**NET: Annual Corporate Governance Report 2023**

On January 30, 2024, Net Detergent JSC announced Report No. 04/2024/CV-NET on the corporate governance as follows:

* Name of company: Net Detergent JSC

Address of Head office: D4 Street, Loc An - Binh Son Industrial Zone, Binh Son Commune, Long Thanh District, Dong Nai Province, Vietnam

* Tel: 0251 3682102 -0251 3682103 Fax: 0251 3682106
* Charter capital: VND 223,983,740,000.
* Securities code: NET
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, (including the Audit Committee under the Board of Directors); and General Manager
* Internal audit execution: Implemented
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 01/NQ-DHDCD-NET/2023 | April 19, 2023 | Annual General Mandate 20231. Approve the Report of the Board of Directors on the operation results of the Board of Directors in 2022;
2. Approve the General Manager's Report on the company's management activities in 2022 and the company's development direction.
3. Approve the Report of Independent Member of the Board of Directors on the activities within the Audit Committee in 2022.
4. Approve the Company's Financial Statements 2022 audited by KPMG Limited Company;
5. Approve the production and business plan for 2023 of the Company;
6. Approve the profit distribution plan for the year 2022 of the company.
7. Approve the dividend advance in 2023.
8. Approve the authorization for the Chair of the Board of Directors or the General Manager of the company to select the audit company to report on the financial statements for the fiscal year 2023.
9. Approve the remuneration plan for the members of the Board of Directors in 2023.
10. Approve the transactions of the related party.
 |

1. Board of Directors (6 months/year report)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Date of appointment/dismissal |
| 1 | Mr. Truong Cong Thang | Chair of the Board of Directors | April 23, 2021 | - |
| 2. | Mr. Tran Quoc Cuong | Members of the Board of Directors | April 23, 2021 | - |
| 3. | Ms. Nguyen Hoang Yen | Member of the Board of Directors | April 23, 2021 | - |
| 4. | Mr. Huynh Viet Thang | Member of the Board of Directors | April 23, 2021 | - |
| 5. | Ms. Nguyen Thi Phuong Thuy | Members of the Board of Directors | April 23, 2021 | - |
| 6. | Mr. Vu Quoc Tuan | Members of the Board of Directors | April 19, 2022 | - |
| 7. | Ms. Luu Thanh Hong | Members of the Board of Directors | April 19, 2022 | - |

1. Board Resolutions/Board Decisions (2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Main contents |
| 1 | 01/NQ-HDQT-NET/2023 | February 01, 2023 | On the approval of a loan from Bangkok Bank |
| 2 | 02/NQ-HDQT-NET/2023 | February 23, 2023 | Record the list of shareholders attending the Annual General Meeting of Shareholders 2023 |
| 3 | 03/NQ-HDQT-NET/2023 | March 27, 2023 | Approve the issues submitted to the Annual General Meeting of Shareholders 2023 |
| 4 | 04/NQ-HDQT-NET/2023 | March 27, 2023 | Approve the Internal Audit Plan for 2023 |
| 5 | 05/NQ-HDQT-NET/2023 | March 27, 2023 | Approve the internal trading transactions of goods |
| 6 | 06/QĐ-HDQT-NET/2023 | September 22, 2023 | Payment of dividends in 2022 in cash  |
| 7 | 07/NQ-HDQT-NET/2023 | December 14, 2023 | Approve the contracts, distribution transactions, and cost-sharing agreements. |

1. The Audit Committee (Annual report 2023)
2. Information about members of the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment | Qualification |
| 1 | Huynh Viet Thang | Chair of the Audit Committee | April 23, 2021 | Bachelor of Economics |
| 2 | Nguyen Thi Phuong Thuy | Member | April 23, 2021 | Bachelor of Laws |

1. The Executive Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment | Date of appointment/dismissal |
| 1 | Phan Trong Chinh - General Manager- Legal representative. | March 30, 1979 | Mechanical Engineer | January 17, 2022 | - |
| 2 | Pham Quoc Cuong - Deputy General Manager in charge of Technology and Production | January 10, 1971 | Bachelor of Chemistry | August 25, 2020 | - |

1. Chief Accountant.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date | Date of appointment/dismissal |
| 1 | Nguyen Thanh Luan | January 01, 1985 | Bachelor of Economics | August 01, 2022 | - |

1. Training on corporate governance
2. List of related persons of the Company (Annual Report 2023) and transactions between the related 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 and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No. , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | Approved General Mandate/ Decision No. of General Meeting of Shareholders or Board Resolution/ Board Decision No. | Content, quantity, total transaction value (VND) | Note |
| 1 | Masan Consumer Corporation | Affiliated person of PDMR | 030201 7440, issued by the Ho Chi Minh City Department of Planning and Investment on May 31, 2000 | 23 Le Duan Street, Ben Nghe Ward, District 1, Ho Chi Minh City | 2023 | General Mandate No. 01/NQ- DHDCD- NET/2023;Board Resolution No. 07/NQ-HDQT-NET/2023 | Sell goods and services VND 441,400,060,021Purchase goods: 35,149,077,903Management support fee: 3,996,446,998 |  |
| 2 | Masan Food Company Limited | Affiliated person of PDMR | 370042 4923 issued by the Department of Planning and Investment of Binh Duong Province on June 10, 2002 | Lot 06, Tan Dong Hiep A Industrial Park, Di An Town, Binh Duong Province | 2023 | General Mandate No. 01/NQ-DHDCD-NET/2023 | Sale of goods: VND 7,489,274 |  |
| 3 | Mobicast Joint Stock Company | Affiliated person of PDMR | 0107591436, issued on October 7, 2015 in Hanoi | 4th Floor, VI Home City, 177 Trung Kinh Street, Yen Hoa Ward, Cau Giay District, Hanoi | 2023 | General Mandate No. 01/NQ- DHDCD- NET/2023 | Service purchase 139,408,448 |  |
| 3 | Bien Hoa Chemical Plant -Bien Hoa Chemical Plant - South Basic Chemicals JSC | Affiliated person of PDMR | 030144 6260-001 on December 3, 2003 by Ho Chi Minh City Department of Planning and Investment | No.5 Road, An Binh Ward, Bien Hoa City, Dong Nai Province | 2023 | Board Resolution No. 05/NQ-HDQT-NET/2023 | Goods sales and purchase 54,747,686,600 |  |
| 4 | South Chemicals Import - Export Joint Stock Company | Affiliated person of PDMR | 030508 3191 by Ho Chi Minh City Department of Planning and Investment | No. 130, 130 Tran Hung Dao Street, Pham Ngu Lao Ward,District 1, Ho Chi Minh City | 2023 | Board Resolution No. 05/NQ-HDQT-NET/2023 | Goods sales and purchase 14,987,301,306 |  |

Note: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal document (for organizations).

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

Transactions between the Company and the companies in which 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 Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting):

1. In 2021:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Affiliated parties (having transactions with the Company) | Relations with the Company | Transactions |
| 1 | Masan Consumer Corporation | * The Chair of the Board of Directors of the Company is a member of the Board of Directors and the General Manager of the Related Party.
* Members of the Board of Directors of the Company are members of the Board of Directors and Deputy General Manager of the Related Party.
 | Purchase and sale of goods and services |
| 2 | Vincommerce General Commercial Services Joint Stock Company | The Chair of the Board of Directors is the General Manager of the Related Party | Sales of goods  |

1. In 2022:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Affiliated parties (having transactions with the Company) | Relations with the Company | Transactions |
| 1 | Masan Consumer Corporation | * The Chair of the Board of Directors of the Company is a member of the Board of Directors and the General Manager of the Related Party.
* Members of the Board of Directors of the Company are members of the Board of Directors and Deputy General Manager of the Related Party.
* The Company's member of the Board of Directors is the related party’s Financial Manager
 | Goods sales and purchase |
| 2 | Wincommerce General Commercial Services Joint Stock Company | The Chair of the Board of Directors is the General Manager of the Related Party | Sales of goods |

1. In 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Affiliated parties (having transactions with the Company) | Relations with the Company | Transactions |
| 1 | Masan Consumer Corporation | * The Chair of the Board of Directors of the Company is a member of the Board of Directors and the General Manager of the Related Party.
* Members of the Board of Directors of the Company are members of the Board of Directors and Deputy General Manager of the Related Party.
* The Company's member of the Board of Directors is the related party’s Financial Manager
 | Goods sales and purchase |
| 2 | Mobicast Joint Stock Company | The Chair of the Board of Directors of the Company is a member of the Board of Directors of the Related Party. | Buying services |
| 3 | Masan Food Company Limited | The Company's member of the Board of Directors is the related party’s General Manager | Sales of goods |

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

|  |  |  |
| --- | --- | --- |
| Affiliated parties (having transactions with the Company) | Relations with the Company | Transactions |
| Mobicast JSC | Affiliated person of Ms. Nguyen Hoang Yen is the Chair of the Board of Directors | Buying services  |

Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
2. Company’s share transactions of PDMR and affiliated persons of PDMR: None
3. Other significant issues: None.

Appendix 2: Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers had been and are their founding members, or, members of the Board of Directors or the General Manager who operated those companies for the past three (03) years (as at the time of reporting)