

**LAM DONG FOODSTUFF JOINT
STOCK COMPANY**

No: 16 /BC-CPTP

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Da Lat, January 20, 2025

**REPORT ON COPORATE GOVERNANCE
(Year 2024)**

To:
- The State Securities Commission
- Hanoi Stock Exchange

- Company name: LAM DONG FOODSTUFF JOINT STOCK COMPANY
- Head office address: 31 Ngo Van So, Ward 9, Da Lat City, Lam Dong Province
- Phone: 02633 520290
- Charter capital: 146,571,500,000 VND
- Stock code: VDL
- Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director
- Regarding internal audit function implementation: Completed

I. Activities of the General Meeting of Shareholders

No	Resolution/Decision No.	Issue Date	Content
1	211/NQ-CPTP-ĐHĐCĐ	27/9/2024	Resolution of Annual General Meeting of Shareholders 2024

II. Board of Directors:

1. Information about Board members:

No	Board Member	Position (<i>independent board member, non-executive board member</i>)	Start/End date as board member/independent board member	
			Appointment date	Dismissal date
1	Mrs. Dinh Thi Mong Van	Chairwomen	28/9/2020	
2	Mr. Do Thanh Trung	Executive Board Member, General Director	28/9/2020	
3	Mr. Tran Chi Son	Non-executive Board Member	28/9/2020	
4	Mr. Nguyen Luong Tam	Non-executive Board Member	27/9/2024	
5	Mr. Nguyen Phu Cuong	Independent Board Member	27/9/2024	

2. Board meetings:

No.	Board member	Number of meetings attended	Attendance rate	Reason for absence
1	Mrs. Dinh Thi Mong Van	6/6	100%	
2	Mr. Do Thanh Trung	6/6	100%	
3	Mr. Tran Chi Son	6/6	100%	
4	Mr. Nguyen Luong Tam	2/6	100%	Appointed as Board member from 27/9/2024 according to 2024 Annual General Meeting Resolution
6	Mr. Nguyen Phu Cuong	2/6	100%	Appointed as Board member from 27/9/2024 according to 2024 Annual General Meeting Resolution

3. Board of Directors' supervision of the Executive Board:

Based on the Company's Charter and Corporate Governance Regulations, the Board of Directors has implemented inspection and supervision of the General Director and Executive Board in business operations management and implementation of resolutions from the General Meeting of Shareholders and Board of Directors in 2024 as follows:

3.1. Supervision methods: The Board of Directors regularly communicates via online meeting software, email, and telephone about the implementation status of strategies, business plans, and the execution of Board resolutions. The Board has discussed and approved decisions through resolutions after each meeting regarding: the Company's operational status, changes, forecasts, plans for the next quarter, and other related issues to provide a basis for implementation by the General Director and Executive Board.

3.2. Supervision results: According to the Board's assessment, the General Director and Executive Board have made efforts and performed their assigned duties quite well in 2024, strictly complying with current legal regulations and the Company's operational regulations. The Company's organizational, control, and management systems have been maintained and improved. Information and reports about the Company's operations were sent to the Board of Directors in a timely manner and in accordance with regulations.

4. Activities of Board committees (if any): None.

5. Resolutions/Decisions of the Board of Directors:

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	35/QĐ-CPTP-HĐQT	26/2/2024	Decision on dismissal of Mr. Do Thanh Trung from the position of General Director of Lam Dong Foodstuff Joint Stock Company	100%
2	36/QĐ-CPTP-HĐQT	26/2/2024	Decision on appointment of General Director and change of legal representative of the Company	100%
3	37/QĐ-CPTP-HĐQT	26/2/2024	Decision on assignment of duties to Board members	100%
4	38/QĐ-CPTP-HĐQT	26/2/2024	Decision on adjustment of approval authority framework for Board of Directors and General	100%

			Director levels	
5	106/NQ-CPTP-HĐQT	20/05/2024	Approval of Loan Contract/Transaction with Related Parties	100%
6	137/NQ-CPTP-HĐQT	1/7/2024	Resolution on extension of 2024 Annual General Meeting of Shareholders	100%
7	149/QĐ-CPTP-HĐQT	15/7/2024	Decision on dismissal of Chief Financial Officer	100%
8	150/QĐ-CPTP-HĐQT	15/7/2024	Decision on changes to functions and duties of Accounting Department	100%
9	154/QĐ-CPTP-HĐQT	17/7/2024	Decision on dismissal of Deputy General Director	100%
10	167/NQ-CPTP-HĐQT	5/8/2024	Organization of 2024 Annual General Meeting of Shareholders	100%
11	173/QĐ-CPTP-HĐQT	15/8/2024	Dismissal of Mr. Nguyen Cong Lam from the position of General Director of Lam Dong Food Joint Stock Company	100%
12	174/QĐ-CPTP-HĐQT	15/8/2024	Appointment of General Director and change of Company's Legal Representative	100%
13	182/QĐ-CPTP-HĐQT	29/8/2024	Appointment of Deputy General Director of Lam Dong Food Joint Stock Company	100%
14	247/NQ-CPTP-HĐQT	8/10/2024	Selection of auditing firm for 2024 Financial Statements	100%

III. Board of Supervisors

1. Board of Supervisors

1.1. Information about member of Board of Supervisors (BOS):

No.	Member of Board of Supervisors	Position	The date becoming to be the member of Board of Supervisors	Qualification
1	Mr. Nguyen Dinh Chuong	Head of BOS	30/9/2021	Bachelor of Accounting - Auditing
2	Mrs. Nguyen Thi Yen	Member	27/9/2024	Bachelor of Auditing
2	Mr. Pham Huu Ha	Member	30/9/2021	Bachelor of Business Administration

1.2. Meetings of BOS

No.	Member of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Nguyen Dinh Chuong	2/2	100%	100%	-
2	Mrs. Nguyen Thi Yen	1/2	100%	100%	Appointing members of the Board of Supervisors from September 27, 2024 according to the Resolution of the 2024 Annual General Meeting of Shareholders
3	Mr. Pham Huu Ha	2/2	100%	100%	-

2. Supervisory activities of the Board of Supervisors over the Board of Directors, the Executive Board and shareholders:

- Supervise compliance with the company's charter and the resolutions of the General Meeting of Shareholders when the Board of Directors, the Executive Board and management members implement them. Inspect and supervise management activities and production and business implementation at branches and units.

- Check quarterly financial reports to assess the reasonableness and accuracy of financial data.

- Review reports of the Executive Board on the management situation and implementation of production and business plans, investment plans of the Executive Board monthly and quarterly.

- Check and control compliance with the Company's procedures and regulations.

3. Coordination between the Board of Supervisors and the activities of the Board of Directors, the Executive Board and other management staff:

The coordination between the Board of Supervisors and the activities of the Board of Directors and the Executive Board and management levels took place well and for the common benefit of the Company and shareholders, without any conflicts or conflicts of interest. The Board of Directors and the Executive Board created the best conditions for the Board of Supervisors to operate.

4. Other activities of the Board of Supervisors (if any): None

IV. Board of Management

No.	Board member	Date of Birth	Qualification	Date of appointment
1	Mr. Do Thanh Trung – General Director	5/11/1972	MBA	29/09/2020
2	Mr. Dang Minh Tuyen – Deputy General Director	30/9/1979	Bachelor of Business Administration	06/09/2024

V. Chief Accountant

Full name	Date of Birth	Qualification	Date of appointment
Mr. Phan Anh Tu	7/10/1973	Bachelor of Accounting	01/03/2017

VI. Corporate governance training

Corporate governance training courses that members of the Board of Directors, the Executive Director (General Director), other managers and the Company's Administration Officer have participated in according to the regulations on corporate governance.

VII. List of related persons of the public company and transactions of related persons of the company with the Company itself

1. List of related persons of the company

No.	Name of organization /individual	Securities trading account	Position at the company (if any)	ID No., date of issue, place of issue	Head office address/ Contact address	Time of starting to be a related person	Time of no longer being a related person	Reason	Relationship related to the company
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Table 1: List of related persons of the Company

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders:

No.	Name of organization/individual	Relationship with the company	ID no., date of issue, place of issue	Head office address/ Contact address	Resolution No./ Decision of the General Meeting of Shareholders/ Board of Directors... approved (if any, specify the date of issue)	Content, quantity, total value of transaction	Note
1	Megram Joint Stock Company	Parent company	0105284398 issued on April 27, 2011, place of issue Hanoi Department of Planning and Investment	17th floor, building 319, 63 Le Van Luong, Trung Hoa ward, Cau Giay district, Hanoi	Resolution No. 89/NQ-CPTP-HDQT dated May 27, 2021 on approving and approving Contracts/Transactions with related persons	Purchase transactions (cost of information technology services for annual business activities and training costs for units) unit): 1,422,104,850 VND	Annual service contract for regular production and business activities under the approval authority of the General Director
2	Elmich Joint Stock Company	Subsidiary of Megram Joint Stock Company	0700525789 first issued by the Department of Planning and Investment of Ha Nam Province on March 18, 2011	An My - Don Xa Industrial Cluster, Binh My Town, Binh Luc District, Ha Nam Province	Resolution No. 106/NQ-CPTP-HDQT dated May 20, 2024 on approving loan contracts/transactions with Related Persons	Loan transactions for production and business activities: 10,000,000,000 VND	Contract under the approval authority of the General Director

3. Transactions between company insiders, related persons of insiders and subsidiaries, companies

controlled by the company: No

4. Transactions between the company and other entities: No

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Supervisory Board, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) in the past three (03) years (calculated at the time of preparing the report): No

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Supervisory Board, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors): No

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers: None

VIII. Stock transactions of insiders and related persons of insiders

List of insiders and related persons of insiders

No.	Full name	Securities trading account (if any)	Position at the company (if any)	ID card number/Passport, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Share ownership ratio at the end of the period	Notes
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Table 2: List of insiders and related persons of insiders

Transactions of insiders and related persons of the company's stocks: None.

IX. Other matters to note: None

Recipients:

- As above;
- Archived: Clerical department.

CHAIRWOMAN OF THE BOARD

(Sign/print full name and seal)



Dinh Thi Mong Van

Table 1: List of related persons of the company
(attached to the Report on Corporate Governance 2024)

No	Name of organization/individual	Trading account number (if any)	Position in the company (if any)	ID No., date of issue, place of issue	Head office address/Contact address	The starting point is the person concerned.	Time is no longer relevant	Reason	Relationship with the company
1	DINH THI MONG VAN		Chairwoman of the Board of Directors					Appointment of the Board of Directors on 28/9/2020	
1.1	Nguyen Thi Son					28/09/2020			Mother
1.2	Vu Minh Hai					28/09/2020			Husband
1.3	Vu Minh Hieu					28/09/2020			Son
1.4	Vu Hai Dang					28/09/2020			Son
1.5	Dinh Tien Viet					28/09/2020			Brother
1.6	Dinh Thi Thuy Dung					28/09/2020			Sister
1.7	Vu Quang Hua					28/09/2020			Father-in-law
1.8	Nguyen Thi Giang					28/09/2020			Mother-in-law
1.9	Nguyen Thi Linh					28/09/2020			Sister-in-law
1.10	Bach Cong Ha					28/09/2020			Brother-in-law
1.11	Danang Pharmaceutical and Medical Equipment Joint Stock Company					29/6/2021			Member of the Board of Directors
1.12	Megram Joint Stock Company					28/09/2020			Deputy General Director
2	DO THANH TRUNG		Member of the Board of Directors, General Director						
2.1	Do Xuan Chieu								Father
2.2	Nguyen Thi Hong Ut								Mother
2.3	Le Do Ngam								Father-in-law
2.4	Vu Thi Cam Thanh								Mother-in-law
2.5	Le Vu Hoai Linh								Wife
2.6	Do Kim Ngoc								Child

2.7	Do Ngan An							Child
2.8	Do Hung Son							Brother
2.9	Le Thi Kim Hue							Sister-in-law
2.1	Do Xuan Hieu							Younger sibling
2.11	Pham Lan Huong							Sister-in-law
2.12	Megram Joint Stock Company							Chairman of the Board of Directors, General Director
2.13	Danang Pharmaceutical and Medical Equipment Joint Stock Company							Member of the Board of Directors
3	TRAN CHI SON		Member of the Board of Directors				Appointment of the Board of Directors on 28/9/2020	
3.1	Tran Moc Anh							Father
3.2	Bien Thi Dam							Mother
3.3	Truong Van Hoang							Three wives
3.4	Huyhn Xuan Tieng							Mother-in-law
3.5	Truong Huynh Nhu i							Wife
3.6	Tran Hoang Gia An							Daughter
3.7	Tran Gia Nghiem							Son
3.8	Tran Quoc Khanh							Son
3.9	Tran Thi Dai Trang							Sister
3.1	Tran Thi Thu Ba							Sister
3.11	Tran Thi Thu Ha							Sister
3.12	Tran Chi Dung							Brother
3.13	Tran Thi Thu Thuy							Sister
3.14	Tran Chi Linh							Brother
3.15	Tran Thi Thu Phuong							Sister
3.16	Tran Chi Phong							Brother
3.17	Tran Chi Hai							Brother
3.18	Tran Thi Thu Hong							Sister
3.19	Nguyen Hong Hai							Brother-in-law
3.2	Le Van Ri							Brother-in-law

3.21	Nguyen Van Tai					28/09/2020			Brother-in-law
3.22	Ly Thi Hoang Oanh					28/09/2020			Sister-in-law
3.23	Tran Van Trung					28/09/2020			Brother-in-law
3.24	Tran Thi Ngoc Thuy					28/09/2020			Sister-in-law
3.25	Nguyen Van Quon					28/09/2020			Brother-in-law
3.26	Tran Thi Hoai Huong					28/09/2020			Sister-in-law
3.27	Pham Thi Phuong Anh					28/09/2020			Sister-in-law
3.28	Nguyen Duc Thang					28/09/2020			Brother-in-law
3.30	Vietnam Livestock Corporation - JSC	003C391500 (SSI)				28/09/2020			Deputy General Director
3.31	Lao - Jagro Development Xiangkhouang Co., Ltd.					28/09/2020			Member of the Board of Directors
4	NGUYEN PHU CUONG		Member of the Board of Directors				Appointment of the Board of Directors on 27/9/2024		
4.1	Nguyen Thi Ngoc					27/9/2024			Mother
4.2	Nguyen Van Can					27/9/2024			Father
4.3	Nguyen An Na					27/9/2024			Younger siblings
4.4	La Ngoc Vi Tran					27/9/2024			Wife
5	NGUYEN LUONG TAM		Member of the Board of Directors				Appointment of the Board of Directors on 27/9/2024		
5.1	Nguyen Tra Giang					27/9/2024			Wife
5.2	Nguyen Minh Ha					27/9/2024			Child
5.3	Nguyen Minh Tri					27/9/2024			Child
5.4	Nguyen Minh Hai					27/9/2024			Child
5.5	Nguyen Van Thien					27/9/2024			Father
5.6	Nguyen Thi Hang					27/9/2024			Native
5.7	Megram Joint Stock Company					27/9/2024			Deputy General Director

5.8	Danang Pharmaceutical and Medical Equipment Joint Stock Company				27/9/2024			Chairman of the Board of Directors
6	DANG MINH TUYEN	Deputy General Director				Appointed on 06/9/2024		
6.1	Dang Quoc Hung				6/9/2024			Father
6.2	Do Thi Hoa				6/9/2024			Native
6.3	Dang Thanh Tung				6/9/2024			Younger sibling
6.4	Nguyen Thi Xuan Hai				6/9/2024			Wife
6.5	Dang Khuong Duy				6/9/2024			Child
6.6	Dang Tien Anh				6/9/2024			Child
7	NGUYEN DINH CHUONG	Head of the Supervisory Board				Appointed on 30/9/2021		
7.1	Nguyen Van Dat				30/9/2021			Father
7.2	Lau Thi Anh				30/9/2021			Mother
7.3	Nguyen Dinh Kha				30/9/2021			Younger sibling
7.4	Tran Kim Anh				30/9/2021			Wife
7.5	Nguyen Tue Lam				30/9/2021			Child
7.6	Lau Thi Hai				30/9/2021			Mother-in-law
7.7	Tran Manh Hung				30/9/2021			Father-in-law
8	NGUYEN THI YEN	Members of the Supervisory Board				Appointed on 27/9/2024		
8.1	Nguyen Van Khiet				27/9/2024			Father
8.2	Nguyen Thi Thonh				27/9/2024			Mother
8.3	Nguyen Van Cong				27/9/2024			Brother
8.4	Danang Pharmaceutical and Medical Equipment Joint Stock Company				27/9/2024			Head of the Supervisory Board
8	PHAM HUU HA	Members of the Supervisory Board			30/9/2021			
9.1	Doan Thi Phuc				30/9/2021			Mother
9.2	Tran Xuan Am				30/9/2021			Father-in-law

[illegible]

Table 2: List of insiders and related persons of insiders
(attached to the Report on Corporate Governance 2024)

[illegible]

[illegible]

3.24	Tran Thi Ngoc Thuy								Sister-in-law
3.25	Nguyen Van Quon								Brother-in-law
3.26	Tran Thi Hoai Huong								Sister-in-law
3.27	Pham Thi Phuong Anh								Sister-in-law
3.28	Nguyen Duc Thang								Brother-in-law
3.30	Vietnam Livestock Corporation - JSC	003C391500 (SSI)				5,613,217	38.30%		Deputy General Director
3.31	Lao - Jagro Development Xiengkhouang Co., Ltd.					-	0.0%		Member of the Board of Directors
4.0	NGUYEN LUONG TAM		Member of the Board of Directors			-	0.00%		Appointed on 27/9/2024
4.1	Nguyen Tra Giang								Wife
4.2	Nguyen Minh Ha								Child
4.3	Nguyen Minh Tri								Child
4.4	Nguyen Minh Hai								Child
4.5	Nguyen Van Thien								Father
4.6	Nguyen Thi Hang								Native
4.7	Megram Joint Stock Company								Deputy General Director
4.8	Danang Pharmaceutical and Medical Equipment Joint Stock Company								Chairman of the Board of Directors
5.00	NGUYEN PHU CUONG		Member of the Board of Directors						Appointed on 27/9/2024
5.1	Nguyen Thi Ngoc								Mother
5.2	Nguyen Van Can								Father
5.3	Nguyen An Na								Younger siblings
5.4	La Ngoc Vi Tran								Wife
II	BOARD OF SUPERVISION								
1.0	NGUYEN DINH CHUONG		Head of the Supervisory Board			-			Appointed on 30/9/2021
1.1	Nguyen Van Dat					-			Father
1.2	Luu Thi Anh					-			Mother

1.3	Nguyen Dinh Kha									Younger sibling
1.4	Tran Kim Anh									Wife
1.5	Nguyen Tue Lam							-		Child
1.6	Luu Thi Hai							-		Mother-in-law
1.7	Tran Manh Hung							-		Father-in-law
2	NGUYEN THI YEN									Appointed on 27/9/2024
2.1	Nguyen Van Khiet									Father
2.2	Nguyen Thi Thom									Native
2.3	Nguyen Van Cong									Brother
2.4	Danang Pharmaceutical and Medical Equipment Joint Stock Company							-	0.0%	Head of the Supervisory Board
3.00	PHAM HUU HA	007C790193	Members of the Supervisory Board					97	0.0%	
3.1	Doan Thi Phuc									Mother
3.2	Tran Xuan Am									Father-in-law
3.3	Tran Thi Nhai									Wife
3.4	Pham Thanh Huy									Child
3.5	Pham Thi Le Dung									Child
3.6	Pham Huu Hien									Brother
3.7	Pham Huu Hai									Brother
3.8	Pham Huu Hoang									Brother
3.9	Pham Huu Hoa									Brother
3.10	Nguyen Thi Lien									Daughter-in-law
3.11	Luu Van Nhuon									Son-in-law
3.12	Nguyen Thi Xuan Mai									Sister-in-law
3.13	Le Thi Hong Tram									Sister-in-law
3.14	Huynh Thi Loan									Sister-in-law
3.15	Truong Thi Thanh									Sister-in-law
III	BOARD OF DIRECTORS									
1.0	DO THANH TRUNG	005C066166 (MBS)	GENERAL DIRECTOR					324,822	2.22%	Appointed on 29/9/2020

