**KKC: Annual Corporate Governance Report 2023**

On January 28, 2024, Thanh Thai Group Joint Stock Company announced Report No. 28011/BCQT-HDQT on corporate governance in 2023 as follows:

* Name of company: Thanh Thai Group Joint Stock Company
* Head office address: No. 6 Nguyen Trai, May To Ward, Ngo Quyen District, Hai Phong
* Tel: 02253.552576 Fax: 02253.836425
* Email: info@thanhthaigroup.com.vn Website: www.thanhthaigroup.com.vn
* Charter capital: VND 52,000,000,000
* Securities code: KKC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
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 shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | April 22, 2023 | The Annual General Mandate 2023 approved:* Report on activities of the Board of Directors and the Board of Managers
* The Report on Activity Results of the Supervisory Board.
* Audited Financial Statements 2022;
* Settlement of remuneration for the year 2022 and estimate of remuneration for the year 2023 for members of the Board of Directors and the Supervisory Board
* Select an audit company for the Financial Statements 2023
* Profit distribution plan in 2022 and plan for 2023
* Report on the implementation of the approved resolutions at the Annual General Meeting of Shareholders in 2022 and the plan for 2023
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| 2 | 02/2023/NQ-DHDCD | November 30, 2023 | Approved Extraordinary General Mandate 2023:* Dismiss and elect additional members of the Board of Directors
* Dismiss and elect additional members of the Supervisory Board:
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1. The Board of Directors (Annual Report 2023):
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 | Date of dismissal |
| 1 | Mr. Pham Ba Chinh | Chair of the Board of Directors | November 30, 2023 |  |
| 2 | Ms. Pham Thi Minh Yen | Chair of the Board of Directors | September 28, 2021 | November 30, 2023 |
| 3 | Ms. Trinh Thanh Nhan | Member of the Board of Directors | September 28, 2021 |  |
| 4 | Mr. Tran Trung Hieu | Member of the Board of Directors | September 28, 2021 |  |

1. Board Resolutions (Annual Report 2023)

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/2023/KKC/NQ-HDQT | February 08, 2023 | Approve the policy on signing and implementing contracts and transactions between the Company and affiliated persons of the Company |
| 2 | 02/2023/HDQT-NQ | February 15, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023-0322/NQ-HDQT | October 12, 2023 | Approve the receipt of resignations from members of the Board of Directors and members of the Supervisory Board and the plan to organize an extraordinary General Meeting of Shareholders in 2023 |
| 4 | 04/2023-0322/NQ-HDQT | November 30, 2023 | Approve personnel changes (changes in Chief Accountant, General Manager, and election of the Chair of the Board of Directors). |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Ms. Vu Thi Hong Lien | Chief of the Supervisory Board |  | Bachelor of FinanceMajor in Corporate Accounting |
| 2 | Ms. Nguyen Thi Hai Yen | Member of the Supervisory Board | Dismissed on November 30, 2023 | Bachelor of Accounting |
| 3 | Ms. Pham Khanh Chi | Member of the Supervisory Board | Appointed onApril 29, 2022 | Bachelor of Accounting |
| 4 | Mr. Dao Van Tien | Member of the Supervisory Board | Appointed onNovember 30, 2023 | Bachelor of Business Administration |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Ms. Mac Thi Nhung- General Manager | July 23, 1983 | Bachelor of Finance and Accounting | Appointed on November 30, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment/dismissal date |
| Nguyen Thi Hai Yen | December 03, 1988 | Bachelor of Accounting | Appointed on November 30, 2023 |

1. Training on corporate governance: None.
2. List of affiliated persons of the public company (annual report 2023) and transactions between the 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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 the General Meeting of Shareholders No. or Board Resolution/ Decision No. | Content, quantity, total value of transaction | Note |
| 1 | T&D Group Joint Stock Company | Holding Company | 0202049199April 27, 2022Hai Phong Department of Planning and Investment | No. 6P2 Ly Tu Trong, Minh Khai Ward, Hong Bang District, Hai Phong City | 2023 | Board Resolution No. 01/2023/KKC/NQ-HDQT dated February 08, 2023 | * Sell goods and services VND 27,467,760,200
* Collect money from sales of goods and services: VND 19,618,178,074
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| 2 | Gia Minh Investment and Tourism Company Limited | Related organizations of Mr. Tran Trung Hieu  | 0201282072 dated February 21, 2022. Department of Planning and Investment of HP City | No. 01 Lot 3A-New Urban Area Cat Bi Airport Junction, Dong Khe Ward, Ngo Quyen District, Hai Phong | Resolution No. 01/2023/NQ-HDQT, dated February 08, 2023 | * Sell goods and services VND 350,116,945
* Collect money from sales of goods and services: VND 595,612,489
 | Mr. Hieu is the Manager of GIA MINH INVESTMENT AND TOURISM COMPANY LIMITED |
| 3 | Holding Thanh Duc Joint Stock Company | Related organizations of Mr. Tran Trung Hieu | 0201581234 dated September 25, 2021. Department of Planning and Investment of HP City | No. 226 Nguyen Trai, May To Ward, Ngo Quyen District, Hai Phong | Board Resolution No. 01/2023/KKC/NQ-HDQT dated February 08, 2023 | * Sell goods and services VND 11,812,264,320
* Collect money from sales of goods and services: VND 23,066,206,649
 | Mr. Hieu is the Manager of HOLDING THANH DUC JOINT STOCK COMPANY |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. 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 the companies in which 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 Manager (General Manager) and other managers.
3. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
4. Company’s share transaction of PDMR and affiliated persons. None.
5. Other significant issues: None