**PNG: Annual Corporate Governance Report 2023**

On January 29, 2024, Phu Nhuan Trading Joint Stock Company announced Report No. 02/2024/BCQT-PNG on the Annual Corporate Governance Report 2023 as follows:

* Name of company: Phu Nhuan Trading Joint Stock Company
* Headquarters address: No 314 - 316 - 318 Phan Dinh Phung Street Lieu, ward 1, Phu Nhuan district, Ho Chi Minh city
* Tele 028 38 440 816 Fax: 028 38 443 980
* Email: pnco@pnco.vn
* Charter capital: VND 90,000,000,000
* Securities code: PNG
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the Board of Management. The Supervisory Board and the General Manager.
* Internal audit execution: The company is not required to carry out internal audits.
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):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCD-2023 | April 21, 2023 | 1. Approve the Board of Directors' Report for the year 2022 and the operational plan for the year 2023.2. Approve the Report of Supervisory Board in 2022.3. Approve the audited financial statements for the fiscal year 2022.4. Approve the business plan for 2023.5. Approve the authorization for the Board of Directors to evaluate and select an audit company for the financial statements for the year 2023.6. Approve the Profit Distribution Plan in 2022;7. Approve the expenses of the Board of Directors and the Supervisory Board for the year 2022 and the plan for establishing the operating fund of the Board of Directors and the Supervisory Board for the year 2023.8. Results of the election of members of the Board of Directors and the Supervisory Board for the term 2023 - 2028. |
| 2 | 02/2023-NQ.DHDCD-PNG | dated October 28, 2023 | 1. Approve the plan and total investment amount for the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu Street."2. Approve the dismissal of one (01) member of the Board of Directors for the term 2023 - 2028.3. Results of the election of additional members of the Board of Directors for the remaining term of 2023 - 2028. |

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

On April 21, 2023, the Annual General Meeting of Shareholders for the year 2023 re-elected the Board of Directors for the term 2023 - 2028, consisting of 05 members. The Board of Directors also elected the Chair of the Board of Directors immediately after the conclusion of the Annual General Meeting of Shareholders.

On October 28, 2023, the Extraordinary General Meeting of Shareholders for the year 2023 approved the dismissal of 01 (one) Board of Directors member, Ms. Huynh Thi Phuong Linh (Resignation letter dated September 11, 2023), and elected 01 additional Board of Directors member to replace her, Mr. Dinh Lenh Duong.

List of members of the Board of Directors as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | PositionPosition (independent members of the Board of Directors, non-executive members of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Bui Tuan Ngoc | Chair of the Board of Directors | April 21, 2023 |   |
| 2 | Mr. Tran Xuan Anh | Member of the Board of Directors | April 21, 2023 |   |
| 3 | Mr. Bui Minh Tuan. | Member of the Board of Directors | April 21, 2023 |   |
| 4 | Mr. Le Van Hung | Member of the Board of Directors | April 21, 2023 |   |
| 5 | Ms. Huynh Thi Phuong Linh | Member of the Board of Directors | April 21, 2023 | October 28, 2023 |
| 6 | Mr. Dinh Lenh Duong | Member of the Board of Directors | October 28, 2023 |   |

1. Board Resolutions/Board Decisions

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content | Approval rate |
| 1 | 01/NQ-HDQT-2023 | January 13, 2023 | 1. Approve the Tet bonus plan for the year 2023 and the business results of the year 2022.2. Approve the advance of the total annual remuneration for the Board of Directors, the Supervisory Board, the Board of Management, and the Secretariat of the Board of Directors and submit the report to the Annual General Meeting of Shareholders for the year 2023. | 100% |
| 2 | 02/NQ.HDQT-PNG | dated January 16, 2023 | 1. Approve the implementation of credit transactions and through related contracts between Phu Nhuan Trading Joint Stock Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch 2.2. Approve the production and business plan and loan plan for the year 2023 on January 10, 2023, to carry out the above-mentioned credit transactions.3. Approve the use of assets to secure the Company's debt obligations to Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch 2 arising from the above-mentioned credit transactions.4. Approve commitments throughout the credit relationship with Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch 2.5. Delegate the Board of Directors to authorize the General Manager, who is also the Legal Representative of the Company, to sign credit contracts, collateral contracts... related between the Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch 2. | 100% |
| 3 | 03/NQ-HDQT-2023 | February 17, 2023 | Approve the plan on organizing the Annual General Meeting of Shareholders 2023 | 100% |
| 4 | 04/NQ-HDQT-2023 | March 03, 2023 | 1. Approve the Report of the Board of Management on the business results of the year 2022.2. Approve the establishment of the Project Management Board of the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu Street".3. Approve the implementation situation of the project at 168 Hoang Van Thu Street, Phu Nhuan.4. Approve the venue for organizing the Annual General Meeting of Shareholders for the year 2023.5. Approve the contents submitted to the Annual General Meeting of Shareholders 2023. | 100% |
| 5 | 05/NQ-HDQT-2023 | March 23, 2023 | 1. Approve the business plan for 2023.2. Approve the allocation plan for the operation fund of the Board of Directors, the Supervisory Board for the year 2023.3. Approve the implementation of the salary budget, reward and welfare fund for the year 2023.4. Approve the profit distribution plan in 2022.5. Provisionally approve the salary level of the Deputy General Manager, Ms. Nguyen Thi Diem My. | 100% |
| 6 | 06/NQ-HDQT-2023 | April 21, 2023 | 1. Approve the election of the Chair of the Board of Directors for the term of 2023-2028;2. Approve the remuneration in 2023 of members of the Board of Directors, members of the Supervisory Board and the Company Secretariat for the term of 2023 - 2028. | 100% |
| 7 | 07/NQ-HDQT-2023 | May 30, 2023 | Approve the salary scale of the Board of Management and the Chief Accountant of the Company. | 100% |
| 8 | 08/NQ-HDQT-2023 | May 30, 2023 | Approve the reappointment of the Deputy General Manager in charge of Finance - Accounting -cum- Chief Accountant of the Company. | 100% |
| 9 | 09/NQ-HDQT-2023 | June 09, 2023 | 1. Approve the resignation letter and dismissal from the position of the current General Manager, who is also the Legal Representative of the Company.2. Approve the appointment of the new General Manager, who is also the new Legal Representative of the Company.3. Approve the change in the legal representative of the Company | 100% |
| 10 | 10/NQ.HDQT-PNG | June 16, 2023 | 1. Approve the resignation letter and dismissal from the position of the current Chief Accountant of the Company.2. Approve the appointment of the new Chief Accountant of the Company. | 100% |
| 11 | 11/NQ-HDQT-2023 | dated July 27, 2023 | Approve the resignation letter and dismissal from the position of the current Deputy General Manager of the Company. | 100% |
| 12 | 12/NQ-HDQT-2023 | August 21, 2023 | Approve the change of the head of the Phu Nhuan Plaza Branch of Phu Nhuan Trading Joint Stock Company. | 100% |
| 13 | 13/NQ-HDQT-2023 | September 05, 2023 | 1. Approve the business plan for the first 6 months of the year 2023.2. Approve the adjustment, supplementation of the Project Management Board members of the project "Office - Commercial - Service Building at 168 Hoang Van Thu Street".3. Approve the plan to organize the Extraordinary General Meeting of Shareholders for the year 2023 of the Company. | 100% |
| 14 | 14/NQ-HDQT-2023 | September 25, 2023 | 1. Approve the contents to be submitted to the extraordinary General Meeting of Shareholders for the year 2023.2. Approve the dismissal of the Secretariat of the Board of Directors from September 25, 2023. | 100% |
| 15 | 15/NQ.HDQT-PNG | dated October 13, 2023 | Approve the appointment of A&C Auditing And Consulting Company Limited as the company to provide audit services for the Company's financial statements for the year 2023. | 100% |
| 16 | 16/2023/NQ.HDQT-PNG | dated October 28, 2023 | 1. Approve the addition of members to the Project Management Board of the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu Street" of the Company.2. Approve the remuneration of the Project Management Board of the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu Street" of the Company. | 100% |
| 17 | 17/2023/NQ.HDQT-PNG | dated November 20, 2023 | 1. Approve the estimate of the bidding package "Project Management Consultancy in the pre-project phase of the project "Office - Commercial - Service Building at 168 Hoang Van Thu Street" of the Company.2. Approve the designation of the contractor for the bidding package of Project Management Consultancy in the pre-project phase of the project “Office - Commercial - Service Building at 168 Hoang Van Thu Street” of the Company.3. Approve the assignment by the Board of Directors to the Chair of the Board of Directors, who is also the Head of the Project Management Board, to review and direct the Project Management Board, and the Company's Board of Management to implement the above-mentioned bidding package. | 100% |
| 18 | 18/2023/NQ.HDQT- PNG | dated December 13, 2023 | Approve the Regulations on the Organization and Operation of the Project Management Board for the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu " of the Company. | 60% |
| 19 | 19/2023/NQ.HDQT-PNG | dated December 13, 2023 | 1. Approve the implementation of certain main tasks of the construction project "Office - Commercial - Service Building at 168 Hoang Van Thu of the Company.2. Approve the adjustment and addition of members to the Project Management Board for the project "Office - Commercial - Service Building at 168 Hoang Van Thu". | 60% |

1. THE SUPERVISORY BOARD

Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment:the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thoa | Chief of Supervisory Board | April 21, 2023 | Bachelor of Economics |
| 2 | Ms. Nguyen Thi Thai Nhi | Members of the Supervisory Board | April 21, 2023 | Bachelor of Economic Law |
| 3 | Ms. Nguyen Kim Hau | Member of the Supervisory Board | April 21, 2023 | Bachelor of Economics |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Dateof birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen The Hieu | dated March 19, 1983 | Master of Business Administration | Appointed as the General Manager on January 01, 2023 |
| 2 | Mr. Nguyen The Hieu | dated March 19, 1983 | Master of Business Administration | Dismissed from the position of the General Manager from June 09, 2023 |
| 3 | Ms. Tran Phuoc Thien Hoang | dated October 25, 1989 | Bachelor of Corporate Finance | Appointed as the General Manager on June 09, 2023 |
| 4 | Ms. Nguyen Thi Diem My | dated July 18, 1985 | Bachelor of Economics | Appointed as the Deputy General Manager on January 01, 2023 |
| 5 | Ms. Nguyen Ngoc Lien Khuong | dated October 18, 1985 | Bachelor of Economics | Re-appointed as the Deputy General Manager on May 30, 2023 |
| 6 | Ms. Nguyen Ngoc Lien Khuong | dated October 18, 1985 | Bachelor of Economics | Dismissed from the position as the Deputy General Manager on July 27, 2023 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Name | Date of birth: | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Ngoc Lien Khuong | dated October 18, 1985 | Bachelor of Economics | Dismissed onJune 16, 2023 |
| Ms. Tran Thi Dieu Thuy | dated November 04, 1985 | Master of Finance and Banking | (Appointed on June 16, 2023) |

1. TRAINING ON CORPORATE GOVERNANCE
2. List of affiliated persons of the public company and transactions between the affiliated persons of the Company and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR according to the attached list No. VII.02.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Manager (General Manager) for the past three (03) years (as at the time of reporting): according to the attached list No. VII.02.
	2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the Executive Manager (General Manager): according to the attached list No. VII.02.
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, the General Manager and other managers: None.
6. SHARE TRANSACTIONS OF PDMR AND AFFILIATED PERSONS OF PDMR:

Company’s share transactions of PDMR and affiliated persons: None.

1. Other significant issues: None.

TRANSACTIONS BETWEEN THE COMPANY AND AFFILIATED PERSONS OF THE COMPANY, AFFILIATED PERSONS OF PDMR (Attached to the Corporate Governance Report No. 02/2024/BCQT-PNG)

List VII.02

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of institution/individual | Relations with the Corporation | Type: | Type | ID Number/Passport/ID  | Date of issue | Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction | Note |
| Content | Number  | Total value (VND) |  |
|  1 | Special Aquatic Products Joint Stock Company | Related organization of PDMR |    |    |    |    |    | 2023 |   | Using catering services at restaurants | 18 | 173,036,000 |   |
|   | Providing canned food services | 1 | 20,163,000 |   |
| 2 | Ben Thanh General Cultural JSC | Related organization of PDMR |   |   |   |   |   | 2023 |   | Service provision | 30 | 44,682,522 |   |
|  3 | Cho Lon Investment And Import Export Corporation (CHOLIMEX) | Related organization of PDMR |    |    |    |    |    | 2023 |    | Providing canned food services | 21 | 184,539,450 |   |
| Using catering services at restaurants | 6 | 31,143,000 |   |
|  4 | Ben Thanh Investment And Construction And Real Estate JSC | Related organization of PDMR |    |    |    |    |    | 2023 |   | Using catering services at restaurants |  5 | 12,586,000 |   |
| Using catering services at restaurants |   |
| 5 | Ben Thanh Service Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 10 | 72,999,000 |   |
| 6 | Vinafreight Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 9 | 77,602,000 |   |
| 7 | Vi na ta ba Trading & Investment Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 1 | 15,502,000 |   |
| 8 | Benthanh Group | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 5 | 51,099,000 |   |
| 9 | Nam A Footwear Import Export Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 4 | 35,704,000 |   |
| 10 | Transimex Hi Tech Park Logistics Co., Ltd. | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 13 | 74,846,000 |   |
| II | Transimex Property Company Limited | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 2 | 7,471,000 |   |
| 12 | Vinaprint Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 32 | 531,452,500 |   |
| 13 | Toan Viet Investment Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 4 | 50,492,000 |   |
| 14 | Transimex Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 25 | 411,403,000  | . |
| 15 | Thien Hai Investment and Trading Company Limited | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 13 | 117,333,000 |   |
| 16 | Vinh Loc – Ben Thanh Services Joint Stock Company | Related organization of PDMR |   |   |   |   |   | 2023 |   | Using catering services at restaurants | 6 | 22,162,000 |   |
|   | Total |   |   |   |   |   |   |   |   |   |   | 1934215472 |   |