**HTC: Annual Corporate Governance Report 2023**

On January 29, 2024, HocMon Trade JSC announced Report No. 02/BCQT-HTC on corporate governance in 2023 as follows:

* Name of the Company: HocMon Trade JSC
* Head office address: No. 25 Ba Trieu Street, Group 1, Hoc Mon Town, Hoc Mon District, Ho Chi Minh City
* Tel: 028.38915 294-028.38913 942 Fax: 028.38910 457
* Email: hotraco@vnn.vn
* Charter capital: VND 164,999,930,000
* Securities code: HTC
* 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:

In 2023, HocMon Trade JSC held the Annual General Meeting of Shareholders on April 14, 2023 (on time as prescribed) at the Head office of the Company, No. 25 Ba Trieu Street, Group 1, Hoc Mon Town, Hoc Mon District, Ho Chi Minh City. There were 21 shareholders and authorized representatives attending the Meeting, representing 14,538,931 shares, equivalent to 88.11% of the Company’s total voting shares.

Information about the General Mandates as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No.  | Date | Content |
| 01 | 06/2023/NQ-DHDCD | April 14, 2023 | 1. Approve the Report on Operation of the Board of Directors in 2022 and the operation plan for 2023.
2. Approve the Report on the Summary of Activities of the Board of Directors 2022
3. Approve the plan for 2023
4. Approve the Report on activities of the Supervisory Board in 2022.
5. Approve the Audited Financial Statements 2022 of the Company.
6. Approve the plan for profit distribution and dividend payment for 2022.
7. Approve Remuneration settlement in 2022 and the plan on Remuneration settlement for the Board of Directors, the Supervisory Board, and the Secretariat of the Company in 2023.
8. Approve the selection of an audit company to audit/review the Financial Statements 2023.
 |

1. The Board Of Directors
2. Information about members of the Board of Directors
* The General Meeting of Shareholders 2022 on April 26, 2022, elected 07 members of the Board of Directors for the term of 2022-2027 and the Board of Directors agreed on electing Mr. Nguyen Tran Trong Nghia to hold the position of Chair of the Board of Directors.
* Board Resolution No. 12/2022/NQ-HDQT dated May 16, 2022, agreed to elect Mr. Le Van My as the Vice Chair of the Board of Directors.

List of current members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors (in the term of 2022-2027) |
| Appointment date | Dismissal date |
| 01 | Mr. Nguyen Tran Trong Nghia | Chair of the Board of Directors  | April 26, 2022 |  |
| 02 | Mr. Le Van My | Vice Chair of the Board of Directors  | May 16, 2022. |  |
| 03 | Mr. To Van Liem | Member | April 26, 2022. |  |
| 04 | Mr. Kieu Cong Tam | Member | April 26, 2022. |  |
| 05 | Mr. Le Phuc Tung | Member | April 26, 2022. |  |
| 06 | Mr. Pham Binh Phuong | Member | April 26, 2022. |  |
| 07 | Mr. Pham Hoang Liem | Member | April 26, 2022. |  |

1. Board Resolutions/Board Decisions:

In 2023, the Board of Directors of HocMon Trade JSC organized 06 meetings, respectively on April 06, April 14, August 30, and September 25 (there were 03 meetings in this day) and collected opinions of the members of the Board of Directors via a ballot on February 24, September 11, December 22. From there, the Board of Directors promulgated the Resolutions/Decisions with the following contents:

Board Resolutions in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 14, 2023. | * Agree the record list to organize the Annual General Meeting of Shareholders 2023

Record date: March 16, 2023.Implementation time: Expected in April 2023.Implementation venue: The head office of HocMon Trade JSC* Agree to authorize the Chair of the Board of Directors, the General Manager (Legal representative) to decide and establish legal procedures to organize the Annual General Meeting of Shareholders 2023.
 |
| 2 | 02/2023/NQ-HDQT | February 24, 2023. | On extending the time for the implementation of the residential housing Project at Xuan Thoi Dong Commune, Hoc Mon District, Ho Chi Minh City |
| 3 | 04/2023/NQ-HDQT | March 22, 2023. | * Approve the production and business results and profit distribution in 2022.
* Approve the plan for 2023:
* Approve the Financial Statements of 2022 (before and after consolidation) audited by VIETVALUES Auditing and Consulting Co., Ltd.
* Approve the expected expense for Investment - Renovation - Construction Amendment in 2023
* Approve the Proposal on the representative of capital at HocMon Trade JSC
* Approve the agenda, contents, and documents of the Annual General Meeting of Shareholders 2023
* The Board of Directors agrees to authorize the Chair of the Board of Directors to decide issues related to the organization of the Annual General Meeting of Shareholders 2023 of HocMon Trade JSC:
* Complete drafts of documents to submit to the General Meeting of Shareholders;
 |
| 4 | 05/2023/NQ-HDQT | March 24, 2023. | * Approve the record list for dividend prepayment for the third round of 2022

Record date: April 11, 2023.Implementation time: April 27, 2023.Agree to authorize the Chair of the Board of Directors and the General Manager (the legal representative) to implement legal procedures related to the above contents. |
| 5 | 06/2023/NQ-HDQT | April 14, 2023. | The Annual General Meeting of Shareholders 2023 of HocMon Trade JSC.* Approve the Report on activities of the Board of Directors in 2022 and the Report on business results in 2022
* Approve the business plan for 2023
* Approve the Report on activities of the Supervisory Board in 2022.
* Approve the Audited Financial Statement 2022 of the Company (before and after consolidation).
* Approve the Plan on profit distribution and dividend payment in 2022.
* Remuneration settlement in 2022 and the Plan on Remuneration settlement for the Board of Directors and the Supervisory Board in 2023.
* Approve the plan on selecting an audit company to audit/review the Financial Statements 2023 of the Company.
* The General Meeting of Shareholders assign the Chair of the Board of directors and the General Manager to successfully implement the contents in the Resolution and report the results in the next meeting
 |
| 6 | 07/2023/NQ-HDQT | April 26, 2023. | * Approve the internal auditor's Report 2022 audited by Parker Russell Vietnam Company Limited
* Agree to select Parker Russell Vietnam Company Limited as the internal audit company of 2023.
 |
| 7 | 08/2023/NQ-HDQT | May 10, 2023. | * Approve the rewarding plan in 2022 for members of the Board of Directors, the Supervisory Board, and the Secretariat of the Company
* Agree to authorize the Chair of the Board of Directors and the General Manager (the legal representative) to implement the above contents.
 |
| 8 | 09/2023/NQ-HDQT | May 24, 2023. | * Agree to dismiss Mr. Nguyen Quoc Huy from the positions of the person in charge of corporate governance and Secretariat of the company as of June 01, 2023
* Agree to appoint Mr. Phan Van Sang - the Assistant of the General Manager to hold the following positions:

Person in charge of corporate governance cum Secretariat of the Company for the remaining time of the term of 2022-2027, as of June 01, 2023The authorized person in charge of information disclosure of HocMon Trade JSC for the remaining time of the term of 2022-2027, as of June 01, 2023* Agree to fully authorize the Chair of the Board of Directors to promulgate Decisions on dismissing and appointing, Decisions on remuneration for the above personnel work
 |
| 9 | 10/2023/NQ-HDQT | June 19, 2023. | Agree on the internal audit Plan for the financial year ended on December 31, 2023, of HocMon Trade JSC (holding company) and Hoc Mon Agriculture Wholesale Market Company Limited (subsidiary) |
| 10 | 11/2023/NQ-HDQT | June 30, 2023. | On the key personnel work of HocMon Trade JSC and Hoc Mon Agriculture Wholesale Market Company Limited* Re-appoint Mr. Nguyen Tien Dung to hold the position of Deputy General Manager of HocMon Trade JSC, from July 01, 2023, to December 31, 2023
* Re-appoint Ms. Le Hong Dao to hold the position of Deputy Manager of Hoc Mon Agriculture Wholesale Market Company Limited from January 01, 2022, to December 31, 2022.
* The Board of Directors agreed to authorize the Chair of the Board of Directors to promulgate the decisions on appointment and decisions on salary for the above key personnel works.
 |
| 11 | 12/2023/NQ-HDQT | August 30, 2023. | * Approve the Report on the implementation of production and business duties in the first 06 months of 2023 of HocMon Trade JSC
* Approve the Semi-annual Financial Statements 2023 (before and after consolidation) of HocMon Trade JSC, audited by Vietvalues Audit & Consulting Co., Ltd.
* Agree on the temporary appropriation of the bonus and welfare Funds 2023 as per the proposal of the General Manager of the Company at Proposal No. 08//HTC-TTr dated August 23, 2023
 |
| 12 | 13/2023/NQ-HDQT | August 30, 2023. | 1. Agree on record the list for the dividend payment for the first round of 2023 as follows:
* Securities name: Shares of HocMon Trade JSC
* Securities code: HTC
* Securities type: Common share
* Par value: VND 10,000
* Record date: September 29, 2023.
* Reason and purpose: Dividend payment of 2023 in cash (the 1st round)
* Payment rate: 3% per share (shareholders receive VND 300 for every share they own).
* Payment time: October 16, 2023.
1. Agree to authorize the Chair of the Board of Directors and the General Manager (the legal representative) to implement legal procedures related to the above contents.
 |
| 13 | 14/2023/NQ-HDQT | August 30, 2023. | The Board of Directors authorized Mr. Le Van My, ID No. 079053003356, the General Manager of the company to represent the Company to sign all the dossiers related to capital borrowing at Shinhan Bank Vietnam Limited - Bac Sai Gon Branch as per the approved line of credit |
| 14 | 15/2023/NQ-HDQT | September 25, 2023. | 1. Approve the agreement on the termination and cancellation of land use rights transfer Contract No. 032551, certified by Notary Public of Notary Office No. 04 dated July 17, 2009, with Mr. Nguyen Van Thuy, ID No.: 079 058 006 230 and Ms. Mai Thi Thuy Nga, ID No.: 079 167 012 081.
2. Assign Mr. Le Van My, ID No.: 079 053 003 356, currently holds the position of the General Manager of HocMon Trade JSC, to represent the Company in negotiating and signing documents and agreement contract on the termination and cancellation of land use rights transfer Contract mentioned above. At the same time, Mr. Le van My has the rights to use the Company seal to sign agreement documents on the termination and cancellation of the mentioned contract
 |
| 15 | 16/2023/NQ-HDQT | September 25, 2023. | 1. Approve the agreement on signing the contract to receive the land use rights from Mr. Nguyen Van Thuyen, ID No.: 079 058 006 230, and Ms. Mai Thi Thuy Nga, ID No. 079 167 012 081 for the land use rights at the plot No.: 666, map sheet No.: 23, at Hoc Mon Town, Hoc Mon District, Ho Chi Minh City as per the Certificate on land use rights and ownership of houses and assets attached to the land No.: DI 179514, issued No. in the certificate book: CH01360, issued by the People’s Committee of Hoc Mon District, Ho Chi Minh City on September 18, 2023
2. Assign Mr. Le Van My, ID No.: 079 053 003 356, currently holds the position of the General Manager of HocMon Trade JSC, to represent the Company in negotiating and signing the contract on transferring land use rights, decide the price for the transfer, payment method, deposit, etc. At the same time, Mr. Le van My has the rights to use the Company seal to sign the mentioned contract
 |
| 16 | 17/2023/NQ-HDQT | November 29, 2023. | The Board of Directors authorized Mr. Le Van My - General Manager of the Company, ID No. 079053003356 issued on January 13, 2022, by The Police Department on Administrative Management of Social Order, currently hold the position of General Manager of the Company to represent the Company to sign all the dossiers, including Capital borrowing application, credit contract, capital withdrawal, Acknowledgment of Debt, debt repayment, adjustment of the debt repayment term, extension of line of credit, adjustment of the debt repayment schedule, and other arising work related to the capital borrowing process at BIDV Hoc Mon as per the approved line of credit |
| 17 | 18/2023/NQ-HDQT | November 29, 2023. | Agree on the record list for the dividend prepayment for the 2nd round of 2023 as follows:* Securities name: Shares of HocMon Trade JSC
* Securities code: HTC
* Securities type: Common share
* Par value: VND 10,000
* Record date: December 19, 2023.
* Reason and purpose: Dividend payment for the 2nd round of 2023 in cash
* Payment rate: 3% per share (shareholders receive VND 300 for every share they own).
* Payment time: January 9, 2024.
 |
| 18 | 19/2023/NQ-HDQT | December 22, 2023. | 1. Approve the policy on signing the service Contract for collecting and transporting waste at the Hoc Mon Agricultural Products Wholesales Market between tHoc Mon Agriculture Wholesale Market Company Limited and Ho Chi Minh City Urban Environment Company Limited 2024 with a value under VND 07 billion per year
2. Assign the Manager of Hoc Mon Agriculture Wholesale Market Company Limited to take responsibility for negotiating, signing, and organizing the implementation of the above contract with the partner, ensuring it does not incur cost or affect the settled production and business results (2023, 2022,...); ensure to bring the best results for the company as per the submitted production and business plan 2024
3. Assign the Board of Directors of Hoc Mon Agriculture Wholesale Market Company Limited, a representative of HocMon Trade JSC to continue to supervise and assist the Hoc Mon Agriculture Wholesale Market Company Limited to implement the contract as per the approved direction
 |

1. Board Decisions in 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Decision No. | Date | Content |
| 1 | Decision No. 01/QD-HTC-HDQT | February 7, 2023. | Decision on the retirement of Mr. To Van Liem |
| 2 | Decision No. 02/QD-HTC-HDQT | March 22, 2023. | Decide on the time and venue to hold the Annual General Meeting of Shareholders 2023; |
| 3 | Decision No. 03/HDQT-QD | March 16, 2023. | Decision on dismissing Mr. Nguyen Ngoc Thao from the position of capital representative at Hoc Mon Foods Processing Corporation |
| 4 | Decision No. 04/HDQT-QD | March 16, 2023. | Decision on nominating Mr. Le Van My to participate as capital representative at Hoc Mon Foods Processing Corporation |
| 5 | Decision No. 05/HDQT-QD | March 16, 2023. | Decision on nominating Mr. To Van Liem to participate as capital representative at Hoc Mon Foods Processing Corporation |
| 6 | Decision No. 06/QD-HDQT | March 31, 2022. | Decision on nominating Mr. Le Anh Phuong to participate as capital representative at Hoc Mon Foods Processing Corporation |
| 7 | Decision No. 07/2023/QD-HDQT | April 28, 2023. | Decision on re-appointing Mr. To Van Liem - Deputy General manager of HocMon Trade JSC |
| 8 | Decision No. 08/QD-HDQT | May 24, 2023. | Decision on dismissing Mr. Nguyen Quoc Huy - Person in charge of corporate governance cum Secretariat of the Company and the authorized person in charge of information disclosure of HocMon Trade JSC |
| 9 | Decision No. 09/QD-HDQT | May 24, 2023. | Decision on appointing Mr. Phan Van Sang as the Person in charge of corporate governance cum Secretariat of the Company and the authorized person in charge of information disclosure of HocMon Trade JSC |
| 10 | Decision No. 10/QD-HDQT | June 27, 2023. | Decision on re-appointing Mr. Le Van My to hold the position of General Manager of HocMon Trade JSC |
| 11 | Decision No. 11/QD-HDQT | June 30, 2023. | Decision on re-appointing Mr. Nguyen Tien Dung to hold the position of Deputy General Manager of the Company |

1. The Supervisory Board (Annual Report 2023):
2. Information about members of the Supervisory Board:

The Annual General Meeting of Shareholders 2022 dated April 26, 2022, elected 03 members of the Supervisory Board for the term of 2022-2027 and the Supervisory Board agreed to elect Mr. Le Van Teo to hold the position of the Chief of the Supervisory Board of HocMon Trade JSC

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board (in the term of 2022-2027) | Qualification |
| 1 | Mr. Le Van Teo | Chief | Date of appointment April 26, 2022. | * Bachelor of Economics
* Bachelor of Laws
 |
| 2 | Ms. Tran Thuy Hong | Member | Date of appointment April 26, 2022. | * Master of Finance
* Bachelor of Accounting
 |
| 3 | Mr. Le Ngoc Nguyen Hoang | Member | Date of appointment April 26, 2022. | Bachelor of Enterprise Accounting |

1. The Executive Board

Within the reporting period, there was no incident leads to the change in the member of the Executive Board The Executive Board has 05 member as of the time of reporting

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as members of the Executive Board (in the term of 2022-2027) |
| 1 | Mr. Le Van My - General Manager | June 1, 1953. | Bachelor of Laws | Re-appointed on June 27, 2023. |
| 2 | Mr. Nguyen Ngoc Thao - (Deputy General Manager) | September 23, 1963. | Bachelor of EconomicsBachelor of Laws | Appointed on May 16, 2022. |
| 3 | Mr.To Van Liem - Deputy General Manager | July 30, 1962. | Intermediate in Economics | Re-appointed on April 28, 2023. |
| 4 | Mr. Kieu Cong Tam - Deputy General Manager | March 10, 1967. | Intermediate in Planning | Re-appointed on May 16, 2022. |
| 5 | Mr. Nguyen Tien Dung - Deputy General Manager | June 2, 1960. | Industrial Economics | Re-appointed on June 30, 2023. |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification  | Date of appointment/dismissal (term 2022-2027) |
| Ms. Phan Thi Hong Phuc | December 10, 1985. | Bachelor of Business Administration | Re-appointed on May 16, 2022. |

1. Training on corporate governance:
2. List of affiliated persons of the public company (semi-annual report) and transactions between affiliated 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

None

1. Transactions between the Company’s PDMR, affiliated persons of PDMR, and subsidiaries or companies controlled by the Company

None

1. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies in which 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 Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting):

None

* 1. Transactions between the Company and the company where affiliated persons of members of the Board of Directors, the General Manager and other managers are the members of the Board of Directors, the Executive General Manager

Attached in List VII 4

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

None

1. Share transactions of PDMR and affiliated persons of PDMR (Report of the first 6 months in 2022):
2. Company’s shares transaction of PDMR and affiliated persons:

Attached in List VII 2

1. OTHER SIGNIFICANT ISSUES:

None

List VII.4

VII. List of affiliated persons of the public company (Annual Report of 2023) and transactions between the affiliated persons of the Company with the Company itself

Transactions between the Company and the company where affiliated persons of the members of the Board of Directors, the General Manager and other managers are the members of the Board of Directors, the Executive General Manager

Petrolimex Saigon is one of the main suppliers of petroleum products for HocMon Trade JSC and at the same time, Petrolimex Saigon is a shareholder holding 9.545% of total shares of HocMon Trade JSC.

HocMon Trade JSC currently has a petroleum sale and purchase transaction with Petrolimex Saigon under the Petroleum sale and purchase contract No. 02001600/TNPP-2020 dated January 8, 2020 (The contract took effect from January 08, 2020 to the end of March 31, 2024).

In the first 6 months of 2022, the two companies had conducted petroleum sale and purchase transactions as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Products | Quantity (Liter) | Amount before tax (VND) | Payment amount (VND) |
| 1 | RON 95-III | 568,000 | 11,688542,000 | 12,857,396,200 |
| 2 | E5 RON 92-II | 250,000 | 4,841,518,000 | 5,325,669,800 |
|  | Total | 818,000 | 16,530,060,000 | 18,183,066,000 |

HocMon Trade JSC had a petroleum sale transaction with Transimex Joint Stock Company under the Direct consumption contract No. 330/HDTTTT-2023 signed on December 30, 2022 (The contract took effect from March 1, 2021 to the end of December 31, 2023).

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Products | Quantity (Liter) | Amount before tax (VND) | Payment amount (VND) |
| 1 | DO 0,05S-II | 1,056,000 | 18,517,381,817 | 20,369,120,000 |
|  | Total | 1,056,000 | 18,517,381,817 | 20,369,120,000 |

In addition, in 2023, the Company had no transactions that have been signed or performed with the companies, subsidiaries, and companies controlled by the Company’s members of the Board of Directors, members of the Supervisory Board, the General Manager, managers and affiliated persons of the above subjects.

List VIII.2

VIII. SHARE TRANSACTIONS OF PDMR AND AFFILIATED PERSONS OF PDMR (ANNUAL REPORT 2023)

1. Company’s shares transaction of PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the opening of the period (January 1, 2022) | Number of shares owned at the end of the period (December 30, 2023) | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate (1) | Number of shares | Rate (2) |
| 1 | Ms. Phan Bach Ngoc | Wife of Mr. Le Van My - Vice Chair of the Board of Directors, General Manager, and Legal Representative | 100,000 | 0.91% | 187,500 | 1.14% | Buy: 25,000 sharesBonus share 62,500 shares |
| 2 | Mr. Le Phan Trung Hieu | Son of Mr. Le Van My - Vice-Chair of the Board of Directors, General Manager, and Legal Representative | 100,000 | 0.91% | 180,000 | 1.09% | Buy: 20,000 sharesBonus share 60,000 shares  |
| 3 | Mr. Phan Huy Hoang | Sibling of Ms. Phan Thi Hong Phuc - the Chief Accountant cum the Head of the Finance - Accounting Department | 0 | 0.00% | 7,500 | 0.045% | Buy: 5,000 sharesBonus share 2,500 shares |
| 4 | Mr. Le Van My | Vice-Chair of the Board of Directors, General Manager, Legal Representative | 1,122,060 | 10.20% | 1,683,090 | 10.20% | Bonus share 561,030 shares |
| 5 | Mr. To Van Liem | Member of Board of Directors, Deputy General Manager | 53,570 | 0.49% | 80,355 | 0.49% | Bonus share 26,785 shares |
| 6 | Mr. Kieu Cong Tam | Member of Board of Directors, Deputy General Manager | 46,820 | 0.43% | 70,230 | 0.43% | Bonus share 23,410 shares |
| 7 | Mr. Le Van Teo | Chief of the Supervisory Board: | 38,500 | 0.35% | 57,750 | 0.35% | Bonus share 19,250 shares |
| 8 | Mr. Nguyen Ngoc Thao | Deputy General Manager | 103,570 | 0.94% | 155,355 | 0.94% | Bonus share 51,785 shares |
| 9 | Mr. Nguyen Tien Dung | Deputy General Manager cum Manager of Hoc Mon Agriculture Wholesale Market Company Limited | 173,610 | 1.58% | 260,415 | 1.58% | Bonus share 86,805 shares |
| 10 | Ms. Phan Thi Hong Phuc  | Chief Accountant cum Head of Finance and Accounting Department | 23,120 | 0.21% | 34,680 | 0.21% | Bonus share 11,560 shares  |

(1) Charter capital: VND 110,000,000,000

(2) Charter capital: VND 164,999,930,000