**HMH: Annual Corporate Governance Report 2023**

On January 30, 2024, Hai Minh Corporation announced Report No. 01/2024/HM-BC-THQT on the annual corporate governance in 2023 as follows:

* Name of Company: Hai Minh Corporation
* Head office address: 17th floor, Pearl Plaza Building, No. 561A Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City
* Tel: 35128668 Fax: 35128688
* Charter capital: VND 131,998,470,000
* Securities code: HMH
* 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 Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 01-2023/NQ-DHDCD | April 20, 2023 | Approve issues of the Annual General Meeting of Shareholders 2023 including:   * Approve the Activity Report in 2022 and mission and direction in 2023 of the Board of Directors * Approve the Report on the implementation of financial targets in 2022 and the financial plan for 2023 of the Board of Management. * Approve the Operational Report in 2022 of the Company's Supervisory Board. * Approve the Audited Consolidated Financial Statements 2022 Approve the profit distribution plan in 2022. * Approve the production and business plan in 2023. * Approve remuneration payments to the Board of Directors and the Supervisory Board. * Approve the Authorization to select the audit company for the Company's Financial Statements 2023. * Approve the Company's internal regulations. * Approve the Proposal on the dismissal of members of the Supervisory Board. * Approve the Plan to change the Company's head office |

1. Activities of the Board of Directors
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (Independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Quang Tien | Chair of the Board of Directors | April 25, 2022 |  |
| 2 | Mr. Vu Duc Tuan | Member of the Board of Directors | April 25, 2022 |  |
| 3 | Mr. Tran Duc Trung | Member of the Board of Directors | April 25, 2022 |  |
| 4 | Mr. Tran Doan Vien | Member of the Board of Directors | April 25, 2022 |  |
| 5 | Mr. Phung Tuan Anh | Member of the Board of Directors | April 25, 2022 |  |

1. Board Resolutions/Board Decisions in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 15, 2023 | * Approve the plan to organize the Annual General Meeting of Shareholders 2022 * Approve contracts and transactions with affiliated parties. |
| 2 | 01/2023/QD-HDQT | March 21, 2023 | Buy shares to increase capital of HMPS |
| 3 | 02/2023/NQ-HDQT | April 7, 2023 | Approve the documents of the Annual General Meeting of Shareholders 2023 |
| 4 | 02/2023/QD-HDQT | April 19, 2023 | Establish the Shareholders’ Eligibility Verification Committee at the Annual General Meeting of Shareholders 2023 |
| 5 | 03/2023/NQ-HDQT | May 22, 2023 | Select an audit company for the Financial Statements 2023 |
| 6 | 03/2023/QD-HDQT | July 25, 2023 | Approve credit limit transactions at Techcombank |
| 7 | 04/202/NQ-HDQT | August 30, 2023 | Approve liquidation of 03 barges |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thanh Thuy | Chief | Dismissed on April 20, 2023 | Bachelor of Finance and Accounting |
| 2 | Ms. Pham Thi Thanh Huong | Chief | Appointed as the member of the Supervisory Board on April 25, 2022  Appointed as the Chief of the Supervisory Board on April 24, 2023 | Bachelor of Accounting |
| 3 | Mr. Khuu Hoang Nam | Member | Appointed as the member of the Supervisory Board on April 25, 2022 | Bachelor of Accounting and Financial Management |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Mr. Dang Ngoc Hung | January 17, 1961 | Bachelor of Economics and Science | May 1, 2022 |
| 2 | Mr. Tran Doan Vien | August 28, 1970 | Engineer of Economics of sea transport | May 1, 2022 |
| 3 | Mr. Tran Duc Trung | February 20, 1980 | Engineer of Economics of sea transport | May 1, 2022 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Dao The Hung | Janury 12, 1969 | Bachelor of Accounting | May 1, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the company and transactions between the affiliated person of the Company with the Company itself:
3. List of affiliated persons of the Company
4. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None.
5. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None.
6. Transactions between the Company and other entities: None.
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) 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.
   2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board and 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.
7. Transactions of internal shareholders/major shareholders and their affiliated persons:
8. List of PDMR and affiliated person of PDMR:
9. Listed company’s share transactions of PDMR and affiliated persons of PDMR.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Phan Trong Long | In charge of governance / authorized to disclose information | 36,700 | 0.28% | 536,700 | 4.07% | Buy |
| 2 | Vu Kim Nga | Mother of Mr. Phan Trong Long | 298,900 | 2.26% | 498,900 | 3.78% | Buy |
| 3 | Tran Duc Trung | Member of the Board of Directors / Deputy General Manager | 0 | 0% | 150,000 | 1.14% | Buy |
| 4 | Tran Doan Vien | Member of the Board of Directors / Deputy General Manager | 71,808 | 0.54% | 125,995 | 0.95% | Buy |
| 5 | Vu Thi Ngoc Anh | Wife of Mr. Tran Quang Tien | 10,000 | 0.08% | 610,000 | 4.62% | Buy |
| 6 | Green Field Agency Joint Stock Company | Mr. Phan Trong Long is the Manager of the Company | 500,809 | 3.80% | 1,084,200 | 8.21% | Buy |
| 7 | Phung Thi Thu Huyen | Sibling of Mr. Phung Tuan Anh | 30,125 | 0.23 | 18,125 | 0.14% | Sell |
| 8 | Dang Ngoc Hung | General Manager | 30,380 | 0.23% | 21,480 | 0.16% | Sell |

1. Other transactions:

* Transaction of major shareholders: None.

1. Other significant issues:

None