**AG1: Annual Corporate Governance Report**

On January 25, 2024, 28.1 Joint Stock Company announced Report No. 20/BC-CTCP on the corporate governance in 2023 as follows:

* Name of company: 28.1 Joint Stock Company
* Headquarters address: No. 3 Nguyen Oanh, Ward 10, Go Vap District, Ho Chi Minh City
* Tel: (028) 38 940 914 Fax: 028 38 941 668 Email:
* Charter capital: VND 48,633,860,000
* Securities code: AG1
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Executive Manager.
* Internal audit execution: Not executed.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/NQ-DHDCD | May 19, 2023 | Approve Proposal on dismissing members of the Supervisory Board, introduce personnel to elect additional members of the Supervisory Board and approve the election results.  Approve the production and business activities results in 2022 and the production and business plan for 2023.  Approve the Report on investment implementation in 2022 and the investment plan for 2023.  Approve the Report on the implementation of the remuneration fund for the Board of Directors and Supervisory Board, the settlement of the bonus fund for completing the plan, the salary fund and other income of the Executive Board in 2022 and the plan for the remuneration fund for the Board of Directors and the Supervisory Board and the bonus fund for completing the plan, the salary fund and other income of the Executive Board in 2023.  Approve the Report on profit distribution, appropriation for funds and dividend distribution in 2022 and the Profit distribution plan, appropriation for funds and dividend payment in 2023.  Approve the loan limit plan in 2023-2024  Approve the plan on selecting an audit company for the Financial Statements 2023.  Approve the Proposal on amendments and supplements of the Company's Charter (3rd time). |

1. Board of Directors (Annual Report 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 | Nguyen Truong Son | Chair of the Board of Directors/Non-executive member of the Board of Directors | October 14, 2020 |  |
| 2 | Tran Doan Thoan | Manager - Member of the Board of Directors | April 29, 2022 |  |
| 3 | Nguyen Thien | Deputy Manager - Member of the Board of Directors | April 29, 2022 |  |

1. Board Resolutions/Board Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
|  | 01/023/NQ-HDQT | January 16, 2023 | Approve the policy on signing a contract between 28.1 Joint Stock Company and 28 Corporation One Member Limited Liability Company and subsidiaries and related companies of 28 Corporation. |
|  | 01/QD-HDQT | January 16, 2023 | Appoint Mr. Tang Hung to hold the position of person in charge of corporate governance, effective from January 01, 2023. |
|  | 02/QD-HDQT | February 20, 2023 | Dismiss Mr. Nguyen Van Tai from the position of Deputy Managing Director |
|  | 02/2023/NQ-HDQT | March 29, 2023 | Approve the extension of the time to organize the Annual General Meeting 2023 |

1. Supervisory Board (Annual Report 2023):
2. Information about members of the Supervisory Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | | Professional Qualification |
| Appointment date | Dismissal date |
| 1 | Hoang Manh Cuong | Head | April 29, 2022 |  | Bachelor in Economics |
| 2 | Tran Thi My | Member | May 30, 2020 | May 19, 2023 | Bachelor in Economics |
| 3 | Nguyen Thanh Dinh | Member | April 27, 2018 |  | Bachelor in Economics |
| 4 | Tran Manh Cuong | Member | May 19, 2023 |  | Bachelor in Economics |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Tran Doan Thoan – Managing Director | October 07, 1968 | Sewing technology engineer | Appointed on March 01, 2022 |
| 2 | Nguyen Thien - Deputy Managing Director | October 05, 1985 | Bachelor | Appointed on March 01, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment /dismissal |
| Tang Hung | April 17, 1974 | University level | Appointed March 01, 2022 |

1. Training on corporate governance;
2. List of related persons of the public company (report of 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | 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 of General Meeting or Board Resolution/Board Decision No. | Content, quantity, total transaction value (VND) | Note |
|  | 28 Corporation One Member Limited Liability Company | Holding Company | No. 300516772 December 7, 2021 (4th change), issued by Ho Chi Minh City Department of Planning and Investment | No.03 Nguyen Oanh, Ward 10, Go Vap District, Ho Chi Minh City | 2023 | 01/2023/NQ-HDQT | 9,657,678,683 |  |
|  | Binh Phu Joint Stock Company | Under the same Holding Company | No. 304016040, changed for the 10th time on April 27, 2023, issued by Nghe An Department of Planning and Investment | No. 22, 19 Street, Hiep Binh Chanh Ward, Thu Duc District, Ho Chi Minh City | 2023 | 01/2023/NQ-HDQT | 382,293,829 |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (the Managing Director) for the past three (03) years (calculated at the date of reporting):

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting  No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | Related organization |  |  |  |  |  |  |  |
| 1 | 28 Corporation One Member Limited Liability Company | Holding Company (principal shareholders hold 65% of shares) |  |  |  |  | Sales and processing contract  Value: VND 9.658 billion |  |
| 2 | Binh Phu Joint Stock Company | Under the same Holding Company |  |  |  |  | Sales and processing contract  Value: VND 382 million |  |

* 1. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers who are members of the Board of Directors or Executive Manager (the Managing Director). None
  2. 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, Executive Manager (Managing Director) and other managers. None

1. Share transactions of PDMR and related persons of PDMR
2. Transaction of PDMR and related 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, ...) |
| Number of shares | Rate | Number of shares: | Rate |  |
| 1 | Nguyen Truong Son | Chair of the Board of Directors/Non-executive member of the Board of Directors | 0 | 0% | 34,000 | 0.7% | Purchase quantity as of December 31, 2023 |

1. Other significant issues: None.