**GCB: Annual Corporate Governance Report 2023**

On January 29, 2024, Petec Binh Dinh Joint Stock Company announced Report No. 02/2024/BC-CPPT on the corporate governance in 2023 as follows:

* Name of company: Petec Binh Dinh Joint Stock Company
* Head office address: No. 389 Tran Hung Dao Street, Quy Nhon City, Binh Dinh Province.
* Tel: 0256.3822233
* Fax: 0256.3823863 Email: [info@petecbidico.com.vn](mailto:info@petecbidico.com.vn)
* Charter capital: VND 40,391,470,000
* Securities code: GCB
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Management.
* 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 opinions via a ballot)

In the first three months of the year, the Company recorded the list of shareholders on March 9, 2023 to organize the Annual General Meeting of Shareholders 2023 in April 2023. The company organized the Annual General Meeting of Shareholders 2023 dated April 8, 2023 as follows:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 48/NQ/NK5-HDQT | February 15, 2023 | Record the list to hold the Annual General Meeting of Shareholders 2023 |
| 2 | 13/2023/QD-HDQT | March 30, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 of Petec Binh Dinh Joint Stock Company |
| 3 | General Mandate 2023 | April 8, 2023 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Tran Trong Binh | Chair of the Board of Directors | June 28, 2022 |  |
| 2 | Mr. Nguyen Thoi Dai | Deputy General Manager | April 6, 2023 |  |
| 3 | Mr. Pham Son Tung | Member of the Board of Directors | April 8, 2023 |  |
| 4 | Mr. Tran Quy Thang | Member of the Board of Directors | April 8, 2023 |  |
| 5 | Mr. Ngo Minh Hai | Member of the Board of Directors | June 28, 2022 | April 8, 2023 |
| 6 | Mr. Tang Vu Giang | Member of the Board of Directors | June 28, 2022 | April 8, 2023 |
| 7 | Mr. Nguyen Thanh Hai | Member of the Board of Directors | June 28, 2022 | April 8, 2023 |
| 8 | Ms. Nhu Thi Viet Dung | Independent member of the Board of Directors | June 28, 2022 |  |

1. Board Resolutions/Board Decisions in 2023

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| No. | Resolution/Decision No. | Date | Content |
| 1 | 48/NQ/NK5-HDQT | February 15, 2023 | Record the list of shareholders to organize the Annual General Meeting of Shareholders 2023 |
| 2 | 49/NQ/NK5-HDQT | February 16, 2023 | Dismissal of Mr. Luong Minh Tuan from the Deputy General Manager |
| 3 | 50/NQ/NK5-HDQT | February 23, 2023 | Dismissal of Mr. Nguyen Truong Quang from the Deputy General Manager |
| 4 | 51/NQ/NK5-HDQT | March 3, 2023 | Amend, supplement the share issuance plan for existing shareholders |
| 5 | 52/NQ/NK5-HDQT | April 6, 2023 | Appoint the Deputy General Manager of Petec Binh Dinh Joint Stock Company |
| 6 | 53/NQ/NK5-HDQT | April 8, 2023 | Dismiss General Manager of the Company and appoint Deputy General Manager in charge, legal representative of Petec Binh Dinh Joint Stock Company |
| 7 | 54/NQ/NK5-HDQT | April 8, 2023 | Approve the share listing document of Petec Binh Dinh Joint Stock Company |
| 8 | 54.1/NQ/NK5-HDQT | April 10, 2023 | Establish an Internal Supervisory Subcommittee under the Board of Directors and organization of capital mobilization (not credit organizations) to serve the business operations of Petec Binh Dinh Joint Stock Company |
| 9 | 55/NQ/NK5-HDQT | April 15, 2023 | Record the list of shareholders to carry out the share listing of the company at the Hanoi Stock Exchange |
| 10 | 56/NQ/NK5-HDQT | April 17, 2023 | Elect the position of Chair of the Board of Directors of Petec Binh Dinh Joint Stock Company |
| 11 | 57/NQ/NK5-HDQT | April 21, 2023 | Approve the line of credit with Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Dinh Branch |
| 12 | 59/NQ/NK5-HDQT | May 24, 2023 | Implement the plan on share issuance for existing shareholders |
| 13 | 60/NQ/NK5-HDQT | May 24, 2023 | Approve the registration dossier for the share offering to existing shareholders, the plan to ensure compliance with foreign ownership rates, and related matters |
| 14 | 61/NQ/NK5-HDQT | June 8, 2023 | Transaction of payments, deposits, loans, guarantees, opening of LC, and utilizing assets as collateral at the Bank for Investment and Development of Vietnam (BIDV) - Binh Dinh Branch |
| 15 | 62/NQ/NK5-HDQT | June 2, 2023 | Select auditing company for the fiscal year 2023 of Petec Binh Dinh Joint Stock Company |
| 16 | 63/NQ/NK5-HDQT | June 23, 2023 | Approve Salary, Bonus, and Other Support Regulations for Employees of Petec Binh Dinh Joint Stock Company |
| 17 | 64/NQ/NK5-HDQT | June 23, 2023 | Change the head of the Petec Binh Dinh Joint Stock Company Branch - Ho Chi Minh City Branch |
| 18 | 65/NQ/NK5-HDQT | June 29, 2023 | Approve the Financial Regulations of Petec Binh Dinh Joint Stock Company |
| 19 | 66/NQ/NK5-HDQT | June 29, 2023 | Approve the Management and Operation Regulations of Petec Binh Dinh Joint Stock Company |
| 20 | 67/NQ/NK5-HDQT | July 5, 2023 | Approve the detailed plan to use the capital obtained from the offering |
| 21 | 68/NQ/NK5-HDQT | July 25, 2023 | Approve the detailed Plan on using capital from the share offering to existing shareholders |
| 22 | 69/NQ/NK5-HDQT | August 25, 2023 | Appoint the General Manager of Petec Binh Dinh Joint Stock Company |
| 23 | 70/NQ/NK5-HDQT | August 29, 2023 | Appoint the position of Deputy General Manager of Finance -cum- Chief Accountant of Petec Binh Dinh Joint Stock Company |
| 24 | 70.1/NQ/NK5-HDQT | August 29, 2023 | Assign tasks between members of the Board of Directors of Petec Binh Dinh Joint Stock Company for the term of 2020 - 2025 and between the legal representatives of Petec Binh Dinh Joint Stock Company |
| 25 | 71/NQ/NK5-HDQT | September 13, 2023 | Terminate operation of Consumer Goods Trading and Processing Enterprise - Branch of Petec Binh Dinh Joint Stock Company |
| 26 | 73/NQ/NK5-HDQT | October 30, 2023 | Borrow capital at Agribank Binh Dinh Branch |
| 27 | 74/NQ/NK5-HDQT | December 14, 2023 | Invest in buying, selling, and exploiting assets such as land use rights, ownership rights of residential houses, and other properties attached to land in Bac Ninh province |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Le Thi Ngoc | Chief | Appoint: June 28, 2022  Dismiss: April 8, 2023 | Master of Economics, Finance and Banking |
| 2 | Mr. Hoang Anh Tuan | Member | Appoint: June 19, 2020; Dismiss: April 8, 2023 | Master of Corporate Finance |
| 3 | Mr. Nguyen Van Anh | Full-time member | Appoint: June 19, 2020  Dismiss: April 8, 2023 | Bachelor of Business Administration, Intermediate Accounting |
| 4 | Ms. Nguyen Thi Tham | Chief | Appoint: April 8, 2023 | Bachelor of Laws |
| 5 | Mr. Le Thanh Phong | Member | Appoint: April 8, 2023 | Bachelor of Auditing |
| 6 | Ms. Nguyen Thi Du | Member | Appoint: April 8, 2023 | Bachelor of Business Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Ngo Minh Hai | May 19, 1978 | Master in Business Administration | Appointment: November 04, 2021; Dismissal: April 8, 2023 |
| 2 | Mr. Luong Minh Tuan | August 28, 1974 | Master in Business Administration | Appointment: July 1, 2023; Dismissal: February 16, 2023 |
| 3 | Mr. Nguyen Truong Quang | April 28, 1982 | Industrial civil engineer | Appointment: March 1, 2022; Dismissal: February 23, 2023 |
| 4 | Mr. Nguyen Thoi Dai | November 2, 1976 | Bachelor of Economics | Appointment: April 6, 2023 |
| 5 | Ms. Nguyen Thi Bich Tram | October 14, 1982 | Master of Economics majoring in Accounting | Appointment: August 28, 2023 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment date |
| Ms. Nguyen Thi Bich Tram | October 14, 1982 | Master of Economics majoring in Accounting | Appoint: January 4, 2022 |

1. Training on corporate governance
2. List of affiliated persons of public company
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR: None.
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: None.
   1. Transactions between the Company and the 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 (as at the time of reporting): None.
   2. Transactions between the Company and companies executed by the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
   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, and the Manager (General Manager) and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR:
7. Company’s shares transactions between PDMR and affiliated persons: None.
8. Other significant issues: None.