**A32: Annual Corporate Governance Report 2023**

On January 10, 2024, 32 Joint Stock Company announced Report No. 19/BC-CTCP on the corporate governance of the Company in 2023 as follows:

* Company name: 32 Joint Stock Company
* Head office address: 170 Quang Trung Street, Ward 10, Go Vap District, Ho Chi Minh City, Vietnam.
* Phone number: (84-28) 38940416
* Fax: (84-28) 38940279
* Email: congtycp32@32jsc.com
* Charter capital: VND 68,000,000,000
* Securities code: A32
* Corporate governance model:
* The General Meeting;
* The Board of Directors;
* The Supervisory Board;
* The Executive Board;
1. Activities of the General Meeting:

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

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| --- | --- | --- | --- |
| No. | General Mandate | Promulgation date | Contents of the General Mandate |
| 1 | 410/NQ-DHDCD | June 30, 2023 | * Approve the Report on the results of implementing the tasks in 2022 and the orientation, objectives, and solutions for implementing the plan in 2023
* Approve the Report on evaluating the activities of the Board of Directors in the term 2018 - 2023, and operating orientations for the term 2023 - 2028
* Approve the Financial Statements 2022 and the Report on the audit result in 2022
* Approve the plan on profit distribution and dividend payment rate in 2022
* Approve the Report on the realized salary fund in 2022 and determine the planned salary fund for 2023
* Approve the remuneration for the Board of Directors and the Supervisory Board in 2023
* Approve the Report of the Supervisory Board in 2022
* Approve the Proposal on selecting an audit company for 2023
* Approve the Proposal on supplementing business line codes of the Company
* Approve the implementation of Decision No. 360/QD-TTG dated March 17, 2022 by the Prime Minister on approving the "Project on restructuring state-owned enterprises, with a focus on state-owned corporations and groups in the period 2021-2025"
* Approve the election of members of the Board of Directors and the Supervisory Board for the term of 2023-2028
* Approve the Minutes and Annual General Mandate 2023
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1. Board of Directors.
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 of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen The Anh | Chair | Appointed on April 20, 2016 (Reappointed on June 30, 2023) |  |
| 2 | Mr. Ngo Thanh Thang | Vice Chair | Appointed on May 02, 2018 (Reappointed on June 30, 2023) |  |
| 3 | Ms. Tran Thi Binh | Member | Appointed on April 20, 2016 (Reappointed on June 30, 2023) |  |
| 4 | Mr. Vu Xuan Tao | Member | Appointed on January 08, 2008 (Reappointed on June 30, 2023) |  |
| 5 | Mr. Tran Ba Thuong | Member | Appointed on April 20, 2016 (Reappointed on June 30, 2023) |  |

1. Board Resolutions/Decisions

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision  | Date | Contents |
| 1 | 01/NQ-HDQT | February 10, 2023 | Open VND and USD accounts at Tien Phong Commercial Joint Stock Bank ( TPBank) - Go Vap Branch |
| 2 | 02/NQ-HDQT | March 13, 2023 | Approve the time, venue, content and record date of the list of shareholders attending the Annual Meeting of Shareholders 2023 |
| 3 | 03/NQ-HDQT | April 12, 2023 | Approve the report on the results of implementing tasks in 2022 and the orientation, objectives, and solutions for implementing the plan in 2022. Approve the contents of the Meeting. Approve the expected list to elect members of the Board of Directors and the Supervisory Board for the term 2023-2028. Notice of new regulations regarding the preparation of construction investment projects and the procedures for approval, inspection, and acceptance of fire protection and firefighting systems  |
| 4 | 04/QN-HDQT | April 24, 2023 | Approve the extension of the convening date of the Annual General Meeting 2023 |
| 5 | 05/NQ-HDQT | June 03, 2023 | Approve to borrow capital at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Tan Son Nhat Branch |
| 6 | 06/NQ-HDQT | June 30, 2023 | Elect the Chair and the Vice Chair of the Board of Directors for the term 2023- 2028 |
| 7 | 07/NQ-HDQT | July 28, 2023 | Dividend payment in 2022 as per the Annual General Mandate 2023 |
| 8 | 08/QN/HDQT | August 11, 2023 | Approve the Report on task implementation in the first 6 months and the business and production plan for the last 6 months of 2023 |
| 9 | 09/NQ-HDQT | October 21, 2023 | * Approve the report on the results of implementing tasks in the first 9 months of 2023 and the focal tasks direction for the Q4/2023
* Approve the draft contract for providing services for the Financial Statements 2023
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| 10 | 10/BBH-HDQT | October 25, 2023 | Approve the capital borrowing from the Military Commercial Joint Stock Bank - North Sai Gon Branch |
| 11 | 11/NQ-HDQT | December 7, 2023 | First round of dividend prepayment in cash in 2023 |
| 12 | 12/NQ-HDQT | December 28, 2023 | * Approve the temporary appropriation for the bonus and welfare fund from undistributed profits
* Approve the appropriation for the bonus and welfare fund and the internal payables fund to pay additional salaries to employees
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1. Supervisory Board
2. Information about the 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 | Qualification |
| 1 | Mr. Ha Ngoc Oanh | Chief of the Supervisory Board | Appointed on May 2, 2018 (Reappointed on June 30, 2023) | Bachelor in Economics |
| 2 | Ms. Dang Thi Thuy Ha | Member | Appointed on April 20, 2013 (Reappointed on June 30, 2023)  | Bachelor in Economics |
| 3 | Mr. Duong Hoai Nam | Member | Appointed on May 2, 2018 (Reappointed on June 30, 2023) | College of Economics |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Dateof birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Nguyen The Anh | June 10, 1970 | Bachelor in Economics | Appointed as the Chair of the Board of Directors on March 1, 2020. (Reappointed on June 30, 2023) |
| 2 | Mr. Ngo Thanh Thang | March 10, 1977 | * Bachelor in Human Resource Management
* Bachelor in Shoe Design and Manufacturing
 | Appointed as the Managing Director on March 02, 2020 |
| 3 | Mr. Pham Van Ha | September 01, 1968 | * Bachelor in Business Administration, Ho Chi Minh City Open University
 | Appointed as the Deputy Managing Director on April 03, 2020 |
| 4 | Ms. Tran Thi Binh | May 10, 1975 | * Bachelor in Economics - University of Economics Ho Chi Minh City.
* Bachelor in Foreign Languages - Hanoi University
* Certificate of Chief Accountant
 | Appointed as the Chief Accountant on March 27, 2010 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Tran Thi Binh | May 10, 1975 | * Bachelor in Economics - University of Economics Ho Chi Minh City.
* Bachelor in Foreign Languages - Hanoi University
* Certificate of Chief Accountant
 | March 27, 2010 |

1. Training on corporate governance:
2. List of related persons of the public company 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 major shareholders, PDMR and related persons of PDMR: None.
4. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries and companies under the authority of the Company: None
5. Transactions between the Company and other subjects
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Managing Director and other managers who have been members of the Board of Directors or the Executive Managing Director for the past three (03) years (as at the date of reporting): None
	2. Transactions between the Company and the companies where the related persons of members of the Board of Directors, Supervisory Board, Managing Director and other managers who are members of the Board of Directors or Executive Manager: None
	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, Managing Director and other managers: None
6. Share transactions of PMDR and related persons of PMDR.
7. Company’s share transactions of PDMR and related persons: Appendix 3

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| --- | --- | --- | --- | --- | --- |
| 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 | Reason for increase, decrease |
| Number of shares | Rate  | Number of shares | Percentage |
| 1 | Nguyen The Anh |  | 167,800 | 2.47% | 173,300 | 2.55% | Buy |

1. Other significant issues: None.