**QNS: Annual Corporate Governance Report 2023**

On January 30, 2024, Quang Ngai Sugar Joint Stock Company announced Report No. 08/BC-HDQT on Corporate Governance in 2023 as follows:

* Name of company: Quang Ngai Sugar Joint Stock Company
* Head Office address: No. 02, Nguyen Chi Thanh Street, Quang Phu District, Quang Ngai City
* Tel: 0255 3726 110 Fax: 0255 3822 843 Email: info@qns.com.vn
* Charter capital: VND 3,569,399,550,000
* Securities code: QNS
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Not executed

1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders 2023 of Quang Ngai Sugar Joint Stock Company held on April 1, 2023 approved the following General Mandates:

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 21/NQ/QNS-DHDCD2023 | April 01, 2023 | * Approve the Report of the Board of Directors. * Approve the Report of the Supervisory Board. * Approve the Audited Financial Statement and the Audited Consolidated Financial Statement 2022. * Approve the profit distribution plan in 2022. * Approve the Employee Stock Ownership Plan based on the production and business results in 2023. * Approve the production and business plan for 2023 * Amend the Internal Regulations on Corporate Governance of Quang Ngai Sugar Joint Stock Company. * Adjust and Supplement the Operational Regulations of the Board of Directors. * Approve the selection of an audit company to review the Semi-Annual Financial Statements and to audit the Financial Statements 2023. |

1. The Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Ngoc Phuong | Chair of the Board of Directors | December 23, 2005 |  |
| 2 | Mr. Vo Thanh Dang | Vice Chair of the Board of Directors | December 23, 2005 |  |
| 3 | Mr. Nguyen Huu Tien | Member of the Board of Directors | April 15, 2011 |  |
| 4 | Mr. Ngo Van Tu | Member of the Board of Directors | April 15, 2011 |  |
| 5 | Mr. Dang Phu Quy | Member of the Board of Directors | December 23, 2005 |  |
| 6 | Mr. Nguyen Van Dong | Independent member of the Board of Directors | April 03, 2021 |  |

1. Board Resolutions/Decisions (Report 2023)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution No. | Date | Contents |
| 1 | 04/NQ/QNS-HDQT | January 27, 2023 | * Approve transactions between the Company and Công ty TNHH Một thành viên Phúc Thịnh (Tentatively translated as “Phuc Thinh One Member Company Limited”) (Tax code: 4300371820) - an enterprise owned by Mr. Tran Tan Huyen, brother-in-law of Mr. Nguyen Thanh Huy (Member of the Supervisory Board). * Approve contracts and transactions between the Company and Công ty TNHH Một thành viên Kinh doanh dịch vụ Hồng Vân (Tentatively translated as “Hong Van Service Business One Member Company Limited”) (Tax Code: 4300777556) - an enterprise owned by Ms. Ta Thi Hong Van, wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). |
| 2 | 11/NQ/QNS-HDQT | February 16, 2023 | Approve transactions between the Company and Phuc Thinh One Member Company Limited (Tentatively translated) (Tax code: 4300371820), which is an enterprise owned by Mr. Tran Tan Huyen - brother-in-law of Mr. Nguyen Thanh Huy (Member of the Supervisory Board). |
| 3 | 15/NQ/QNS-HDQT | March 9, 2023 | * Approved the "Investment in Tetra Alwinsoy grinding system with capacity of 7,000kg/h, 5% protein at Vinasoy Bac Ninh Soya Products Factory” plan. * Approve the contents of amendments, supplements and full text of documents related to the management and operation of the Science and Technology Development Fund. |
| 4 | 16/NQ/QNS-HDQT | March 9, 2023 | * Approve transactions between the Company and Hong Van Service Business One Member Company Limited (Tentatively translated) (Tax code: 4300777556) - an enterprise owned by Ms. Ta Thi Hong Van, wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). * Approve the programs and documents to propose to the Annual General Meeting of Shareholders 2023. |
| 5 | 25/NQ/QNS-HDQT | April 25, 2023 | Approve the "Additional investment in pressing zone equipment at An Khe Sugar Factory plan. |
| 6 | 28/NQ/QNS-HDQT | May 16, 2023 | Select AAC Auditing and Accounting Company Limited (at Hai Chau District, Da Nang City) to review the Semi-Annual Financial Statements and to audit the Financial Statements 2023 (including the Financial Statements of holding company, Financial Statements of Thanh Phat Trading One Member Limited Company and the Consolidated Financial Statements). |
| 7 | 31/NQ/QNS-HDQT | June 19, 2023 | Approve the Investment Project on Technological Innovation and Automation of bottled mineral water production line at Thach Bich Mineral Water Factory. |
| 8 | 32/NQ/QNS-HDQT | June 19, 2023 | * Approve transactions between the Company and Phuc Thinh One Member Company Limited (Tax code: 4300371820), an enterprise owned by Mr. Tran Tan Huyen - brother-in-law of Mr. Nguyen Thanh Huy (Member of the Supervisory Board). * Approve contracts and transactions between the Company and Hong Van Service Business One Member Company Limited (Tax code: 4300777556), an enterprise owned by Ms. Ta Thi Hong Van - wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). |
| 9 | 35/NQ/QNS-HDQT | June 29, 2023 | Approve the Fixed Asset Investment plan to add drying/cooling system to RS line. |
| 10 | 39/NQ/QNS-HDQT | July 21, 2023 | Approve the "Automatic bag sugar packaging machine system (phase 2) at An Khe Sugar Factory - Gia Lai” project. |
| 11 | 40/NQ/QNS-HDQT | July 21, 2023 | * Approve transactions between the Company and Phuc Thinh One Member Company Limited (Tax code: 4300371820), an enterprise owned by Mr. Tran Tan Huyen - brother-in-law of Mr. Nguyen Thanh Huy (Member of the Supervisory Board). * Approve transactions between the Company and Hong Van Service Business One Member Company Limited (Tax code: 4300777556), an enterprise owned by Ms. Ta Thi Hong Van - wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). * Approve contracts and transactions between Quang Ngai Sugar Joint Stock Company and Thanh Phat Trading One Member Company Limited in 2023. |
| 12 | 44/NQ/QNS-HDQT | August 9, 2023 | Decide on the dividend prepayment in cash for the first round of 2023. |
| 13 | 48/NQ/QNS-HDQT | September 4, 2023 | Decide on the adjustment of the Project "Additional investment and upgrading of soy milk production equipment using Wholesome soy technology & TPA filling machine, upgrading the mixing system - CIP station separating mixing line 1 at the Vietnam Soya Products Company”. |
| 14 | 49/NQ/QNS-HDQT | September 4, 2023 | * Decide to establish a business location for Retailing Store of Quang Ngai Sugar Joint Stock Company - No. 2 * Decide to establish a business location for Retailing Store of Quang Ngai Sugar Joint Stock Company - No. 3 |
| 15 | 52/NQ/QNS-HDQT | November 10, 2023 | Approve allowing the General Manager to prepare documents to adjust the Investment Value of the Plan “Investment in additional fixed assets in the RS line drying/cooling system" at An Khe Sugar Factory (The plan approved by the Board of Directors in Resolution No. 35/NQ/QNS-HDQT dated June 29, 2023) and to propose to the Board of Directors for approval before the project settlement. |
| 16 | 55/NQ/QNS-HDQT | November 23, 2023 | * Approve transactions between the Company and Phuc Thinh One Member Company Limited (Tax code: 4300371820), an enterprise owned by Mr. Tran Tan Huyen - brother-in-law of Mr. Nguyen Thanh Huy (Member of the Supervisory Board). * Approve contracts and transactions between the Company and Hong Van Service Business One Member Company Limited (Tax code: 4300777556), an enterprise owned by Ms. Ta Thi Hong Van - wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). |
| 17 | 58/NQ/QNS-HDQT | December 2, 2023 | Approve transactions between the Company and Hong Van Service Business One Member Company Limited (Tax code: 4300777556), an enterprise owned by Ms. Ta Thi Hong Van - wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). |
| 18 | 62/NQ/QNS-HDQT | Deccember 25, 2023 | * Approve the production and business plan in 2024 of the Company. * Prepay dividend in 2023 (2nd round) * Approve the plan to organize the Annual General Meeting of Shareholders 2024. |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Professional Qualification |
| 1 | Mr. Nguyen Dinh Que | Chief of the Supervisory Board | December 23, 2005 | Bachelor of Economics |
| 2 | Mr. Nguyen Thanh Huy | Member of the Supervisory Board | December 23, 2005 | Bachelor of Business Administration |
| 3 | Ms. Huynh Thi Ngoc Diep | Member of the Supervisory Board | March 25, 2017 | Bachelor of Finance and Banking |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Professional Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Vo Thanh Dang | General Manager | December 20, 1954 | Mechanical Engineer | December 24, 2005 |
| 3 | Mr Tran Ngoc Phuong | Deputy General Manager | January 13, 1964 | Bachelor of Economics | June 26, 2010 |
| 4 | Mr. Dang Phu Quy | Deputy General Manager | April 20, 1963 | Bachelor of National Economic Planning | August 12, 2022 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date |
| Nguyen The Binh | December 28, 1973 | Bachelor of Finance - Accounting | December 5, 2017 |

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, or related persons of PDMR:

Appendix 02 attached.

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 (the 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 people 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).

Reported in Appendix 02

* 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 of PDMR and affiliated persons of PDMR (Report of 2023)
2. Transaction of PDMR and affiliated persons related to the Company’s shares:

Attached appendix 04.

1. Other contents.

None

Appendix 02: Section VII.2: Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH Code | Date of issue | Place of issue | Head Office address | Time of transaction with the Company | Board Decision/Resolution No. | Transaction content | Total transaction value (Value added tax excluded): | Note |
| 1 | Thanh Phat Trading One Member Limited Company | Subsidiary | 4300369451 | August 23, 2022 | Department of Planning and Investment of Quang Ngai Province | No. 02, Nguyen Chi Thanh, Quang Ngai City | 2023 | 40/NQ/QNS-HDQT dated July 21, 2023 | Thanh Phat Trading One Member Limited Company sent profit to Quang Ngai Sugar Joint Stock Company | VND 167,122,318,626 |  |
| Quang Ngai Sugar Joint Stock Company paid dividends to Thanh Phat Trading One Member Limited Company | VND 194,371,117,500 |
| Quang Ngai Sugar Joint Stock Company purchased goods and services of Thanh Phat Trading One Member Limited Company | VND 21,268,598,511 |
| Quang Ngai Sugar Joint Stock Company sold goods and services to Thanh Phat Trading One Member Limited Company | VND 2,139,871,126,015 |
| 2 | Phuc Thinh One Member Company Limited (Tentatively translated), | Owned by Mr. Tran Tan Huyen - brother-in-law of Mr. Nguyen Thanh Huy (member of the Board of Directors). | 4300371820 | October 1, 2019 | Department of Planning and Investment of Quang Ninh Province | 78 Le Thanh Ton Quang Ngai City, Quang Ngai Province. | 2023 | 11/NQ/QNS-HDQT dated February 16, 2023, 16/NQ/QNS-HDQT dated March 9, 2023, 32/NQ/QNS-HDQT dated June 19, 2023  40/NQ/QNS-HDQT dated July 21, 2023  55/NQ/QNS- HDQT on November 23, 2023  07/NQ/QNS-HDQT on January 16, 2024 | Provide materials; repair and maintain fire protection systems. | VND 2,255,781,165 |  |
| 3 | Hong Van Service Business One Member Company Limited (Tentatively translated), | An enterprise owned by Ms. Ta Thi Hong Van - wife of Mr. Dang Phu Quy (Member of the Board of Directors, Deputy General Manager of the Company). | 4300777556 | April 8, 2016 | Department of Planning and Investment of Quang Ngai Province | 80 Ba Trieu Le Hong Phong Ward, Quang Ngai City | 2023 | 32/NQ/QNS-HDQT dated June 19, 2023  40/NQ/QNS-HDQT dated July 21,2023  55/NQ/QNS- HDQT dated November 23, 2023 58/NQ/QNS-HDQT dated December 2, 2023  07/NQ/QNS-HDQT dated January 16, 2024 | Provide accommodation services and passenger transportation | VND 30,496,632 |  |

Appendix 04: Section VIII.2: 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 | Vo Thanh Dang | Deputy Chair of the Board of Directors, General Manager | 26,062,548 | 7.30 | 28,300,048 | 7.93 | Buy |
| 2 | Hoang Thi Le Hang | Affiliated person of Mr. Vo Thanh Dang - Sister-in-law | 90,700 | 0.03 | 88,000 | 0.02 | Sell |
| 3 | Nguyen Dinh Que | Chief of the Supervisory Board | 2,400,941 | 0.67 | 2,396,441 | 0.67 | Sell |
| 4 | Huynh Thi Ngoc Diep | Members of the Supervisory Board | 267,183 | 0.07 | 270,683 | 0.08 | Buy |
| 5 | Nguyen The Binh | Chief Accountant | 2,204,163 | 0.62 | 2,207,163 | 0.62 | Buy |
| 6 | Dang Thi Loan | Affiliated person of Mr. Nguyen Huu Tien - Sister-in-law | 30,415 | 0.01 | 0 | - | Sell |
| 7 | Ngo Vo Triet | Mr. Ngo Van Tu’s child - Member of the Board of Directors, the Manager of Vietnam Vietnam Soya Products Company | 70,000 | 0.02 | 0 | - | Buy, sell |
| 8 | Nguyen Thi Hong Nho | Biological sister of Mr. Nguyen Thanh Huy - Member of The Supervisory Board | 181,292 | 0.05 | 166,792 | 0.05 | Buy, sell |
| 9 | Nguyen Thi Kim Nguyen | Biological sister of Mr. Nguyen Thanh Huy - Member of The Supervisory Board | 56,496 | 0.02 | 61,496 | 0.02 | Buy |