**PRT: Annual Corporate Governance Report 2023**

On January 25, 2024, Binh Duong Producing and Trading Corporation announced Report No. 52/BC-HDQT on corporate governance in 2023 as follows:

* Name of company: Binh Duong Producing and Trading Corporation
* Headquarters address: A128 3-2 road, Dong Tu quarter, Lai Thieu, Thuan An city, Binh Duong province
* Tele (0274)3755243; Email: info@protrade.com.vn.
* Charter capital: VND 3,000,000,000,000
* Securities code: PRT
* 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 the 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/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | 67/NQ-DHDCD- | On March 17, 2023, Annual General Meeting of Shareholders 2022 | 1. Approve the Board of Directors' activity summary report for the period 2018 - 2021 and the action plan for 2022.
2. Approve the Report of the Board of Management on 2021 Business Activities, and 2022 Plan.
3. Approve the Report on activities of the Supervisory Board in 2021 and the Operational plan for 2022
4. Approve the promulgation of the Board of Directors' operational regulations of Binh Duong Producing and Trading Corporation.
5. Approve the promulgation of the Supervisory Board's operational regulations of Binh Duong Producing and Trading Corporation.
6. Approve the Audited Separate and Consolidated Financial Statements of 2021;
7. Approve the Proposal on profit distribution in 2021 and the profit distribution plan for 2022.
8. Approve the Proposal for the report on the remuneration payment to the Board of Directors and the Supervisory Board for 2021 and the remuneration payment plan for the Board of Directors and the Supervisory Board for 2022.
9. Approve the Proposal on selecting the audit company in 2022.
10. Approve the Proposal on the authorization to use the corporation's legal entity and financial resources to carry out procedures for addressing issues related to capital and asset handovers, expenses of the Corporation prior to its privatization.
 |
| 2 | 72/NQ-DHDCD- | On June 30, 2023, (Annual General Meeting of Shareholders 2023) | 1. Approve the Board of Directors' activity summary report for 2022 and the action plan for 2023.
2. Approve the Report of the Board of Management on 2022 Business Activities, and 2023 Plan.
3. Approve the Report on activities of the Supervisory Board in 2022 and the Operational plan for 2023
4. Approve the Audited Separate and Consolidated Financial Statements of 2022;
5. Approve the Proposal on profit distribution in 2022 and the profit distribution plan for 2023.
6. Approve the Proposal for the report on the remuneration payment to the Board of Directors and the Supervisory Board for 2022 and the remuneration payment plan for the Board of Directors and the Supervisory Board for 2023.
7. Approve the Proposal on selecting an auditing company for the Financial Statements 2023.
8. Approve the Proposal on the recognition of additional land use fee obligations as per the court ruling number 912/2022/HS-PT dated December 28, 2022 and the late payment fees as recommended by the State Audit of Region IV, and the allocation of provisions for a 15-year period at each financial statements date.
9. Approve the Proposal on the determination that two land parcels in Vinh Phu ward, Thuan An city, Binh Duong province, do not fall under the management and use of Binh Duong Producing and Trading Corporation (post-privatization stage) but under the management and use of Binh Duong Producing and Trading Corporation LLC (pre-privatization stage).
 |

1. The Board of Directors (annual report):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Ha Van Thuan | Chair of the Board of Directors | June 12, 2020 | Prosecuted by the investigation police agency on November 23, 2021 |
| 2 | Mr. Nguyen An Dinh | Member of the Board of Directors -cum- General Manager | July 31, 2019 |  |
| 3 | Mr. Le Trong Nghia | Member of the Board of Directors-cum-Deputy General Manager | October 26, 2018 |  |
| 4 | Mr. Mai Huu Tin | Non-excitive member of the Board of Directors | October 26, 2018 |  |
| 5 | Mr. Nguyen Van Thien | Non-excitive member of the Board of Directors | October 26, 2018 |  |
| 6 | Mr. Tran Viet Anh | Non-excitive member of the Board of Directors | July 31, 2019 |  |
| 7 | Mr. Vo Hong Cuong | Non-excitive member of the Board of Directors | October 26, 2018 | Prosecuted by the investigation police agency on March 03, 2022 |
| 8 | Mr. Tran Hong Khoi | Non-excitive member of the Board of Directors | June 12, 2020 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Resolutions/Decision No. | Date | Content | Approval rate |
| 1 | 64 /NQ-HDQT | January 4, 2023 (First meeting of 2023) | (1) Approve on authorizing Mr. Nguyen An Dinh - Member of the Board of Directors -cum- General Manager to decide the date of the Annual General Meeting of Shareholders for 2022, the record date for the list of shareholders at an appropriate time, and other related issues concerning the organization of the Annual General Meeting of Shareholders for the year 2022. | 100% |
| 2 | 65 /NQ-HDQT | January 4, 2023 (First meeting of 2023) | 1. Approve the report on preparation and the contents to be presented at the Annual General Meeting of Shareholders;
2. Approve the separate and consolidated financial statements for the year 2021 that have been audited, settlement of the Executive Board and employee salary fund for the year 2021.
3. Approve the production and business plan for 2022; Approve the planned salary fund of the Executive Board and the employees in 2022;
 | 100% |
| 3 | 66 /NQ-HDQT | March 13, 2023 (Second meeting of 2023) | 1. Agree on the production and business plan for 2023
2. Agree on the business production plan for the year 2023.Approve on assigning the General Manager of the Corporation to pay additional land use fees according to the judgment 912/2022/HS-PT dated December 28, 2022 by the People's Court of Hanoi based on the optimal solution.
3. Agree on the policy to carry out legal procedures related to the appellate review of the Corporation's judgment.
4. Agree on the temporary suspension of production of Vinh Phu Printing And Paper Packaging Company Limited. Assign the General Manager to discuss joint venture cooperation with partners. If joint venture cooperation cannot be realized, the Board of Management is to prepare a dissolution plan for approval by the Board of Directors to be submitted to the General Meeting of Shareholders as soon as possible.
 | 100% |
| 4 | 68 /NQ-HDQT | April 19, 202 (Collect opinions via a ballot for the 1st time in 2023) | (1) Agree on authorizing the General Manager to decide the date of the Annual General Meeting of Shareholders for the year 2023, the record date for the list of shareholders at an appropriate time but no later than June 30, 2023, and other issues related to the organization of the Annual General Meeting of Shareholders for the year 2023. | 100% |
| 5 | 69/NQ-HDQT | April 19, 202 (Collect opinions via a ballot for the 1st time in 2023) | (1) Agree on the payment of the remaining remuneration for 2021 to the Board of Directors, Supervisory Board, Company Secretariat with the amount of VND 1,296,000,000 (excluding personal income tax). | 100% |
| 6 | 70 /NQ-HDQT | June 7, 2023 (Third meeting of 2023) | 1. Approve the report on preparation and the contents to be presented at the Annual General Meeting of Shareholders;
2. Approve the separate and consolidated financial statements for the year 2022 that have been audited, settlement of the Executive Board and employee salary fund for the year 2022.
3. Approve the production and business plan for 2023; Approve the planned salary fund of the Executive Board and the employees in 2023;
 | 100% |
| 7 | 71 /NQ-HDQT | June 7, 2023 (Third meeting of 2023) | (l) Approve on authorizing Mr. Nguyen An Dinh - Member of the Board of Directors -cum- General Manager to decide the shareholder record date, the timing of dividend payments for the year 2021, and other related issues concerning the dividend payment for the year 2021. | 100% |
| 8 | 73 /NQ-HDQT | August 29, 2023 (Collect opinions via a ballot for the 2nd time in 2023) | (1) Agree on the payment of remuneration for 2022 to the Board of Directors, Supervisory Board, Company Secretariat with the amount of VND 1,900,800,000 (including personal income tax, with specific payment amounts for each member of the Board of Directors, Supervisory Board, Company Secretariat attached). | 100% |
| 8 | 18/QD-HDQT | February 01, 2023 | Decision to establish the Organizing Committee for the Annual General Meeting of Shareholders for the year 2022. | 100% |
| 9 | 19/QD-HDQT | March 17, 2023 | Decision on promulgating the Operating Regulations of the Board of Directors of Binh Duong Producing and Trading Corporation. | 100% |
| 10 | 20/QD-HDQT | June 14, 2023 | Decision to establish the Organizing Committee for the Annual General Meeting of Shareholders for the year 2023. | 100% |

1. The Supervisory Board (Annual report)
2. Information about members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as a member | Qualification |
| 1 | Mr. Nguyen Ngoc Truong Long | Member of the Supervisory Board | June 22, 2021 | Master of Business Administration |
| 2 | Mr. Le Van Minh | Member of the Supervisory Board | June 12, 2020 | Bachelor of Economics |
| 3 | Mr. Cao Hoang De | Members of the Supervisory Board | June 22, 2021 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen An Dinh | July 27, 1977 | Bachelor of Economics - Finance - Credit | April 16, 2020 |
| 2 | Mr. Le Trong Nghia | September 27, 1990 | Bachelor of Finance, Bachelor of Business Administration | January 26, 2021 |
| 3 | Ms. Nguyen Thi Kim Phuong | January 14, 1988 | Master of Accounting | January 01, 2022 |
| 4 | Mr. Huynh Huu Hung | March 27, 1979 | Construction Engineer | November 01, 2018 |
| 5 | Ms. Le Thi Thanh Thuy | April 12, 1988 | Bachelor of Laws | January 01, 2022 |
| 6 | Mr. Ngo Chau Binh | October 18, 1986 | Master of Business Administration | July 01, 2021 |
| 1. The Chief Accountant
 |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thi Kim Phuong | January 14, 1988 | Master of Accounting | January 01, 2022 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) 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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with company | NSH No. | Head office address/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total transaction value (VNĐ) | Note |
| 1 | Frieslandcampina Vietnam Company Limited | Joint venture |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD: (1) Received dividends, distributed profits:39,000,000,000 |  |
| 2 | Protrade Garment Joint Stock Company | Joint venture |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:(1) Received dividends, distributed profits:35,494,254,000 |  |
| 3 | Protrade International One Member Company Limited | Joint venture |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Received dividends, distributed profits:

189,417,444,1141. Amount of loans received:

140,000,000,0001. Interest expense on loans:

8,402,082,1911. Repayment of borrowings:

25,000,000,000Balance at the end of the period1. Other short-term payables:

17,565,917,8131. Short-term borrowings payable:

140,000,000,000 |  |
| 4 | Thuan An Trading JSC | Subsidiaries |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:Purchases of goods and services:374,116,182 |  |
| 5 | Binh Duong Investment and Project Management One Member Limited Liability Company | Representative of state capital shareholders. |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Buy goods and services

2,789,535,2211. Other short-term receivables:

11,790,096Balance at the end of the period1. Other short-term receivables:

670,659,1151. Other short-term payables:

99,910,320 |  |
| 6 | Tan Thanh Investment and Development Joint Stock Company | Joint venture |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Buy goods and services

1,053,474,7201. Recovery of borrowings:

26,800,000,000Balance at the end of the period1. Loan receivables:

148,547,102,0611. Other short-term receivables:

172,913,753,0541. Short-term payables to sellers:

108,239,114 |  |
| 7 | Vinh Phu Paper Company Limited | Subsidiaries |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Amount of loans received:

45,500,000,0001. Interest expense on loans:

1,178,287,671END-OF-PERIOD BALANCE:1. Other short-term payables:

1,178,287,6711. Long-term borrowings payable:

45,000,000,000 |  |
| 8 | Phu My Development Joint Stock Company | Joint venture |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Buy goods and services

247,096,172Balance at the end of the period1. Short-term payables to sellers:

22,660,000 |  |
| 9 | Palm - Song Be Golf Company Ltd | Subsidiaries |  |  |  |  | TRANSACTIONS OCCURRED DURING THE PERIOD:1. Buy goods and services

2,904,873,5361. Purchase of fixed assets:

345,454,5451. Amount of loans received: 110,000,000,000
2. Interest expense on loans:

3,449,108,849Balance at the end of the period1. Short-term payables to sellers:

891,868,6841. Other short-term payables:

3,449,108,849 (6) Short-term borrowings payable:110,000,000,000 |  |
| 10 | Binh Duong Provincial Party Committee | The owner |  |  |  |  | Balance at the end of the period(1) Other short-term liabilities:477,609,089,447 |  |
| 11 | KP Apparell Manufacturing Co.LTD | Subsidiaries |  |  |  |  | Balance at the end of the period(1) Other short-term liabilities:80,936,019,946 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:
2. 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 Manager (General Manager) and other managers 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):

Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager):

* 1. 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, and the Manager (General Manager) and other managers:
1. Share transactions of PDMR and affiliated persons of PDMR (Annual report):

Transactions of PDMR and their affiliated persons related to the Corporation’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |
| 01 | Mr. Le Trong Nghia - member of the Board of Directors |  | 0 | 0% | 70000 | 0.0233% | Raise the ownership rate |
| 02 | Mr. Nguyen Ngoc Truong Long - member of the Board of Directors |  | 3,000 | 0,001% | 23000 | 0.0077% | Raise the ownership rate |
| 03 | Ms. Pham Thi Xuan Hoa | Wife of Mr. Cao Hoang De - Member of the Board of Supervisors | 0 | 0% | 15000 | 0,005% | Raise the ownership rate |
| 04 | Ms. Nguyen Thi Thanh Phuong - Chief Accountant |  | 2,000 | 0.00066% | 7000 | 0.0023% | Raise the ownership rate |
| 05 | Mr. Huynh Quoc Huy - Authorized person to disclose information |  | 2,200 | 0.00073% | 35200 | 0,012% | Raise the ownership rate |

1. Other significant issues