**CTB: Annual Corporate Governance Report 2023**

On January 30, 2024, Hai Duong Pump Manufacturing JSC announced Report No. 50/BCQT-HAPUMA on the corporate governance in 2023 as follows:

* Name of listed company: Hai Duong Pump Manufacturing JSC
* Head office address: No. 2, Ngo Quyen Street, Cam Thuong Ward, Hai Duong City, Hai Duong Province, Vietnam
* Tel: 0220 3853496/ 0220 3844876 Fax: 0220 3859336
* Email: [info@hapuma.com](mailto:info@hapuma.com)
* Charter capital: VND 136,800,000,000
* Securities code: CTB
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.

The Board of Directors appointed Ms. Nguyen Hai Yen to hold the position of Internal Auditor as of May 01, 2021. Ms. Nguyen Hai Yen is responsible for checking, evaluating, and consulting, internal auditing, announcing independent, objective warranties and recommendations on the internal control system of Hai Duong Pump Manufacturing JSC that was established and operated properly to prevent, detect, and handle risks; processes of corporate governance and risk management that can ensure the efficiency and high performance; operational goals and strategic goals, plans and tasks that the Company achieved; other tasks specified in Decree No. 05/2019/ND-CP.

1. Activities of the General Meeting of Shareholders

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 237/NQ-DHDCD/HAPUMA | April 14, 2023 | The Annual General Meeting of Shareholders 2023:   * Approve the following reports: Report of the General Manager on production and business results in 2022, the plan targets and implementation measures in 2023; Report of the Board of Directors on activities in 2012 and orientation for 2023; Report on the summarization of activities of the Supervisory Board in 2022; * Approve the Proposal of the Board of Directors on Financial Statements in 2022, audited by TTP Auditing Company Limited * Approve the Proposal of the Board of Directors on the profit after tax distribution plan in 2022; the plan targets for 2023; the selection of an audit company for the Financial Statements in 2023; * Authorize the Board of Directors of Hai Duong Pump Manufacturing JSC to implement contracts of buying/selling and borrowing capital with a maximum value of up to VND 2,000 billion according to the principle of ensuring efficiency and capital preservation of the Company; |

1. The Board of Directors
2. Information about members of the Board of Directors: 05 members

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Pham Manh Ha | Chair of the Board of Directors | July 01, 2020 (\*) |  |
| 2 | Nguyen Trong Nam | Member | January, 2010 |  |
| 3 | Vu Kim Chung | Member | November 23, 2020 |  |
| 4 | Doan Thi Lan Phuong | Member | May 27, 2022 |  |
| 5 | Hoang Phuong | Member | May 27, 2022 |  |

(\*) Mr. Pham Manh Ha was appointed as member of the Board of Directors from March, 2012 and as the Chair of the Board of Directors from July, 2020.

1. Board Resolutions/Board Decisions

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| No. | Board Resolution/Board Decision No. | Date | Main contents: |
| I | Board Resolutions |  |  |
| 1 | 01/2023/NQ-HDQT/HAPUMA | January 19, 2023 | Approve the Financial Statements Q4/2022 and prepayment of Bonus fund for the Executive Board |
| 2 | 02/2023/NQ-HDQT/HAPUMA | February 22, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023/NQ-HDQT/HAPUMA | February 22, 2023 | Approve the policy of appointing the positions of Deputy Manager and Chief Accountant of Hanoi Branch; establish the Land Clearance Committee of the Company |
| 4 | 04/2023/NQ-HDQT/HAPUMA | March 13, 2023 | Approve the audited Financial Statements in 2022; approve the policy of restructuring the Business unit; adjust and supplement the Regulations on salary payment; sign the labor contract with senior personnel |
| 5 | 05/2023/NQ-HDQT/HAPUMA | April 21, 2023 | Approve the Financial Statements Q1/2023; Settlement of Bonus fund for the Executive Board in 2022 |
| 6 | 06/2023/NQ-HDQT/HAPUMA | May 15, 2023 | Select an audit company for the fiscal year 2023 |
| 7 | 07/2023/NQ-HDQT/HAPUMA | May 15, 2023 | Authorize the General Manager to implement the contract of up to VND 2,000 billion |
| 8 | 08/2023/NQ-HDQT/HAPUMA | May 30, 2023 | Approve the contents of the Regulations on payroll for the indirect unit V.23.055 |
| 9 | 09/2023/NQ-HDQT/HAPUMA | June 28, 2023 | Adjust the Company’s organizational structure. |
| 10 | 10/2023/NQ-HDQT/HAPUMA | July 21, 2023 | Approve the Financial Statements in Q2/2023 |
| 11 | 11/2023/NQ-HDQT/HAPUMA | August 11, 2023 | Dividend payment 2022 in cash |
| 12 | 12/2023/NQ-HDQT/HAPUMA | August 30, 2023 | Approve the policy of appointing managerial officers (deputy manager of the Design Department) |
| 13 | 13/2023/NQ-HDQT/HAPUMA | August 30, 2023 | Approve the Regulations on payroll for the indirect unit V.23.09 |
| 14 | 14/2023/NQ-HDQT/HAPUMA | October 24, 2023 | Approve the Financial Statements in Q3/2023; approve the policy of appointing managerial officers (deputy manager of the Business Department); approve the contents adjusted for the first time on Regulations on payroll for the indirect unit V.23.09 |
| 15 | 15/2023/NQ-HDQT/HAPUMA | December 15, 2023 | Approve the policy of appointing managerial officers; approve the contents adjusted for the second time on Regulations on payroll for the indirect unit V.23.09 |
| 16 | 16/2023/NQ-HDQT/HAPUMA | December 15, 2023 | Dismiss and appoint managerial officers (Hanoi Branch) |
| II | Board Decisions |  |  |
| 1 | 01/2023/QD-HDQT/HAPUMA | May 30, 2023 | Piece wage for a number of individuals |
| 2 | 02/2023/QD-HDQT/HAPUMA | August 30, 2023 | Piece wage for a number of individuals (as per the Regulations on payroll for the indirect unit V.23.09) |
| 3 | 03/2023/QD-HDQT/HAPUMA | October 24, 2023 | Piece wage for a number of individuals (as per the Regulations on payroll for the indirect unit V.23.09, first-time adjusted) |
| 4 | 04/2023/QD-HDQT/HAPUMA | December 15, 2023 | Dismiss managerial officers (Hanoi Branch) |
| 5 | 05/2023/QD-HDQT/HAPUMA | December 15, 2023 | Appoint managerial officers (Hanoi Branch) |
| 6 | 06/2023/QD-HDQT/HAPUMA | December 15, 2023 | Appoint managerial officers (Hanoi Branch, salary issues) |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Board of Directors | Qualification |
| 1 | Ms. Tran Thu Ha | Chief | Appointed on May 27, 2022 | Bachelor of Industrial Accounting |
| 2 | Mr. Nguyen Ngoc Bao | Member | Appointed on February 13, 2017 | Metallurgical Engineer |
| 3 | Mr. Le Thanh Ha | Member | Appointed on May 27, 2022 | Mechanical Materials and Metal Rolling Engineer |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Trong Nam | November 10, 1959 | Mechanical Engineer | Appointed on September 01, 2010 |
| 2 | Mr. Dao Dinh Toan | December 29, 1965 | Mechanical Engineer | Appointed on June 01, 2011 |
| 3 | Mr. Nghiem Trong Van | January 1, 1972 | Bachelor of Economics | Appointed on March 18, 2018 |
| 4 | Mr. Vu Kim Chung | October 16, 1968 | Construction Engineer | Appointed on September 3, 2019 |
| 5 | Ms. Doan Thi Lan Phuong | November 28, 1981 | Bachelor of Economics | Appointed on January 1, 2020 |
| 6 | Mr. Tran Manh Ha | June 3, 1977 | Mechanical Engineer | Appointed on November 1, 2020 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Doan Thi Lan Phuong | November 28, 1981 | Bachelor of Economics majoring in Enterprise Accounting | January 1, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the listed Company 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.
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company: None.
5. 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 Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting). None.
   2. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive General Manager are members of the Board of Directors, the Executive General Manager None.
   3. Other transactions (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 and the Executive General Manager: None.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons of PDMR None.
8. Other significant issues None.