



THE PAN GROUP

No.: 02-06/2019/NQ-HĐQT

Hanoi, 26th June, 2019

RESOLUTION

On approval related-party transactions

BOARD OF DIRECTORS THE PAN GROUP JOINT STOCK COMPANY

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 dated 26 November 2014;
- Charter of The Pan Group JSC. (the Company);
- Vote counting Record No. 01-06/2019/BBKP-HĐQT dated 26th June 2019 of Board of Directors;

RESOLVED

Article 1. To approve the transactions between the Company and Related Person (hereinafter called "**Related-party transactions**") if the transactions (or total value of all related-party transactions) valued at less than 20% of the total value of assets recorded in the latest financial statements of the Company with condition that the transactions are conducted on an arm-length basis and provisions of the transactions are not less favorable than similar provisions offered by non-related parties. List of the transactions is in the Annex attached herewith;

Article 2. To authorize Chairman to approve and report to the BOD all transactions which are subjected to approval of the BOD as required by law, but not listed in the Annex 1, and value of the transactions (or total value of all related-party transactions) are less than 20% of the total value of assets recorded in the latest financial statements of the Company with condition that the transactions are conducted on an arm-length basis and provisions of the transactions are not less favorable than similar provisions offered by non-related parties, unless the transactions those are related to Chairman of the BOD;

Article 3. This Resolution shall take effect from the signing date. Board of Management, related department and personnel of the Company are responsible for implementation of this Resolution.

Recipients:

- As mentioned in Article 4;
- Filing: Admin, Legal & Compliance

**ON BEHALF OF THE BOARD OF DIRECTOR
CHAIRMAN**

(Signed and Sealed)

NGUYEN DUY HUNG



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ANNEX 1

LIST OF RELATED-PARTY TRANSACTIONS

(Attached to the Proposal no. 02-06/2019/PAN/NQ-HDQT dated 26th June 2019)

No.	Related-Parties	Transactions
1.	SSI Securities Incorporation (SSI)	<ul style="list-style-type: none">- Investment cooperation contracts;- Securities/Shares selling/purchasing contracts, Certificates of Deposit selling/purchasing contracts;- Contracts related to securities trading business of SSI, including but not limited to the following transactions: securities brokerage, underwriting, securities depository, securities investment advisory, financial advisory and other financial services;- Leasing contract.
2.	SSI Asset Management Ltd. (SSIAM)	<ul style="list-style-type: none">- Investment cooperation contracts;- Securities/Shares selling/purchasing contracts;- Contracts related to asset management business of SSI, including but not limited to the following transactions: fund management, portfolio management, investment advisory.
3.	NDH Invest Ltd.	<ul style="list-style-type: none">- Securities/Shares selling/purchasing contracts;- Investment cooperation contracts- Sale contracts of goods and Services contracts;
4.	NDH Consulting Ltd.	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Advisory contract
5.	CSC Viet Nam JSC	<ul style="list-style-type: none">- Office leasing contract- Sale contracts of goods and Services contracts;- Loan and Financial Support agreements;- Investment cooperation contracts- Assets leasing/renting contracts;- Guarantee Agreements.
6.	Ms Ha Thi Thanh Van	<ul style="list-style-type: none">- Office and house leasing contract
7.	PAN Food JSC	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;



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No.	Related-Parties	Transactions
		<ul style="list-style-type: none">- Agent contracts for sale/distribution of products;- Assets leasing/renting contracts.- Guarantee Agreements.
8.	PAN Food Manufacturing JSC. (PFM)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Assets leasing/renting contracts.- Guarantee Agreements.
9.	PAN Consumer Goods Distribution JSC. (PANCG)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Assets leasing/renting contracts.- Guarantee Agreements.
10.	Bentre Aquaproduct Import and Export JSC. (ABT)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Renting/ leasing of assets contracts.
11.	Long An Food Processing Export JSC (Lafooco)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Renting/ leasing of assets contracts.
12.	Bibica JSC (BBC)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Renting/ leasing of assets contracts.



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No.	Related-Parties	Transactions
13.	584 Seaproduct JSC	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Renting/ leasing of assets contracts.
14.	PAN Farm JSC	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Assets leasing/renting contracts.- Guarantee Agreements.
15.	Vietnam National Seed Corporation (NSC); and Southern Seeds Company (SSC)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Distribution contracts for sale/distribution of products;- Assets leasing/renting contracts.
16.	Sao Ta Foods JSC. (FIMEX VN)	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Distribution contracts for sale/distribution of products;- Assets leasing/renting contracts.
17.	PAN-HULIC JSC	<ul style="list-style-type: none">- Contracts for sale of goods/ assets and Services contracts;- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Agent contracts for sale/distribution of products;- Assets leasing/renting contracts.- Guarantee Agreements.
18.	Vietnam Fumigation JSC.	<ul style="list-style-type: none">- Sale contracts of goods and Services contracts;



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		<ul style="list-style-type: none">- Securities/Shares selling/purchasing contracts;- Loan and financial support agreements;- Investment cooperation contracts;- Distribution contracts for sale/distribution of products;- Assets leasing/renting contracts.