**MSR: Annual Corporate Governance Report 2023**

On January 29, 2024, Masan High-Tech Materials Corporation announced Report No. 46/2024/BC-MHT on the corporate governance of 2023 as follows:

Company's name: Masan High-Tech Materials Corporation

* Head office address: Room 802, 8th Floor, Central Plaza, No. 17 Le Duan Road, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam
* Tel: 028 6256 3862 Fax: 028 3 827 4115 Email:
* Charter capital: VND 10,991,554,200,000
* Securities code: MSR
* Corporate Governance Model:
* The General Meeting, Board of Directors (including the Audit Committee under the Board of Directors) and Managing Director.
* Internal audit: None
1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting No. | Date | Content |
| 1 | 199/2023/NQ-DHDCD | April 18, 2023 | * Approve the Report of the Board of Directors on the operation results of the Board of Directors in 2022;
* Approve the Activity Report of the independent member of the Board of Directors in the Audit Committee in 2022;
* Approve the Financial Statements 2022 of the Company audited by KPMG Limited;
* Approve the consolidated business plan of the Company in 2023.
* Approve the dividend distribution plan in 2022;
* Approve the dividend prepayment in 2023;
* Approve the selection of one of the following auditing companies as the auditor for the Company's fiscal year 2023 and authorize the Board of Directors to select and sign an audit contract with one of the companies.
* KPMG Company Limited;
* Deloitte Vietnam Company Limited;
* PwC (Vietnam) Limited; and
* Ernst & Young Vietnam Limited Company
* Approve the remuneration of members of the Board of Directors in 2023 at VND 0 and the budget plan for the operating expenses of the Board of Directors, including the committees under the Board of Directors (if any) in 2023 not more than VND 1 billion;
* Approve the issuance plan under the Employee Stock Ownership Plan;
* Approve the dismissal of Mr. Akira Osada as member of the Board of Directors from April 1, 2023
* Approve the appointment of Mr. Tadazaku Ohashi as member of the Board of Directors for the rest of the 2021-2026 term;
* Approve listing the Company's bonds in the public offering in 2023 and registering centralized trading for privately placed bonds;
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1. Board of Directors (Annual Report);
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Date of appointment | Dismissal date |
| 1 | Mr. Danny Le | Chair of the Board of Directors (Non-executive member) | April 19, 2019 | - |
| 2. | Mr. Nguyen Thieu Nam | 1st Vice Chair of the Board of Directors (Non-executive member) | February 18, 2013 |  |
| 3. | Mr. Craig Richard Bradshaw | Member of the Board of Directors (Executive member) | April 16, 2019 | - |
| 4. | Mr. Tadakazu Ohashi | Member of the Board of Directors (Non-executive member) | April 18, 2023 |  |
| 5. | Ms. Nguyen Thu Hien | Independent member of the Board of Directors | April 12, 2021 |  |

1. Board Resolutions/Board Decisions (Annual Report):

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| --- | --- | --- | --- |
| No. | Board Resolution  | Date | Contents |
| 1 | 62/2023/NQ-HDQT | February 20, 2023 | Approve the appointment of Ms. Dinh Le Hang as the Deputy Managing Director of the Company |
| 2 | 177/2023/NQ-HDQT | April 11, 2023 | * Approved the meeting date of the Annual General Meeting 2023 is Tuesday, April 18, 2023.
* Approve the scheduled meeting of the Annual General Meeting 2023.
* Approve the submission of the Financial Statements 2022 audited by KPMG Company Limited to the General Meeting;
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| 3 | 299/2023/NQ-HDQT | June 09, 2023 | - Approve the issuance of guarantees for the payment obligations of Nui Phao Mining Company Limited and Masan Tungsten Limited Liability Company related to the interconnected short-term credit limit with a value of up to VND 400,000,000 at HDBank. |
| 4 | 481/2023/NQ-HDQT | August 01, 2023 | - Approve the issuance of guarantees for the payment obligations of Nui Phao Mining Company Limited. and Masan Tungsten Limited Liability Company related to the short-term credit limit with a value of up to VND 1,200,000,000,000 at Vietnam Prosperity Joint Stock Commercial Bank  |
| 5 | 587/2023/NQ-HDQT | November 07, 2023 | - Approved the bond issuance plan MSRB2328001 at a maximum par value of VND 500,000,000,000  |
| 6 | 588/2023/NQ-HDQT | November 07, 2023 | - Approved the bond issuance plan MSRB2328002 at a maximum par value of VND 500,000,000,000 |
| 7 | 589/2023/NQ-HDQT | November 07, 2023 | - Approved the bond issuance plan MSRB2328003 at a maximum par value of VND 500,000,000,000 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee | Position | Date of appointment/dismissal as member of the Audit Committee | Professional Qualification |
| 1 | Ms. Nguyen Thu Hien | Chair of the Audit Committee | April 12, 2021 | * Bachelor of Foreign Trade Economics, Foreign Trade University, Hanoi City - Master of Business Administration, Asian Institute of Management, Makati, Manila, Philippines.
* International Internal Auditor, American Institute of International Internal Auditors.
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| 2 | Mr. Nguyen Thieu Nam | Member | April 12, 2021 | Bachelor of Commerce |

1. Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Craig Richard Bradshaw- Managing Director | September 29, 1971 | Bachelor of Business, University of Southern Queensland, Australia | July 31, 2017 |
| 2. | Ms. Dinh Le Hang - Deputy Managing Director | May 03, 1972 | Bachelor of Accounting - Hanoi University, Master of International Accounting - Swinburne University of Technology, Australia. | February 20, 2023 |
| 3. | Mr. Hady Seyeda- Deputy Managing Director | February 11, 1966 | ● Doctor of Science - University of Bonn | April 12, 2021 |
| 4. | Mr. Nguyen Huy Tuan- Finance Manager | August 18, 1991 | Bachelor of Foreign Trade University - major in Foreign Economics, member of ACCA | January 18, 2024 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification: | Date of appointment /dismissal |
| Nguyen Thi Thanh Mai | January 21, 1974 | Bachelor of Accounting - National Economics University | July 23, 2018 |

1. Training on corporate governance
2. List of related persons of the public company (Annual report) and transactions between the related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue and Place of issue of NSH | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | Masan Tungsten Limited Liability Company | Subsidiary | 4601163743 issued on January 15, 2014 in Thai Nguyen | Suoi Cat Hamlet, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province | 2023 | 154/2022/NQ- DHDCD dated April 25, 2022 | MHT earns income from business cooperation contracts |  |
| 2 | Masan Tungsten Limited Liability Company | Subsidiary | 4601163743 issued on January 15, 2014 in Thai Nguyen | Suoi Cat Hamlet, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province | 2023 | 154/2022/NQ- DHDCD dated April 25, 2022 | MHT interest expense |  |
| 3 | Nui Phao Mining Company Limited | Subsidiary | 4600864513 issued on July 05, 2010 in Thai Nguyen | Suoi Cat Hamlet, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province | 2023 | 154/2022/NQ- DHDCD dated April 25, 2022 | MHT earns income from business cooperation contracts |  |

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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/Passport No., Date of issue, Place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Nui Phao Mining Company Limited | Related person of PDMR |  |  |  | Masan Tungsten Limited Liability Company | 2023 | Nui Phao Mining Company Limited sold goods, total value: |  |
| 2 | Nui Phao Mining Company Limited | Related person of PDMR |  |  |  | Masan Tungsten Limited Liability Company | 2023 | Nui Phao Mining Company Limited had income from expenses recovery, total value: |  |
| 3 | Masan Consumer Corporation | Related person of PDMR |  |  |  | Nui Phao Mining Company Limited | 2023 | Goods sales to Nui Phao Mining Company Limited, total value: |  |
| 4 | Masan Consumer Corporation | Related person of PDMR |  |  |  | Nui Phao Mining Company Limited | 2023 | Providing labor services for NPM |  |
| 5 | Wincommerce General Commercial Services Joint Stock Company | Related person of PDMR |  |  |  | Nui Phao Mining Company Limited | 2023 | WCM holds bonds issued by NPM, interest expense |  |
| 6 | Masan Tungsten Limited Liability Company | Related person of PDMR |  |  |  | Nui Phao Mining Company Limited | 2023 | MTC sells goods to NPM |  |
| 7 | Masan Tungsten Limited Liability Company | Related person of PDMR |  |  |  | Nui Phao Mining Company Limited | 2023 | MTC lends to NPMC, Interest expense |  |
| 8 | Masan Tungsten Limited Liability Company | Related person of PDMR |  |  |  | H.C StarckTungsten GmbH | 2023 | MTC sells goods |  |
| 9 | Masan Tungsten Limited Liability Company | Related person of PDMR |  |  |  | H.C. Starck Tungsten LLC (USA) | 2023 | MTC sells goods |  |
| 10 | Masan Tungsten Limited Liability Company | Related person of PDMR |  |  |  | H.C. Starck Canada Inc. | 2023 | MTC sells goods |  |
| 11 | H.C. Starck Tungsten GmbH | Related person of PDMR |  |  |  | Masan Tungsten Limited Liability Company | 2023 | MTC pays shipping costs |  |
| 12 | H.C. Starck Tungsten GmbH | Related person of PDMR |  |  |  | Masan Tungsten Limited Liability Company | 2023 | MTC Buy materials |  |

1. Transactions between the Company and other entities/
2. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers have been founding members or members of the Board of Directors and Executive Manager (the Managing Director) for the past three (03) years (as at the date of reporting).

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| --- | --- | --- | --- |
| Year of incurrence | Related parties (having transactions with the Company) | Relations with the Company | Transactions |
| 2020 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee obligations of Nui Phao Mining Company Limited relating to Termination Agreement with 5N Plus Inc and 5N Plus Asia Limited |
| 2020 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee obligations of Nui Phao Mining Company Limited relating to Prepayment Contract with Traxys Europe S.A. |
| 2020 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee payment obligation of Masan Tungsten Company Ltd. relating to line of credit between Masan Tungsten Company Ltd. and Vietnam Prosperity Joint-Stock Commercial Bank |
| 2021 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Business cooperation contract |
| 2021 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Masan High-Tech Materials Corporation had income from expenses recovery: |
| 2021 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Business cooperation contract |
| 2021 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Masan High-Tech Materials Corporation had income from expenses recovery: |
| 2021 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | MHT borrows from MTC and pays interest |
| 2021 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Nui Phao Mining Company Limited had income from expenses recovery: |
| 2022 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee payment obligation of Masan Tungsten Company Ltd. relating to line of credit between Masan Tungsten Company Ltd. and Ho Chi Minh Development Joint Stock Commercial Bank |
| 2022 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee payment obligation of Nui Phao Mining Company Limited relating to line of credit between Nui Phao Mining Company Limited and Ho Chi Minh Development Joint Stock Commercial Bank |
| 2022 | Nui Phao Mining Company Limited | The Company's member of the Board of Directors is the related party’s member of the Board of Directors | Guarantee payment obligation of Nui Phao Mining Company Limited relating to line of credit between Nui Phao Mining Company Limited and Vietnam Prosperity Joint-Stock Commercial Bank |
| 2023 | Masan Group Corporation | The Company's member of the Board of Directors is also the Managing Director of the Company | Service contract |
| 2023 | Masan Group Corporation | The Company's member of the Board of Directors is also the Managing Director of the Company | Bond interest arises during the year. |
| 2023 | Nui Phao Mining Company Ltd | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Profit from business cooperation contracts arising during the year |
| 2023 | Nui Phao Mining Company Ltd | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Payment transactions on behalf of subsidiaries |
| 2023 | Nui Phao Mining Company Ltd | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Subsidiary transactions paid on behalf of MHT |
| 2023 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Profits from business cooperation contracts |
| 2023 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Loan from subsidiary |
| 2023 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Payment transactions on behalf of subsidiaries |
| 2023 | Masan Tungsten Limited Liability Company | The Company's member of the Board of Directors is also the member of the Board of Members of the company | Interest expenses incurred during the year for subsidiaries |

* 1. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (the Managing Director) and other managers who are members of the Board of Directors and Executive Manager (the Managing Director).

None

* 1. 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, Executive Manager (Managing Director) and other managers.

None

1. Stock transactions of PDMR and related persons of PDMR (Annual Report)
2. Transaction of PDMR and related persons related to the Company’s shares:

None

1. Other significant issues:

None