**CET: Annual Corporate Governance Report 2023**

On January 30, 2024, HTC Holding Joint Stock Company issued Report No. 01/BC-THQT-2023 on the corporate governance of 2023 as follows:

* Name of listed company: HTC Holding Joint Stock Company
* Head office address: No. 4, 4th Floor, Daeha Building, 360 Kim Ma, Ba Dinh, Hanoi
* Charter capital: VND 60,500,000,000
* Securities code: CET
* Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Supervisory Board and 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 opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 04/2023/NQ-DHDCD-CET | July 07, 2023 | The Annual General Meeting of Shareholders 2023 |

1. The Board of Directors (annual report 2023)
2. Information on members of the Board of Directors

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| --- | --- | --- | --- | --- |
| No. | Member | Position/Date of appointment/dismissal as member of the Board of Directors |  | |
| Appointment date | Dismissal date |
| 1 | Do Van Dat | Chair of the Board of Directors | July 07, 2023 |  |
| 2 | Tran Hoang Anh Tuan | Vice Chair of the Board of Directors | July 07, 2023 |  |
| 3 | Nguyen Quoc Phuong | Member of the Board of Directors | July 07, 2023 |  |
| 4 | Ha Le Thuy Vy | Member of the Board of Directors | July 07, 2023 |  |
| 5 | Le Hoang Dai Trang | Member of the Board of Directors | Appointed Ms. Le Hoang Dai Trang as Chair of the Board of Directors on June 23, 2022 Appointed Ms. Le Hoang Dai Trang as Member of the Board of Directors on July 7, 2023 | Resignation of Ms. Le Hoang Dai Trang as Chair of the Board of Directors effective from July 7, 2023 |
| 6 | Nguyen Thanh Trung | Member of the Board of Directors | June 23, 2022 | July 07, 2023 |
| 7 | Ta Tien Dung | Member of the Board of Directors | December 28, 2021 | July 07, 2023 |

1. Board Resolutions/Board Decisions in 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Official Dispatch’s name | Date | Obligation to disclose information |
| 1 | 01/2023/CET/NQ-HDQT | Approve the renewal of organizing the Annual General Meeting of Shareholders 2023  Record date for the list of shareholders: | May 17, 2023 | Announced date  May 17, 2023 |
| 2 | 02/2023/CET/NQ-HDQT | Approve contents of documents submitted to the 2023 Annual General Meeting of Shareholders | June 16, 2023 | Announced date  June 16, 2023 |
| 3 | 03/2023/CET/NQ-HDQT | Approve the contents to submit at the Annual General Meeting of Shareholders 2023 | June 23, 2023 | Announced date  June 23, 2023 |
| 4 | 04/2023/CET/NQ-HDQT | Approve the list of elected members of the Board of Directors and the Supervisory Board for the term 2023-2028. | June 27, 2023 | Announced date  June 27, 2023 |
| 5 | 06/2023/NQ-HDQT-CET | Board Resolution on Appointing management personnel and changing the Legal Representative of HTC Holding Joint Stock Company | July 07, 2023 | Announced date  July 07, 2023 |
| 6 | 07/2023/QD-HDQT-CET | Resignation of Manager and Legal Representative of HTC Holding Joint Stock Company (Mr. Ta Tien Dung) | July 07, 2023 | Announced date  July 07, 2023 |
| 7 | 08/2023/QD-HDQT-CET | Resignation of Chief Accountant of HTC Holding Joint Stock Company (Mr. Le Van Thang) | July 07, 2023 | Announced date  July 07, 2023 |
| 8 | 09/2023/QD-HDQT-CET | Appointment of General Director of HTC Holding Joint Stock Company (Mr. Nguyen Quoc Phuong) | July 07, 2023 | Announced date  July 07, 2023 |
| 9 | 10/2023/QD-HDQT-CET | Appointment of Southern Deputy General Manager of HTC Holding Joint Stock Company (Ms. Tran Thi Thao Trang) | July 07, 2023 | Announced date  July 07, 2023 |
| 10 | 11/2023/QD-HDQT-CET | Appointment of Financial Manager of HTC Holding Joint Stock Company (Ms. Tran Thi Thanh Nhan) | July 07, 2023 | Announced date  July 07, 2023 |
| 11 | 12/2023/QD-HDQT-CET | Appointment of Chief Accountant of HTC Holding Joint Stock Company (Ms. Pham Le Hai Chau) | July 07, 2023 | Announced date  July 07, 2023 |
| 12 | 13/2023/QD-HDQT-CET | Change of Legal Representative of HTC Holding Joint Stock Company | July 07, 2023 | Announced date  July 07, 2023 |
| 13 | 14/2023/QD-HDQT-CET | Appointment of Deputy General Manager in charge of Company Development Strategy (Ms. Le Hoang Dai Trang) | July 07, 2023 | Died on July 7, 2023 |
| 14 | 15/2023/NQ-HDQT-CET | Selection of the audit company for the Financial Statement 2023 | July 18, 2023 | Announced date  July 18, 2023 |
| 15 | 16/2023/NQ-HDQT-CET | Approve Account Holders at Banks and Credit Institutions related to HTC Holding Joint Stock Company | August 23, 2023 | Not included in the content of information disclosure according to Circular 96/2020/TT-BTC |
| 16 | 17/2023/NQ-HDQT-CET | Approve loan transactions and related transactions | August 28, 2023 | Announced date  August 29, 2023 |
| 17 | 18/2023/NQ-HDQT-CET | On the appointment of the Chief Accountant | September 14, 2023 | Announced date  September 14, 2023 |
| 18 | 19/2023/QD-HDQT-CET | Dismissal of Chief Accountant of HTC Holding Joint Stock Company (Ms. Pham Le Hai Chau) | September 14, 2023 | Announced date  September 14, 2023 |
| 19 | 20/2023/QD-HDQT-CET | Appointment of Chief Accountant of HTC Holding Joint Stock Company (Ms. Trinh Phuong Anh) | September 14, 2023 | Announced date  September 14, 2023 |
| 20 | 25/2023/NQ-HDQT-CET | Approve of collateral for HTC Holding Joint Stock Company's obligations at Vietnam Joint Stock Commercial Bank for Industry and Trade - Dong Hanoi Branch and related transactions | October 25, 2023 | Announced date  October 25, 2023 |
| 21 | 26/2023/NQ-HDQT-CET | Approve loans, guarantees, opening letters of credit, discounts... and credit guarantees of HTC Holding Joint Stock Company at Vietnam Joint Stock Commercial Bank for Industry and Trade - CN | October 31, 2023 | Announced on November 1, 2023 |

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

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Number of attended Meetings  The supervisory board attends | Attendance rate |
| 1 | Nguyen Thi Mai | Chief | July 07, 2023 |  | 03 | 100% |
| 2 | Nguyen Thu Ha | Member | July 07, 2023 |  | 03 | 100% |
| 3 | Trinh Quyet Tien | Member | July 07, 2023 |  | 03 | 100% |
| 4 | Chu Luong Huan | Member | December 28, 2021 | July 07, 2023 | 01 | 100% |
| 5 | Vi Thuy Trang | Chief | December 28, 2021 | July 07, 2023 | 01 | 100% |
| 6 | Phan Thi Nhung | Member | December 28, 2021 | July 07, 2023 | 01 | 100% |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Qualification | Date of appointment as member of the Executive Board | Date of dismissal as a member of the Executive Board |
| 1 | Nguyen Quoc Phuong | General Manager | Bachelor of External Economics | July 07, 2023 |  |
| 2 | Tran Thi Thao Trang | Deputy General Manager | Food Chemical Engineer | July 07, 2023 |  |
| 3 | Tran Thi Thanh Nhan | Finance Manager | Bachelor of Accounting | July 07, 2023 |  |
| 4 | Le Hoang Dai Trang | Deputy General Manager | Bachelor of Business Administration. | July 07, 2023 |  |
| 5 | Ta Tien Dung | Company’s Manager | Bachelor of Accounting | January 17, 2022 | July 07, 2023 |

1. Chief Accountant:

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| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Professional Qualification | Date of appointment | Dismissal date |
| 1 | Phan Le Hai Chau | December 10, 2000 | Bachelor of Accounting | July 07, 2023 | September 14, 2023 |
| 2 | Trinh Phuong Anh | April 22, 1998 | Bachelor of Finance and Banking | September 14, 2023 |  |
| 3 | Le Van Thang | August 05, 1980 | Bachelor of Accounting | April 01, 2021 | July 07, 2023 |

1. Training on corporate governance: Unimplemented
2. List of affiliated persons of the listed company as prescribed in Clause 34, Article 6 of the Securities Law (Semi-annual/annual Report) and transactions between 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 affiliated persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of the individual conducting the transaction | Relations with the Company | DKKD No.\*, date of issue, place of issue | Head office/Contact address | Time of transaction with the Company | Board Resolutions/ General Mandate No.  Decision passed by the General Meeting of Shareholders/Board of Directors and date of issuance | Transaction content | Note |
| 1 | Tran Hoang Anh Tuan | PDMR |  |  |  | Contents approved at the Board Resolution No. 17/2023/NQ-DHDCD dated August 28, 2023 | Lend assets | 696,000 shares issued by HTC Holding Joint Stock Company |
| 2 | Ha Noi Vian Investment Joint Stock Company | Major shareholder and affiliated persons of Mr. Nguyen Quoc Phuong | ID Card No:  0109734778, issued by the Hanoi Authority for Planning and Investment for the 1st time on August 18, 2021. | No. 33, Alley 195, Vu Xuan Thieu Street, Group 13, Phuc Loi Ward, Long Bien District, Hanoi City |  | Contents approved at the Board Resolution No. 17/2023/NQ-HDQT-CET dated August 28, 2023 | Lend assets | 1,000,000 shares issued by HTC Holding Joint Stock Company |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries or companies controlled by the listed company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and companies that members of the Board of Directors, the Supervisory Board, the Executive Manager (General Manager) are founding members or members of the Board of Directors or the Executive Manager (the General Manager) for the past three years (at the time of making the Report): Mentioned in Section VII.2.
   2. Transactions between the Company and companies in which affiliated persons of the members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
   3. Other transactions of the Company (if any) can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None
3. Share transactions of PDMR and affiliated persons of PDMR (Annual report)
4. Transactions between PDMR and persons related to the shares of the Company

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the end of the period (January 1, 2023) | | | Number of shares owned at the end of the period (December 31, 2023) | | Reason for increase/decrease |
| Number of shares | Rate | | Number of shares | Rate |  |
| 1 | Tran Hoang Anh Tuan | PDMR | 0 | 0 | 696,000 | | 11.50% | Buy |
| 2 | Ha Noi Vian Investment Joint Stock Company | Affiliated persons of PDMR | 0 | 0 | 1,000,000 | | 16.53% | Buy |
| 3 | Tran Hoang  Cuong | Affiliated persons of PDMR | 1,450,000 | 23.97% | 907,865 | | 15.01% | Sell |