 | Master of Economic Management |

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 Executive Board |
| 1 | Mr. Le Anh Tuan - General Manager | February 24, 1989 | Master of Corporate Finance | April 9, 2022 |
| 2 | Mr. Ngo Duc Trung - Deputy General Manager | July 20, 1965 | Electrification Engineer | March 7, 2016  Reappointment: May 19, 2022 |
| 3 | Mr. Vu Quoc Toan - Deputy General Manager | February 09, 1977 | Information Technology Engineer | February 22, 2019 |
| 4 | Mr. Muru Subramanian - Deputy General Manager | February 10, 1971 | Technical engineer | January 21, 2020 |
| 5 | Mr. Hoang Quoc Thuy - Deputy General Manager | November 24, 1976 | Bachelor of Business Administration | December 29, 2020  Dismissed on: February 7, 2023 |
| 6 | Mr. Nguyen Cao Giang - Deputy General Manager | December 7, 1976 | Bachelor of Foreign Economics | January 9, 2023  Dismissed on: June 1, 2023 |
| 7 | Mr. Hoang Duc Manh - Deputy General Manager | November 10, 1993 | Bachelor of Finance - Banking | June 5, 2023 |
| 8 | Mr. Le Cat Hanh - Deputy General Manager | July 10, 1978 | Master of Management | December 29, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Thoai | August 29,1985 | Bachelor of Accounting-Auditing Certificate of Chief Accountant - CFO | January 16, 2017  Reappointment: May 19, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and 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

None

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

None

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 (General Manager) and other managers 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):

None

* 1. Transactions between the Company and 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

* 1. 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, and the Manager (General Manager) and other managers:

None

1. Share transactions between PDMR and affiliated persons of PDMR
2. Company’s shares transactions between 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 shares | Rate |
| 1 | Mr. Hoang Duc Manh |  | 280,600 | 0.62% | 275,600 | 0.61% | Sell |

1. Other significant issues: None