

**Appendix V**  
**REPORT ON CORPORATE GOVERNANCE**

**MBG GROUP JOINT STOCK  
COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

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**Số: 2301/2025/BC-MBG**

*Hanoi, 23rd January 2025*

**REPORT ON CORPORATE GOVERNANCE at 2024**

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: **MBG GROUP JOINT STOCK COMPANY**
- Address of headoffice: No.906 Nguyen Khoai, 10 luster, Thanh Tri Ward, Hoang Mai district, Ha Noi city.
- The office: No.9, 61/4 Alley, Lac Trung Quarter, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City, Vietnam. .
- Telephone: 024.3644.7655 Email: [vidicojsc@gmail.com](mailto:vidicojsc@gmail.com)
- Chart capital: 1,202,185,400,000 VNĐ (One thousand two hundred and two billion one hundred and eighty five million four hundred thousand dong./.)
- Stock symbol: MBG
- Governance model :
  - + General Meeting of Shareholders, Board of Director, Board of Supervisors, General Director and Director.
- The implementation of internal audit: Implemented.

**I. Activities of the General Meeting of Shareholders**

Information on resolutions of the General Meeting of Shareholders :

On 6th June 2024, MBG Group Joint Stock Company held the 2023 Annual General Meeting of Shareholders. The meeting was a great success.

No.	Resolution/Decision No.	Date	Content
01	0306/NQ-ĐHĐCĐ	03/06/2024	<ul style="list-style-type: none"><li>- Approval of the Board of Management operational report in 2023</li><li>- Approval of the Board of General</li></ul>

			<p>Directors report in 2023</p> <ul style="list-style-type: none"> <li>- Approval of the Board of Supervisors in 2023</li> <li>- Approval of the content of the proposal 01/2024/TTr-HĐQT V/v Approval of Financial statement year ended 31 December, 2023 have been audited.</li> <li>- Approval of the content of the proposal No. 02/2024/TTr-HĐQT V/v Business Plan in 2024.</li> <li>- Approval of the content of the proposal No. 03/2023/TTr- HĐQT V/v Choosing an external audit of fiscal year 2024.</li> <li>- Approval of the content of the proposal No. 04/2024/TTr-HĐQT V/v profit distribution in 2023.</li> <li>- Approval of the content of the proposal No. 05/2024/TTr-HĐQT V/v Payment to remuneration for the Board of Directors and the Board of Supervisory</li> <li>- Approval of the content of the proposal No. 06/2023/TTr-HĐQT V/v Decision of Board of Directors need to the Board of shareholders</li> <li>- Approval of the content of the proposal No.07/2023/TTr-HĐQT V/v Transactions with relate parties.</li> <li>- Approval of the content of the proposal No. 08/2024/TTr-HĐQT V/v Approval of the decision to dismiss a member of the Board of Directors and change the number of members</li> <li>- Approval of the content of the</li> </ul>
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			<p>proposal No. 09/2024/TTr-HĐQT V/v Through amendment of the Company charter</p> <ul style="list-style-type: none"> <li>- Approval of the content of the proposal No. 10/2024/TTr-HĐQT V/v Approval of the completion of the change in capital use purpose in the 2021 private issuance.</li> <li>- Approval of the content of the proposal No.11/2024/TTr-HĐQT V/v Approval of postponement of dividend payment in 2022</li> </ul>
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## II. Board of Directors:

### 1. Information about the members of the Board of Directors :

No	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr Pham Huy Thanh	Chairman of Board of Director	23/02/2009	
2	Ms Dang Thi Tuyet Lan	Member of Board of Director	23/02/2009	
3	Ms Vuong Bao Yen	Member of Board of Director	27/06/2022	
4	Ms Duong Quang Dong	Member of Board of Director	22/04/2016	
5	Ms Tran Thuy Loan	Member of Board of Director	09/06/2020	03/06/2024



## 2. Meetings of the Board of Directors:

No	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr Pham Huy Thanh	8/8	100%	
2	Ms Dang Thi Tuyet Lan	8/8	100%	
3	Ms Vuong Bao Yen	8/8	100%	
4	Ms Duong Quang Dong	8/8	100%	
5	Ms Tran Thuy Loan	0/8	0%	Occupied with personal business

## 3. Supervising the Board of Management by the Board of Directors:

- In 2024, The production and business activities is many difficulties, the Board of Management in managing the Company's business activities, there are many positive prospects compared to 2023

- The Board of Directors has inspected and supervised the activities of the Board of Management and the Executive Board in operating production and business and implementing the Resolutions of the General Meeting of Shareholders and the Board of Directors in 2024.

- Supervise the direction and operation of production and business activities according to the Resolution of the 2024 Shareholders' Meeting.

- - Direct the implementation of the 2024 production and business plan in accordance with the Company's reality, ensuring the achievement of the 2024 plan targets.

- The Board of Directors inspects the implementation and compliance with the Resolution of the General Meeting of Shareholders, the Resolution of the Board of Directors, the provisions of the Enterprise Law, the Securities Law and relevant legal documents and the Company's Charter.

- The Board of Directors always closely follows the Resolution of the General Meeting of Shareholders to closely direct the Company's production and business activities, well implementing the production and business goals and tasks approved by the General Meeting of Shareholders, thereby ensuring the development of the Company and

the interests of shareholders.

**4. Activities of the Board of Directors' subcommittees : No./.**

**5. Resolutions/Decisions of the Board of Directors :**

No.	Resolution/Decision	Date	Content	Approval rate
1	2201/QĐ - HĐQT	22/01/2024	Bank loan	100%
2	1303/2024/NQ - HĐQT	13/03/2024	Approval of extension of time for holding the 2024 Annual General Meeting of Shareholders	100%
3	0904/2024/ NQ - HĐQT	09/04/2024	Approving the last registration date to exercise the right to attend Annual General Meeting of Shareholders in 2024	100%
4	260624/QĐ- HĐQT	26/06/2024	Signing the contract to Review the Financial Statements for the accounting period ending on June 30, 2024 and Audit the Financial Statements for the fiscal year ending on December 31, 2024 of MBG Group Joint Stock Company	100%
5	3008/QĐ – HĐQT	30/08/2024	Board of Directors' Decision on Borrowing from Banks	100%
6	0409/QĐ-HĐQT	04/09/2024	Board of Directors' Decision on Borrowing from Banks	100%
7	051201/2024/QĐ	05/12/2024	Board of Directors' Decision on terminating the 2024 audit contract and selecting a new auditor	100%
8	1212/2024/QĐ-HĐQT	12/12/2024	Accepting the transfer of shares at Home Eco Group Joint Stock Company	

**III. Board of Supervisors/Audit Committee :**

**1. Board of Supervisors/Audit Committee :**

No.	Members of Board of Supervisors	Position	The date becoming to be the member of the Board of Supervisors	Qualification	Note
1	Ms Pham Tuyet Nhung	The lead of the Board of Supervisors	22/04/2016	Bachelor of economics	



2	Ms Nguyen Thi Hanh	The member of the Board of Supervisors	30/06/2017	Bachelor of economics	Re-appointment on 27/06/2022
3	Ms Nguyen Thi Quynh	The member of the Board of Supervisors	27/06/2022	Bachelor of economics	Re-appointment on 27/06/2022

## 2. Meetings of Board of Supervisors :

No.	Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms Pham Tuyet Nhung	2/2	100%	100%	
2	Ms Nguyen Thi Hanh	2/2	100%	100%	
3	Ms Nguyen Thi Quynh	2/2	100%	100%	

## 3. Supervising Board of Directors, Board of manager and shareholders by Board of Supervisors:

The Board of Supervisors has performed well its supervisory function towards the Board of Directors and the Executive Board, specifically:

- Monitor compliance with the Company's charter and the Resolution of the General Meeting of Shareholders when implemented by the Board of Directors, Executive Board and management members. Inspect and supervise management and production and business activities at branch units.

- Check quarterly financial reports to evaluate the true and fair of financial data.

- In 2024, the members of the Board of Directors have worked actively with a high sense of responsibility, strategic vision, and made timely decisions to create conditions for the Company's activities to operate effectively. The decisions of the General Meeting of Shareholders and the Board of Directors are all implemented.

- The Board of Directors and Executive Board have strictly complied with current regulations on the issuance of internal regulatory documents, as well as information disclosure.

- Supervise accounting and review financial indicators in published financial reports.

- Supervise the activities of the Board of General Directors and the Company's management apparatus in implementing financial plans and operating plans approved by the General Meeting of Shareholders. The Board of General Directors has relatively fully implemented the decisions and resolutions of the Board of Directors and well performed other rights and duties according to the Company's Charter and current laws.

- All activities of the Board of Directors comply with the Enterprise Law and the Company's Charter. The Board of Directors regularly held regular meetings and then promptly deployed the Board of Directors' Resolutions for the Board of General Directors to implement.

**4. the coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:**

The Board of Supervisors is coordinated by the Board of Directors, Board of Management and functional departments of the Company, creating favorable conditions in updating the Company's operations and collecting information and documents for inspection work. investigation and supervision.

Periodically check and review financial statements for the first 6 months of the year and annual reports

The coordination of activities between the Supervisory Board and the Board of Directors, Executive Board and shareholders always ensures principles and ensures independence.

**5. Other activities of the Board of Supervisors and Audit Committee :No./.**

**IV. Board of Management:**

No	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
1	Ms Dang Thi Tuyet Lan	15/06/1984	Bachelor of economics	Appointment at Vice General Director on 23/02/2009
2	Mr Duong Quang Dong	01/08/1961	Bachelor	Appointment at Vice Director on 11/10/2016

**V. Chief Accountant:**

No	Members of Board of Management	Date of birth	Qualification	Date of appointment/ dismissal
1	Ms Nguyen Thi Tuyet	10/01/1983	Bachelor of economics	Appointment on 10/01/2023

**VI. Training courses on corporate governance:**

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

**VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the Company)**



**1. The list of affiliated persons of the Company: *The accompanying 01 appendix***

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company

*No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

**3. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.**

No.	Name of organization/individual	Relationship with the Company	No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note

*No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).*

**4. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: *No./.***

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No./Passport No., date of issue, place of Issue	Addresses	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction



#### **4. Transactions between the Company and other objects:**

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting):

*- Engineering Procurement and Construction Contract No. 261021/HĐTTXD/MT-MBG on Construction of an electrical equipment manufacturing factory between MBG Group Joint Stock Company and Central Industrial Joint Stock Company signed on October 26, 2021*

*- Engineering Procurement and Construction Contract No. 2610211/HĐTTMM/MT-MBG on the supply and installation of electrical equipment production line system between MBG Group Joint Stock Company and Central Industrial Joint Stock Company signed on October 26, 2021*

*- Engineering Procurement and Construction Contract No. 1208/2020/HĐTTXD /PJCPY-MBG on on Construction of an high quality plastic packaging factory between MBG Group Joint Stock Company and PJACA Phu Yen Joint Stock Company signed on 12th August 2020*

*- Engineering Procurement and Construction Contract No. 14081/2020/HĐTTMM /PJCPY-MB on on Construction of an n the supply and installation of high-end plastic packaging factory production lines between MBG Group Joint Stock Company and PJACA Phu Yen Joint Stock Company signed on 14th August 2020*

*- Contract No. 180801/2023/TTTC/LSPY-MBG on the implementation of Lac Sanh Hot Spring Resort Project - Phase 1 between MBG Group Joint Stock Company and MBG Lac Sanh Phu Yen Joint Stock Company signed on August 18, 2023.*

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO). No./.

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: No./.

### VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report)

**1. The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company: *The accompanying 01 appendix***

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Name of internal person							
	Name affiliated persons							
	...							
2								

**2. Transactions of internal persons and affiliated persons with shares of the company: *No***

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			<i>Number of shares</i>	<i>Percentage</i>	Number of shares	Percentage	

IX. Other significant issues: *No./.*

**Recipients:**

- *Hanoi Stock Exchange*
- *State Securities Commission of Vietnam*
- *Save: Company office.*

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**

(Sign, full name and seal)



**CHỦ TỊCH HĐQT**

Phạm Huy Thành



1. Appendix 01

No	Name of organization/individual	Securities trading account (if any)	Position at the company (if any)	NSH No. *, date of issue, place of issue	Head office address/ Contact address	Time of becoming a related person	Time of ceasing to be a related person	Reason	Related relationship with the company/ny/
BOARD OF DIRECTORS									
01	Pham Huy Thanh		Chairman of the Board of Directors			23/02/2009			
02	Dang Thi Tuyet Lan		Member of the Board of Directors and Vice General Director			23/02/2009			
03	Duong Quang Dong		Member of the Board of Directors and Vice General Director			22/04/2016			
04	Vuong Bao Yen		Member of the Board of Directors			30/06/2017			
05	Tran Thuy Loan		Member of the Board of Directors			09/06/2020	Re-appointment on 03/06/2024		
BOARD OF SUPERVISORS									



01	Pham Tuyet Nhung		Head of the supervisory board			22/04/2016				
02	Nguye Thi Hanh		Member of the supervisory board			30/06/2017				
03	Nguyen Thi Quynh		Member of the supervisory board			27/06/2022				

#### BOARD OF MANAGEMENT

1	Dang Thi Tuyet Lan		Vice General Director			23/02/2009				
2	Duong Quang Dong		Vice General Director			22/04/2016				

#### CHIEF ACCOUNTANT

1	Nguyen Thi Tuyet		Chief Accountant			10/01/2023				
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#### AUTHORIZED PERSON TO DISCLOSE INFORMATION

1	Dang Thi Tuyet Lan		Authorized person to disclose information			23/02/2009				
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CHAIRMAN OF THE BOARD OF DIRECTOR



PHAM HUY THANH



2. Appendix 02

No	Name of organization/individual	Securities trading account (if any)	Position at the company (if available)	ID card number/Business registration number Passport, date of issue, place of issue	Address	Number of shares owned at the end of the	Percent age of shares owned at the	Notes
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BOARD OF DIRECTORS AND BOARD OF MANAGEMENT

I	Pham Huy Thanh		Chairman of the Board of Directors			11,513,484	9.58%	
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The list of affiliated persons of the Mr Pham Huy Thanh

1	Nguyen Thi Bich Soi		Mother			0	0%	
2	Pham Manh Cuong		Brother			134	0.000112%	
3	Pham Thi Thu Huong		Sister			0	0%	
4	Dang Thi Tuyet Lan		Wife			11,220,629	9.33%	
5	Pham Kim Ngan		Daughter			0	0	
6	Pham Duc Quang		Son			0	0	
7	Dang Van Can		Father – in – law			16,267	0.013531%	



8	Dang Thi Tien		Mother – in – law			0	0%	
9	MBG Lac Sanh Phu Yen Joint stock company		Mr. Pham Huy Thanh is Chairman of the Board of Directors and legal representative			0	0%	
10	Cong Nghiep Mien Trung Joint stock company		Mr. Pham Huy Thanh is Chairman of the Board of Directors and legal representative			0	0%	
II	Dang Thi Tuyet Lan		Member of the Board of Directors and Vice General Director			11,220,629	9.33%	

*The list of affiliated persons of the Ms Dang Thi Tuyet Lan*

1	Dang Van Can		Father			16,267	0.013531%	
2	Dang Thi Tien		Mother			0	0%	
3	Pham Huy Thanh		Husband			11,513,484	9.58%	



4	Pham Kim Ngan		Daughter			0	0%	
5	Pham Duc Quang		Con			0	0%	
6	Dang Trung Kien		Brother			0	0%	
7	Pham Hong Van		Sister-in-law			0	0%	
8	Nguyen Thi Bich Soi		Mother-in-law			0	0%	
9	PIACA Phu Yen joint stock		Ms Dang Thi Tuyet Lan is Chairman of the Board of Directors and legal					
III	Duong Quang Dong		Member of the Board of Directors			1.374	0.001144%	

*The list of affiliated persons of the Mr Duong Quang Dong*

1	Bui Thi Thuy		Mother			134	0.000112%	
2	Be Thi Hoa		Wife			134	0.000112%	
3	Duong Hoai Viet		Son			134	0.000112%	

IV	Vuong Bao Yen		Member of the Board of Directors				0	0%	
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*The list of affiliated persons of the Ms Vuong Bao Yen*

1	Nguyen Thi Ban		Mother				0	0%	
2	Pham Quang Minh		Husband				0	0%	
3	Pham Minh Hoang		Son				0	0%	
4	Pham Bao Huyen		Daughter				0	0%	
5	Vuong Anh Tuan		Brother				0	0%	
6	Vuong Anh Tung		Brother				0	0%	
7	Do Thi Khanh Van		Sister-in-law				0	0%	
8	Pham Thi Thuy Hien		Daughter – in – law				0	0%	
V	Tran Thuy Loan		Member of the Board of Directors				0	0%	



*The list of affiliated persons of the Ms Tran Thuy Loan*

1	Tran Xuan Hy		Father			0	0%	
2	Hoang Thi Mien		Mother			0	0%	
3	Tran Thi Kieu Oanh		Sister			0	0%	
4	Cao Ngoc Hoang		Husband			0	0%	
5	Pham Thi Chi		Mother -in - law			0	0%	
6	Cao Quoc Khanh		Son			0	0%	

**BOARD OF SUPERVISORS**

I	Pham Tuyet Nhung		Head of the supervisory board			0	0%	
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*The list of affiliated persons of the Ms Pham Tuyet Nhung*

1	Pham Van Don		Father			0	0%	
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2	Nguyen Thi Hinh		Mother				0	0%	
3	Nguyen Tien Thanh		Husband				0	0%	
4	Pham Thi Hau		Sister				0	0%	
5	Pham Thi Thu Phuong		Sister				0	0%	
6	Pham Ngoc Lam		Bother				0	0%	
7	Nguyen Tien Minh Duc		Son				0	0%	
8	Nguyen Tien Minh Hieu		Son				0	0%	
II	Nguyen Thi Hanh		Member of Board of supervisors				0	0%	

*The list of affiliated persons of the Ms Nguyen Thi Hanh*

1	Nguyen Van Quyen		Father				0	0%	
2	Nguyen Thi Ha		Mother				0	0%	
3	Tong Nang Luong		Husband				0	0%	
4	Tong Ducc Nguyen		Daughter				0	0%	



5	Tong Duc Tuan Anh		Son			0	0%	
6	Nguyen Thi Thu Hien		Sister			0	0%	
7	Do Van Toan		Brother – in – law			0	0%	
8	Nguyen Ngoc Quynh		Bother			0	0%	
9	Nguyen Thi Nguyet		Daughter – in – law			0	0%	
10	Tong Duc Trong		Father – in – law			0	0%	
11	Nguyen Thi Loi		Mother – in – law			0	0%	
III	Nguyen Thi Quynh		Member of Board of supervisors			0	0%	Appoin tment on 27/06/2 022

*The list of affiliated persons of the Ms Nguyen Thi Quynh*

1	Nguyen Phuong Cham		Father			0	0%	
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2	Nguyen Thi Cuong		Mother			0	0%	
3	Chu Manh Hung		Husband			0	0%	
4	Chu Van Luong		Father – in – law			0	0%	
5	Luong Thi Mai		Mother – in – law			0	0%	
6	Chu Huyen Chau		Daughter			0	0%	
7	Chu Ngoc Khanh		Daughter			0	0%	
8	Nguyen Phuong Cha		Sister			0	0%	
9	Nguyen Phuong Phi		Sister			0	0%	
10	Nguyen Thi Thu Uyen		Sister			0	0%	

**CHIEF ACCOUNTANT**

I	Nguyen Thi Tuyet		Chief accountant			0	0%	Appoint ment on 10/01/2023
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*The list of affiliated persons of the Ms Nguyen Thi Tuyet*

1	Nguyen Sy Nhung		Father			0	0%	
2	Nguyen Thi Nga		Mother			0	0%	
3	Nguyen Thi Huong		Sister			0	0%	
4	Nguyen Thi Hai		Sister			0	0%	
5	Nguyen Sy Tuan		Em trai			0	0%	
6	Đặng Anh Tuan		Husband			0	0%	
7	Dang Anh Dung		Son			0	0%	
8	Dang Chau Anh		Daughter			0	0%	

**AUTHORIZED PERSON TO DISCLOSE INFORMATION**

	Dang Thi Tuyet Lan		Authorized person to disclose information			11,220,629	9.33%	



*The list of affiliated persons of the Ms Dang Thi Tuyet Lan*

1	Dang Van Can		Father			16,267	0.013531%	
2	Dang Thi Tien		Mother			0	0%	
3	Pham Huy Thanh		Husband			11,513,484	9.58%	
4	Pham Kim Ngan		Daughter			0	0%	
5	Pham Duc Quang		Son			0	0%	
6	Dang Trung Kien		Brother			0	0%	
7	Pham Hong Van		Sister-in-law			0	0%	
8	Nguyen Thi Bich Soi		Mother – in – law			0	0%	

**CHAIRMAN OF THE BOARD OF DIRECTOR**



**CHỦ TỊCH HĐQT**

*Phạm Huy Khánh*