**MHL: Annual Corporate Governance Report 2023**

On February 7, 2024, Minh Huu Lien Joint Stock Company announced Report No. 070224/BCQT-MHL on the corporate governance of the Company in 2023 as follows:

* Name of company: Minh Huu Lien Joint Stock Company
* Head office address: 41-43 Road D1, Him Lam Residential Area, Tan Hung Ward, District 7, Ho Chi Minh City
* Tel: 028 62874071
* Fax: 028,62874081
* Charter capital: VND 54,309,230,000
* Securities code: MHL
* 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/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 0704-2023/NQ-DHDCD | April 07, 2023 | The Annual General Mandate 2023 approved the following contents:* Approve the Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Approve the Report of the Board of Managers on the summary of the implementation of the production and business plan in 2022 and orientations and plans for 2023.
* Approve the Report on activities of the Supervisory Board in 2022 and the plan for 2023.
* Approve the production and business results for the fiscal year 2022, plan on profit distribution in 2022, Audited Financial Statements 2022, and business plan for 2023
* Approve on the authorization of the Board of Directors to select an audit company for 2023
* Approve “The remuneration and operating expenses for the Board of Directors and the Supervisory Board in 2023”.
* Approve the Contents on amendment and supplement to the Company's Charter
* Approve the Contents on the dismissal and additional election of members of the Board of Directors, the Supervisory Board for the term of 2020 - 2024.
* Approve the Contents on “the list of candidates for members of the Board of Directors and the Supervisory Board for the term 2020-2024”
* Approve the Contents “’’Stop implementing the Private Placement Plan in 2022"
* Approve “authorizing the Board of Directors to approve transactions, investments in 2023”
 |

1. ACTIVITIES OF THE BOARD OF DIRECTORS 2023

1 Information about members of the Board of Directors (BODs):

|  |  |  |  |
| --- | --- | --- | --- |
| 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. Huynh Dinh Thanh | Chair of the Board of Directors | May 05, 2022 |  |
| 2 | Ms. Tran Duy Kieu | Member of the Board of Directors | April 07, 2023 |  |
| 3 | Mr. Khuong Duc Cuong | Member of the Board of Directors | May 05, 2022 |  |
| 4 | Mr. Ngo Viet Phuong | Member of the Board of Directors | April 07, 2023 |  |
| 5 | Mr. Do Tien Dat | Independent member of the Board of Directors | April 07, 2023 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 08122022 /NQ-HDQT | December 08, 2022 | Approve personnel selection targets in the Company's business departments |
| 2 | 14022023/NQ-HDQT.MHL | February 14, 2023 | Approve the record date to exercise the rights to attend the Annual General Meeting of Shareholders 2023 |
| 3 | 15.03/NQ-HDQT.MHL | March 15, 2023 | Approve the list of candidates for members of the Board of Directors, the Supervisory Board |
| 4 | 24032023 /NQ-HDQT | March 24, 2023 | Approve the resignation letter of member of the Board of Directors, the Supervisory Board |
| 5 | 15092023 /NQ-HDQT | September 15, 2023 | Approve productivity bonuses for the sales department in case the revenue plan is achieved |
| 6 | 1509-2023/NQ-HDQT | September 15, 2023 | Collect shareholders’ opinions via a ballot |

1. The Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Date of dismissal |
| 1 | Mr. Khuong Si Toan | Chief of the Supervisory Board | April 07, 2023 |  | Bachelor |
| 2 | Mr. Nguyen Bat Hung | Members of the Supervisory Board | April 07, 2023 |  | Bachelor |
| 3 | Mr. Nguyen Duc Lam Duy | Members of the Supervisory Board | April 07, 2023 |  | Bachelor |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| Appointment date | Date of dismissal |
| 1 | Ms. Tran Duy Kieu | October 10, 1981 | Master | April 07, 2022 |  |
| 2 | Mr. Khuong Duc Cuong | October 08, 1978 | Bachelor | May 05, 2022 |  |
| 3 | Mr. Ngo Viet Phuong | May 16, 1979 | Bachelor | April 07, 2022 |  |

1. Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Appointment date | Dismissal date |
| 1 | Le Thanh Phuong | May 01, 1963 | Bachelor | May 11, 2022 |  |

1. Training on corporate governance.

None

1. List of affiliated persons of the public company and transactions between the affiliated persons of the Company and the Company itself:
2. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

During the period, the Company had transactions with related parties as follows:

Borrow:

Ms. Tran Duy Kieu - General Manager: VND 5,350,000,000

Mr. Huynh Dinh Thanh - Chair of the Board of Directors: VND 260,000,000

Prepayments to sellers:

Công ty TNHH Phú Minh Quân (tentatively translated as Phu Minh Quan Company Limited): VND 47,747,520,000

Income payments to the Board of Management:

Mr. Khuu Chi Cuong - the General Manager of Minh Huu Lien Joint Stock Company (dismissed on February 17, 2023): VND 51,183,000

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities: None
	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 (as at the time of reporting).
	2. Transactions between the Company and companies where 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).
	3. 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 Manager (General Manager) and other managers.
3. Share transactions of PDMR and affiliated persons of PDMR:
4. The Company’s share transaction of PDMR and affiliated persons

None

1. Other significant issues None