**TOS: Annual Corporate Governance Report 2023**

On January 29, 2024, Tan Cang Offshore Services Joint Stock Company announced Report No. 02/2024/BC-TOS on corporate governance 2023 as follows:

* Name of company: Tan Cang Offshore Services Joint Stock Company
* Head office address: 722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam
* Tel: 028 7300 6826 Fax: 028 3535 5423
* Email: info@tco.com.vn
* Charter capital: VND 309,998,860,000
* Securities code: TOS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates (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 | May 05, 2023 | Approve the contents under the authority of the General Meeting of Shareholders at the Annual General Meeting of Shareholders:1. Approve the Report of the Board of Directors on activities of the Board of Directors in 2022.
2. Approve the Report of the Executive Board on the production and business activities results in 2022 and the business plan for 2023.
3. Approve the Report of the Supervisory Board on activities of the Supervisory Board in 2022
4. Approve the Financial Statements 2022 audited by A&C Auditing and Consulting Company Limited.
5. Approve the profit distribution and dividend payment plan for 2022, and the profit distribution and dividend payment plan for 2023.
6. Approve the business and investment plan in 2023.
7. Approve the operating budget in 2022 and the operating budget plan for 2023 of the Board of Directors and the Supervisory Board.
8. Approve the selection of an audit company for the Financial Statements 2023.
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1. The Board of Directors (annual report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| 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 | Vo Dac Thieu | Chair of the Board of Directors | April 28, 2022 |  |
| 2 | Nguyen Son | Non-executive member of the Board of Directors | March 20, 2012 (re-elected on April 28, 2022, term of 2022 - 2027) | - |
| 3 | Le Dang Phuc | Member of the Board of Directors | March 20, 2012 (re-elected on April 28, 2022, term of 2022 - 2027) | - |

1. Board Resolutions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT | January 06, 2023 | Report on production and business results of Q4/2022. |
| 2 | 02/2023/NQ-HDQT | January 06, 2023 | Plan to use short-term credit limit at Joint Stock Commercial Bank for Foreign Trade of Vietnam. |
| 3 | 03/2023/NQ-HDQT | March 13, 2023 | Plan on organizing the Annual General Meeting of Shareholders 2023. |
| 4 | 04/2023/NQ-HDQT | March 29, 2023 | Report on operating results for Q1/2023, plan for the first 6 months of 2023 and some other content. |
| 5 | 05/2023/NQ-HDQT | May 04, 2023 | Approved the Company's office building investment policy. |
| 6 | 06/2023/NQ-HDQT | May 04, 2023 | Investing and contributing capital to establish Tan Cang Xuan Cau Joint Stock Company. |
| 7 | 07/2023/NQ-HDQT | June 14, 2023 | Dividend payment 2022 in cash. |
| 8 | 08/2023/NQ-HDQT | June 29, 2023 | Appoint the Deputy General Manager of TCO, reduce YICO charter capital. |
| 9 | 08A/2023/NQ-HDQT | July 28, 2023 | Report on production and business results of Q2/2023. |
| 10 | 09/2023/NQ-HDQT | July 30, 2023 | Plan to use short-term credit limit at Vietnam Joint Stock Commercial Bank for Industry and Trade. |
| 11 | 10/2023/NQ-HDQT | August 25, 2023 | Renew credit limit at Military Commercial Joint Stock Bank - An Phu. |
| 12 | 12/2023/NQ-HDQT | September 05, 2023 | Invest in TC Saturn ship. |
| 13 | 14/2023/NQ-HDQT | September 26, 2023 | Approve regulations on organization and operation of representative offices in Thailand. |
| 14 | 15/2023/NQ-HDQT | October 10, 2023 | Contribute capital to establish Tan Cang Mermaid Subsea Services Company Limited. |
| 15 | 16/2023/NQ-HDQT | November 01, 2023 | Report on production and business results of Q3/2023. |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Pham Duc Duy | Chief | Date of appointment as member of the Supervisory Board: April 28, 2022 | Master of Accounting - Auditing |
| 2 | Pham Huy Vu | Members of the Supervisory Board | Date of appointment as member of the Supervisory Board: April 27, 2018 | Bachelor of Economics |
| 3 | Vu Thi Hai Yen | Members of the Supervisory Board | Date of appointment as member of the Supervisory Board: April 28, 2022 | Master of Finance - Accounting Management |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Le Dang Phuc | January 20, 1976 | Doctor of Economics | Appointment date: April 26, 2017 |
| 2 | Nguyen Quoc Dung | December 11, 1967 | Bachelor of Economics; Bachelor of Laws; Master of Foreign Languages | Appointment date: November 08, 2017  |
| 3 | Pham Thanh Binh | November 23, 1980 | Bachelor of Maritime | Appointment date: March 29, 2018 |
| 4 | Nguyen Phung Hung | September 15, 1975 | Engineer of Ship Navigation | Appointment date: June 29, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
|  | Date of birth | Qualification | Date of appointment/dismissal |
| Vu Quang Tien | October 08, 1987 | Bachelor of Economics | October 28, 2013 |

1. Training on corporate governance
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 individual/institution | 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 Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Saigon Newport One Member Limited Liability Corporation | Major shareholder holding 36% of shares | 0300514849June 30, 2010Ho Chi Minh City Department of Planning and Investment | 722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam | 2023 |  | - Property leasing and service provision,...: VND 99,710,334,770. |  |
| 2 | Tan Cang Offshore Travel And Flight Services Joint Stock Company | Subsidiary | 0313161911March 16, 2015Ho Chi Minh City Department of Planning and Investment | 722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam | 2023 |  | - Property leasing; goods trading; service provision,...: VND 44,871,425,413. |  |
| 3 | Kien Giang Newport Joint Stock Company | Subsidiary | 1702075079January 5, 2017Department of Planning and Investment of Kien Giang Province | 39 Tran Hung Dao, Kien Tan Quarter, Kien Luong Town, Kien Luong District, Kien Giang Province, Vietnam | 2023 |  | - Borrowing:VND 36,494,545,000. |  |
| 4 | Tan Cang Northern Maritime Joint Stock Company | Subsidiary | 0314870146January 30, 2018Ho Chi Minh City Department of Planning and Investment | 722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam | 2023 |  | - Property leasing and service provision,...:VND 14,946,547,250. |  |
| 5 | Tan Cang Dredging And Salvage Joint Stock Company | Subsidiary | 0317167329February 24, 2022Ho Chi Minh City Department of Planning and Investment | 722 Dien Bien Phu, Ward 22, Binh Thanh District, Ho Chi Minh City, Vietnam | 2023 |  | * Property leasing and service provision,...: VND 44,347,995,787;
* Lending: VND 161,200,000,000.
 |  |
| 6 | Tan Cang Xuan Cau Joint Stock Company | Subsidiary | 0202199035May 5, 2023Department of Planning and Investment of Hai Phong City | Saigon Newport Corporation Building, 808 Le Hong Phong, Thanh To Ward, Hai An District, Hai Phong | 2023 |  | - Capital contribution:VND 30,000,000,000. |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company.
2. Transactions between the Company and other entities.
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting).
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive General Manager.
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the 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.