**PGN: Annual Corporate Governance Report 2023**

On January 30, 2024, Plastic Additives Joint Stock Company announced Report No. 01/2024/BCQT-PGN on the corporate governance in 2023 as follows:

* Name of company: Plastic Additives Joint Stock Company
* Head office address: Minh Quyet Village, Khai Quang Ward, Vinh Yen City, Vinh Phuc Province
* Tel: 0211.3717108 Fax: 0211.3717107 Email: trandangcong2082@gmail.com
* Charter capital: VND 84,509,400,000
* Securities code: PGN
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Implemented
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 | 1305/2023/PGN/NQ-DHDCD | May 13, 2023 | The Annual General Mandate 2023 approved the following contents:* Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Report on evaluation of independent members of the Board of Directors on the activities of the Board of Directors in 2022.
* Report on production and business activities in 2022 and plan in 2023;
* The report on activities in 2022 and the plan in 2023 of the Supervisory Board.
* Audited Financial Statements 2022.
* Proposal on selecting the audit company in 2023
* Proposal on remuneration of the Board of Directors and Supervisory Board in 2022 and payment plan for 2023; Profit distribution plan for 2022 and expected for 2023.
* Proposal on policy on implementation of contracts and transactions between the Company and related parties.
* Proposal on reporting the use of capital from the issuance of shares to increase charter capital in 2021.
* Proposal on issuing shares to pay dividends in 2022
* Proposal on issuing shares to increase charter capital in 2023.
* Proposal on adjusting the Company's Charter.
* Proposal on changing the number of members of the Board of Directors, dismissal of members of the Board of Directors in the term of 2022-2027 for Mr. Nguyen Duy Ga, dismissal of members of the Board of Supervisors in the term of 2022-2027 for Mr. Nguyen Quoc Binh.
* Approve the list of candidates for the Supervisory Board and the results of an elected member of the Supervisory Board in the term of 2022-2027 for Mr. Nguyen Van Hung.
 |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members 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 |
| Date of appointment (re-appointment in the term of 2022-2027) | Dismissal date |
| 1 | Ms. Ngo Hoai Thanh | Chair of the Board of Directors | May 21, 2022 | - |
| 2 | Mr. Tran Dang Cong | Vice Chair of the Board of Directors | May 21, 2022 | - |
| 3 | Mr. Tran Dang Phi | Member of the Board of Directors | May 21, 2022 | - |
| 4 | Mr. Chu Van Phuong | Member of the Board of Directors | May 21, 2022 | - |
| 5 | Mr. Pham Duy Ga | Independent member of the Board of Directors | May 21, 2022 | May 13, 2023 |
| 6 | Mr. Tran Tuan Nghia | Independent member of the Board of Directors | May 21, 2022 | - |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | 2203/2023/NQ/HDQT-PGN | March 22, 2023 | Resolution on recording the list of shareholders to hold the Annual General Meeting of Shareholders 2023. |
| 2 | 1505/2023/NQ/HDQT-PGN | May 15, 2023 | Resolution on approving transactions with affiliated parties |
| 3 | 01/2023/QD/HDQT | June 1, 2023 | Decision on approving the business plan in 2023, approving loan and guarantee at Vietnam Joint Stock Commercial Bank for Industry and Trade - Vinh Phuc Branch. |
| 4 | 0507/2023/NQ/HDQT-PGN | July 5, 2023 | Resolution on approving semi-annual production and business results for 2023 |
| 5 | 1112/2023/NQ/HDQT-PGN | December 11, 2023 | Resolution on issuing shares to pay dividends to existing shareholders |

III The Supervisory Board (Annual Report):

1 Information about the members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board (in the term of 2022-2027) | Qualification |
| 1 | Nguyen Thi Duyen | Chief of the Supervisory Board | May 21, 2022 | Bachelor of Accounting and Finance |
| 2 | Tran Dac Nhat | Member of the Supervisory Board | May 21, 2022 | Bachelor of Accounting |
| 3 | Nguyen Quoc Binh | Member of the Supervisory Board | May 21, 2022 - May 13, 2023 | Bachelor of Business Administration |
| 4 | Nguyen Van Hung | Members of the Supervisory Board | May 13, 2023 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Position | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Dang Cong | June 11, 1972 | General Manager | Bachelor of Laws, Master of Business Administration | Appointed in December 2017 |
| 2 | Nguyen Trong Cuong | April 2, 1979 | Deputy General Manager | Chemical Engineer | Appointed in March, 2022 |
| 3 | Duong Thi Hai Ha | November 5, 1985 | Production manager | Intermediate Accounting | Appointed in February 2022 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Tran Thi Viet Oanh | December 25, 1973 | Bachelor of Economics | Appointed in December 2017 |

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 shareholders

Company and major shareholders, PDMR and affiliated persons of PDMR: Details in Appendix 2

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
2. Transactions between the Company and other entities:
	1. 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 have been and are founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting):

Hong Phat Chemical Company Limited

Thang Long Chemical Joint Stock Company

Van Loc Phat Investment Trading and Services Joint Stock Company

Tien Phong Plastic Joint Stock Company

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

Loans and financial leasing assistance: Mr. Tran Dang Cong, Mr. Chu Van Phuong

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

Appendix 2: 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 organization/individual | Relations with the Corporation | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Board Decisions No. (if any, specify promulgation date) | Content, quantity, total value of transaction | Note |
| 1 | Tran Dang Cong | Vice Chair of the Board of Directors-cum-General Manager and Person in charge of administrationCompany |  |  | 2023 | 1305/2023/NQ/HDQT- PGN dated May 13, 2023 | Loan amount of VND 3,000,000,000; Repay loan amount of VND 6,050,000,000; Pay loan interest amount of VND 267,904,163 |  |
| 2 | Chu Van Phuong | Member of the Board of Directors |  |  | 2023 | 1305/2023/NQ/HDQT-PGN dated May 13, 2023 | Pay interest on loan amount ofVND 279,250,001 |  |