**BSG: Annual Corporate Governance Report 2023**

On January 29, 2024, Saigon Passenger Transport Joint Stock Company announced Report No. 148/BC-XKSG on the corporate governance of 2023 as follows:

* Name of company: Saigon Passenger Transport Joint Stock Company
* Head office address: No. 39 Hai Thuong Lan Ong Street, Ward 10, District 5, Chi Minh City.
* Tel: 02838546110
* Charter capital: VND 600 billion;
* Securities code: BSG
* Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Manager
* Internal audit execution: Not executed.

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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1. | 235/NQ-DHDCD/2023 | April 07, 2023 | Annual General Mandate 2023 |
| 2. | 777/NQ-DHDCD/2023 | September 22, 2023 | Extraordinary General Mandate 2023 |
| 3. | 778/NQ-DHDCD/2023 | September 22, 2023 | General Mandates approved by collecting opinions via a ballot |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1. | Ms. Le Thi My Hanh | Chair | June 29, 2021 |  |
| 2. | Mr. Tran Ngoc Dan | Member | June 29, 2021 |  |
| 3. | Mr. Pham Hoang Hiep | Member | June 29, 2021 |  |
| 4. | Mr. Nguyen Tuan Viet | Member | June 29, 2021 |  |
| 5. | Mr. Nguyen Ho Minh | Member | June 29, 2021 |  |
| 6. | Mr. Tran Lam | Member | June 29, 2021 |  |
| 7. | Mr. Tran Long | Member | June 29, 2021 |  |

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

In 2023, the Board of Directors of the Company has promulgated 08 Resolutions and 04 Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/QD-HDQT/SGB | February 06, 2023 | Decision on the plan on organizing the Annual General Meeting of Shareholders 2023 |
| 2 | 02/NQ -HDQT/SBG | April 14, 2023 | Resolution on agreeing transactions and contracts between the Company and affiliated persons. |
| 3 | 03/QD-HDQT/SGB | April 14, 2023 | Decision on appointing the Person in charge of corporate governance of the Company. |
| 4 | 04/NQ-HDQT/SBG | May 23, 2023 | Resolution on paying the remaining debt of Contract No. 1428/2019/SGB- MITACO-GIADICO signed on December 18, 2019 between Saigon Passenger Transport Joint Stock Company and the joint venture of West Transprovincial Bus And Service Joint Stock Company - Gia Dinh Auto Joint Stock Company |
| 5 | 05/QD-HDQT/SGB | July 03, 2023 | Decision on dismissing the Deputy General Manager of Saigon Passenger Transport Joint Stock Company. |
| 6 | 06/NQ-HDQT/SBG | August 01, 2023 | Resolution on the record date to exercise the rights to collect shareholders' opinion via a ballot: |
| 7 | 07/NQ -HDQT/SBG | August 01, 2023 | Resolution on the record date to exercise the rights to organize the Extraordinary General Meeting of Shareholders 2023 of Saigon Passenger Transport Joint Stock Company |
| 8 | 08/NQ-HDQT/SBG | August 30, 2023 | Resolution on the plan on collecting shareholders' opinion via a ballot and organizing the Extraordinary General Meeting of Shareholders 2023 |
| 9 | 09/NQ-HDQT/SBG | September 07, 2023 | Resolution on approving the contents submitted to the Extraordinary General Meeting of Shareholders and collecting shareholders' opinion via a ballot |
| 10 | 10/QD-HDQT/SGB | September 07, 2023 | Decision on adjusting the securities type |
| 11 | 11/NQ -HDQT/SBG | October 16, 2023 | Resolution on participating in bidding packages of providing public service products by subsidized buses in Ho Chi Minh City and investing in vehicles |
| 12 | 12/NQ-HDQT/SBG | December 14, 2023 | Resolution on participating in bidding packages of providing public service products by subsidized buses in Ho Chi Minh City and investing in vehicles |

1. The Supervisory Board (Annual Report):
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 |
| Date of appointment | Date of dismissal |
| 1  2  3 | Mr. Nguyen Quoc Soan  Ms. Tran Thi Ngoc Dung  Ms. Vu Thi Hong Cam | Chief  Member  Member | June 29, 2021  June 29, 2021  June 29, 2021 |  | Bachelor of Accounting, Bachelor of Law  Bachelor of Accounting and Auditing  Engineer of Urban Transportation Planning and Management |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Pham Hoang Hiep | September 25, 1978 | Master in Business Administration | Re-appointed on June 29, 2021 |
| 2 | Mr. Nguyen Tuan Viet | November 24, 1964 | Master in Business Administration | Re-appointed on October 11, 2021 |
| 3 | Mr. Nguyen Ho Minh | June 04, 1967 | Master in Business Administration | Re-appointed on October 11, 2021 |
| 4 | Mr. Nim Vuon Phu | September 08, 1966 | Bachelor of Economics | Appointed on August 01, 2019 |
| 5 | Mr. Bui Duc Tho | March 04, 1978 | Bachelor of Business Administration | Dismissed on July 03, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Doan Thi Giao Thuyet | January 06, 1989 | Bachelor of Accounting | Appointed on July 01, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) and transactions between the 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, or affiliated persons of PDMR: Details are in the Company's Financial Statements.
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
5. 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) Details are in the Company's Financial Statements.
   2. Transactions between the Company and the companies in which 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: Details are in the Company's Financial Statements.
   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: None
6. Share transactions of PDMR and affiliated persons of PDMR (Annual Report):
7. Transaction of PDMR and affiliated 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 Tuan Viet | Member of the Board of Directors - Deputy General Manager of the Company | 206,900 | 0.345% | 4,000 | 0.0067% | Sell shares |

1. Other significant issues: None