**MQN: Annual Corporate Governance Report 2023**

On January 29, 2024, Quang Ngai Urban Environment Joint Stock Company announced Report No. 01/BC-HDQT on the corporate governance in 2023 as follows:

* Name of company: Quang Ngai Urban Environment Joint Stock Company
* Headquarters address: To Hien Thanh Road, Tran Phu Ward, Quang Ngai City, Quang Ngai Province.
* Tel: 0255. 818 2554 3816 930                Fax: 0255. 818 2550 3816. 930.
* Email: [info@mqn.vn](mailto:info@mqn.vn)
* Charter capital: VND 58,008,820,000.
* Securities code: MQN.
* Corporate Governance Model: General Meeting, Board of Directors, Supervisory Board, and Executive Board
* On Internal audit execution: Unimplemented.

1. Activities of the General Meeting in 2023

Information about meetings and General Mandates/Decisions (including General Mandates approved by collecting ballots)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate | Date | Contents |
| 1 | 01/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023. |
| 2 | No. 02/NQ-DHDCD | May 07, 2023 | The General Mandate of the Company through collecting ballots on amending and supplementing the Business Lines of the Company: |

1. Board of Directors in 2023
2. Information on members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position  (independent member, non-executive member) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
|
| Appointment date | Date of dismissal |
| 1 | Le Dang Trieu | The Chair of the Board of Directors | January 01, 2021 | Incumbent |
| 2 | Nguyen Thi Thu Dung | Member of the Board of Directors  Deputy Chair of the Board of Directors | June 24, 2020.  January 01, 2021 | Incumbent |
| 3 | Tran Thanh Minh | Member of the Board of Directors | May 2019 | Incumbent |
| 4 | Doan Nhat Linh | Member of the Board of Directors | June 24, 2020 | Incumbent |
| 5 | Bui Van Quang | Member of the Board of Directors | March 26, 2022 | Incumbent |

1. Board Resolutions/Decisions in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution | Date | Contents |
| 1 | No. 01/NQ-HDQT | February 09, 2023 | * Approve the contracts between the Company and the Unified Development Investment Corporation (Tax code 4300819213). * Approve the contracts between the Company and Petro Dung Quat Trading Investment Joint Stock Company (Tax code 4300810806). |
| 2 | No. 02/NQ-HDQT | February 23, 2023 | On convening for the Extraordinary General Meeting 2023 |
| 3 | No. 03/NQ-HDQT | March 13, 2023 | On the dissolution of the Urban Environment Construction Enterprise - Quang Ngai Urban Environment Joint Stock Company Branch. |
| 4 | No. 03A/NQ-HDQT | March 18, 2023 | Approve the investment in the purchase of bulldozers to serve production and business activities. |
| 5 | No. 04/NQ-HDQT | March 20, 2023 | Approve the contracts between the Company and the Unified Development Investment Corporation (Tax code 4300819213). |
| 6 | No. 05/NQ-HDQT | May 03, 2023 | On the extension of loans for Viettri Environment and Service Joint Stock Company. |
| 7 | No. 06/NQ-HĐQT | May 13, 2023 | Implementation of the General Mandate 2023. |
| 8 | No. 07/NQ-HDQT | May 17, 2023 | Approve the content of Proposal No. 15 and Proposal No. 16 dated May 15, 2023 by the Managing Director of Quang Ngai Urban Environment Joint Stock Company. |
| 9 | No. 08/NQ-HDQT | May 26, 2023 | Establishment of a Motorcycle Repair Workshop under Quang Ngai Urban Environment Joint Stock Company. |
| 10 | No. 09/NQ-HDQT | May 29, 2023 | On collecting shareholders' opinions to approve issues under the authority of the General Meeting. |
| 11 | No. 10/NQ-HDQT | June 22, 2023 | On the extension of loans for Viettri Environment and Service Joint Stock Company. |
| 12 | No. 11/NQ-HDQT | June 30, 2023 | Approval of contracts between the Company and Quang Ngai Urban Environment Joint Stock Company (Tax code 4300808596). |
| 13 | No. 12/NQ-HDQT | July 07, 2023 | On the dissolution of the motorcycle and equipment repair workshop and establishment of a Branch of the motorcycle and equipment repair enterprise - Quang Ngai Urban Environment Joint Stock Company. |
| 14 | No. 13/NQ-HDQT | July 10, 2023 | On the implementation plan on share issuance to pay dividends for the year 2022. |
| 15 | No. 14/NQ-HDQT | July 19, 2023 | Approve the contracts between the Company and the Unified Development Investment Corporation (Tax code 4300819213). |
| 16 | No. 15/NQ-HDQT | July 27, 2023 | On the ex-rights date for issuing shares to pay dividends for the year 2022. |
| 17 | No. 16/NQ-HDQT | July 28, 2023 | On the dismissal of the Deputy Managing Director position. |
| 18 | No. 17/NQ-HDQT | August 03, 2023 | On the ex-rights date for share issuance to pay dividends for the year 2022. |
| 19 | No. 18/NQ-HDQT | August 31, 2023 | Approve investment in the project "Investment in specialized vehicles for environmental work in Quang Ngai province". |
| 20 | No. 19/NQ-HDQT | September 18, 2023 | On the unified borrowing from the Quang Ngai Provincial Environmental Protection Fund to implement the project "Investment in specialized vehicles for environmental work in Quang Ngai province". |
| 21 | No. 20/NQ-HDQT | September 27, 2023 | On the extension of loans for the Viettri Environment and Service joint stock company. |
| 22 | No. 21/NQ-HDQT | September 29, 2023 | The change of the business registration’s content |
| 23 | No. 21A/NQ-HDQT | October 26, 2023 | Approve the Proposal for Viettri Environment and Service Joint Stock Company to reduce its charter capital and change members of the Supervisory Board. |
| 24 | No. 22/NQ-HDQT | November 20, 2023 | On the temporary allocation of the Reward and Welfare Fund 2023. |
| 25 | No. 23/NQ-HDQT | December 21, 2023 | On the purchase of garbage compactors. |
| 26 | No. 24/NQ-HDQT | December 30, 2023 | On the establishment of a Motorcycle and Equipment Department. |
| 27 | No. 25/NQ-HDQT | December 30, 2023 | Appoint the Deputy Managing Director |
| 28 | No. 26/NQ-HDQT | December 30, 2023 | Appoint the Deputy Managing Director |
| 29 | No. 27/NQ-HDQT | December 30, 2023 | On the appointment of the Head of the Motorcycle and Equipment Department. |

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| --- | --- | --- | --- |
| 18 | No. 17/NQ-HDQT | August 03, 2023 | On the ex-rights date for share issuance to pay dividends for the year 2022. |
| 19 | No. 18/NQ-HDQT | 3178/2023 | Approve investment in the project "Investment in specialized vehicles for environmental work in Quang Ngai province". |
| 20 | No. 19/NQ-HDQT | September 18, 2023 | On the unified borrowing from the Quang Ngai Provincial Environmental Protection Fund to implement the project "Investment in specialized vehicles for environmental work in Quang Ngai province". |
| 21 | No. 20/NQ-HDQT | September 27, 2023 | On the extension of loans for the Viettri Environment and Service joint stock company. |
| 22 | SỐ.21/NQ-HDQT | September 29, 2023 | The change of the business registration’s content |
| 23 | No. 21A/NQ-HDQT | October 26, 2023 | Approve the Proposal for Viettri Environment and Service Joint Stock Company to reduce its charter capital and change members of the Supervisory Board. |
| 24 | No. 22/NQ-HDQT | November 20, 2023 | On the temporary allocation of the Reward and Welfare Fund 2023. |
| 25 | No. 23/NQ-HDQT | December 21, 2023 | On the purchase of garbage compactors. |
| 26 | No. 24/NQ-HDQT | December 30, 2023 | On the establishment of a Motorcycle and Equipment Department. |
| 27 | No. 25/NQ-HDQT | December 30, 2023 | Appoint the Deputy Managing Director |
| 28 | No. 26/NQ-HDQT | December 30, 2023 | Appoint the Deputy Managing Director |
| 29 | No. 27/NQ-HDQT | December 30, 2023 | On the appointment of the Head of the Motorcycle and Equipment Department. |
| No. | Board Decision | Date | Contents |
| 1 | 01/QD-HDQT | April 04, 2023 | Decision on approving the adjustment of investment policy for the project: Headquarters at Quang Ngai Urban Environment Joint Stock Company. |
| 2 | 02/QD/HDQT | June 12, 2023 | Approve the investment adjustment for the project: Headquarters at Quang Ngai Urban Environment Joint Stock Company. |

1. Supervisory Board of 2023

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 | Pham Thi Bich Lai | Chief | June 24, 2020 | Bachelor in Economics |
| 2 | Nguyen Thi Anh Tuyen | Member of the Board of Directors | June 24, 2020 | Bachelor in Economics |
| 3 | Pham Duc Cuong | Member of the Board of Directors | December 15, 2020 | Construction Engineer |

1. Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Board of Management | |
| Date of appointment | Date of dismissal |
| 1 | Bui Van Quang | September 20, 1979 | Road and bridge engineer  Bachelor in Business Administration. | July 07, 2021 | Incumbent |
| 2 | Doan Nhat Linh | February 07, 1984 | Master of Economics | March 30, 2020 | Incumbent |
| 3 | Nguyen Thi Thu Dung | July 05, 1989 | Master of Laws | August 17, 2020 | August 01, 2023 |
| 4 | Tran Thi Thanh  Date | June 10, 1988 | Bachelor in Economics | December 30, 2020 | Incumbent |
| 5 | Pham Tan Vu | March 20, 1981 | Silviculture Engineer | February 07, 2021 | Incumbent |
| 6 | Vuong Hung  Van | August 12, 1980 | Construction Engineer | December 07, 2022 | Incumbent |
| 7 | Cao Van Ca | June 04, 1983 | Construction Engineer | December 07, 2022 | Incumbent |
| 8 | Tran Thanh Binh | March 01, 1973 | Bachelor in Economics | December 31, 2023 | Incumbent |
| 9 | Le Van Vuong | September 10, 1985 | Road and bridge engineer | December 31, 2023 | Incumbent |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Vo Van Hung | October 12, 1987 | Bachelor in Economics | March 08, 2021 |

1. Training on corporate governance
2. List of related person of the public company and transactions between the related person of the Company with the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | ID Card/Passport No. | Contact/Head office address: | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Viet Tri Environment And Service Joint Stock Company | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company | Tax code: 2600116056  Date of issue: May 23, 2006  At the Department of Planning and Investment of Phu Tho Province | No. 2181, Hung Vuong Road, Gia Cam Ward, Viet Tri City, Phu Tho Province, Vietnam | May 03, 2023 | Extension of the amount: VND 10,732,054,794 |  |
| 2 | Viet Tri Environment And Service Joint Stock Company | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company | Tax code: 2600116056  Date of issue: May 23, 2006  At the Department of Planning and Investment of Phu Tho Province | No. 2181, Hung Vuong Road, Gia Cam Ward, Viet Tri City, Phu Tho Province | June 22, 2023 | Extension of the amount: VND 32,202,739,726 |  |
| 3 | Viet Tri Environment And Service Joint Stock Company | Subsidiary of Hanoi Electro-mechanical Manufacturing Joint Stock Company | Tax code: 2600116056  Date of issue: May 23, 2006, Department of Planning and Investment of Phu Tho Province | No. 2181, Hung Vuong Road, Gia Cam Ward, Viet Tri City, Phu Tho Province | September 27, 2023 | Extension of the amount: VND 10,734,246,575 |  |

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities:

3.1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None

3.2. Transactions between the Company and companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (Managing Director):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | ID Card/Passport No. | Contact/Head office address: | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Công ty Cổ phần Đầu tư Thương mại Petro Dung Quất (tentatively translated as Petro Dung Quat Trading Investment Joint Stock Company) | The company associated with the member of the Board of Directors is a member of the Board of Directors -cum-Manager and the legal representative of the Company. | Tax code: 4300810806  Date of issue: December 26, 2017  At the Department of Planning and Investment of Quang Ngai Province | 314 Hai Ba Trung Road, Le Hong Phong Ward, Quang Ngai City, Quang Ngai Province, Vietnam | February 09, 2023 | Principle contract for the purchase and sale of fuel |  |
| 2 | Hop Nhat Investment Development Joint Stock Company: | The company associated with the member of the Board of Directors is a member of the Board of Directors of the Company. | Tax code: 4300819213  Date of issue: June 20, 2018  Department of Planning and Investment of Quang Ngai Province | 314 Hai Ba Trung Road, Le Hong Phong Ward, Quang Ngai City, Quang Ngai Province, Vietnam | February 09, 2023 | Principle contract for the leasing, repair of motorbikes, equipment, and supply of construction materials. |  |
| 3 | Hop Nhat Investment Development Joint Stock Company: | The company associated with the member of the Board of Directors is a member of the Board of Directors of the Company. | Tax code: 430081921/3  Date of issue: June 20, 2018  Department of Planning and Investment of Quang Ngai Province | 314 Hai Ba Trung Road, Le Hong Phong Ward, Quang Ngai City, Quang Ngai Province, Vietnam | March 20, 2023 | Principle contract for the construction and installation of a 100-ton electronic truck scale station. |  |
| 4 | Quang Ngai Urban Environment Joint Stock Company | The company associated with the member of the Board of Directors is a member of the Board of Directors of the Company. | Tax code: 4300808596  Date of issue: November 23, 2017  Department of Planning and Investment of Quang Ngai Province | To Hien Thanh Road, Tran Phu Ward, Quang Ngai City, Quang Ngai Province, Vietnam. | June 30, 2023 | Contract for the operation of landfill and household waste treatment by landfill method. |  |
| 5 | Hop Nhat Investment Development Joint Stock Company: |  | Tax code: 4300819213  Date of issue: June 20, 2018  Department of Planning and Investment of Quang Ngai Province | 314 Hai Ba Trung Road, Le Hong Phong Ward, Quang Ngai City, Quang Ngai Province, Vietnam | July 19, 2023 | Principle contract for the maintenance and repair of motorbike equipment. |  |

4.3. 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, Executive Manager (Managing Director), and other managers None.

1. Share transactions of PDMR and related persons of PDMR

Company’s share transactions of PDMR and related 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, etc.) |
| Number of shares | Percentage | Number of shares | Rate (%) |
| 1 | Nguyen Thi Mai Xuan | Individuals related to Ms. Nguyen Thi Thu Dung\_Vice Chair of the Board of Directors; Mr. Tran Thanh Minh\_member of the Board of Directors; Ms. Tran Thi Thanh Nga\_Deputy Managing Director. | 454,935 | 8.86% | 572935 | 11.1 | Meeting personal financial demands |

1. Other significant issues: None.