

Appendix V
REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**VINH HA FOOD
PROCESSING AND
CONSTRUCTION JOINT
STOCK COMPANY**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 17 /BC-HĐQT-VHF

Hà Nội, month 18 day 04 year 2025

REPORT ON CORPORATE GOVERNANCE
(year 2024)

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: VINH HA FOOD PROCESSING AND CONSTRUCTION JOINT STOCK COMPANY

- Head Office Address: 9A Vinh Tuy, Vinh Tuy Ward, Hai Ba Trung District, Hanoi city

- Telephone: 02439871673 Fax: 02439870067 Email: Vinhhafood@vinhha.com.vn

- Charter capital: 215.000.000.000 VNĐ.

- Stock Code: VHF

- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, Director.

- On the Implementation of Internal Audit Functions: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01/NQ-ĐHĐCĐ18/VHF	16/4/2024	Resolution of the Annual General Meeting of Shareholders for 2024

II. Board of Directors (annual report):

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors))	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Le Van Thanh	Chairman of the Board of Directors	29/6/2020	
2	Mr. Nguyen Van Toan	Members of the Board of Directors	24/6/2020	

3	Mr. Nguyen Anh Dung	Members of the Board of Directors	19/4/2022	
4	Mrs. Luu Thi Tuyet Mai	Members of the Board of Directors	4/2017	
5	Mrs. Do Thi Hong Thuy	Members of the Board of Directors	21/4/2023	

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. Le Van Thanh	05/05	100%	
2	Mr. Nguyen Van Toan	05/05	100%	
3	Mr. Nguyen Anh Dung	05/05	100%	
4	Mrs. Luu Thi Tuyet Mai	03/05	60%	Business trip
5	Mrs. Do Thi Hong Thuy	05/05	100%	

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

- Reporting and disclosing periodic and extraordinary information to the State Securities Commission of Vietnam (SSC), Hanoi Stock Exchange (HNX), and Vietnam Securities Depository (VSD) as per mandatory disclosure requirements.
- Supervising and monitoring the General Director by evaluating production and business performance outcomes.
- Through resolutions of the General Meeting of Shareholders, the Board of Directors has set forth multiple policies and measures to guide and support the General Director and Executive Board in production, business activities, and implementing investment projects within the 2024 business plan.
- Shareholder Relations: The Board of Directors consistently ensures timely communication of the company's activities and events to shareholders via the company's website and disclosures to the SSC and HNX.

4. Activities of the Board of Directors' subcommittees (If any): The company has not established any subcommittees under the Board of Directors.

5. Resolutions/Decisions of the Board of Directors (annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	02/QĐ-HĐQT-VHF	11/01/2024	Decision on establishing the Organizing Committee for the 2024 Annual General Meeting of Shareholders.	100%

2	03/NQ-HĐQT-VHF	26/02/2024	Resolution to finalize the shareholder list for the 2024 Annual General Meeting of Shareholders.	100%
3	05/QĐ-HĐQT-VHF	21/3/2024	Decision to convene the 2024 Annual General Meeting of Shareholders.	100%
4	16/QĐ-HĐQT-VHF	19/4/2024	Decision on finalizing the salary fund for 2023.	100%
5	17/QĐ-HĐQT-VHF	02/5/2024	Decision on approving the labor utilization plan for 2024.	100%
6	18/QĐ-HĐQT-VHF	27/6/2024	Decision on approving the planned salary fund for 2024.	100%
	19/QĐ-HĐQT-VHF	02/7/2024	Decision on issuing the company's salary scale and grade system.	100%
	21/NQ-HĐQT-VHF	12/7/2024	Resolution to select an auditing firm.	100%
	25/NQ-HĐQT-VHF	25/9/2024	Resolution on the plan for house and land arrangements under Decree 167 and Decree 67.	100%
	28/QĐ-HĐQT-VHF	01/10/2024	Decision on dividend payment for 2023.	100%
	29//QĐ-HĐQT-VHF	30/12/2024	Decision on salary grade adjustment for manager Mr. Nguyen Van Toan.	100%
	30//QĐ-HĐQT-VHF	30/12/2024	Decision on salary grade adjustment for manager Mr. Nguyen Anh Dung.	100%

III. Board of Supervisors (annual report):

1. Information about members of Board of Supervisors or Audit Committee:

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1	Mrs .Vu Thi Thuy	Board of Supervisors	4/2017 – 16/4/2024 Dismissal	University
2	Mrs Nguyen Thi Trang	Board of Supervisors	16/4/2024 Additional election	University
3	Mr Hoang Hung	Board Member	4/2016	University
4	Ms Vu Dieu Thuy	Board Member	4/2014	University

2. Meetings of Board of Supervisors or Audit Committee

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs Nguyen Thi Trang	02/02	100%	100%	
2	Mr Hoang Hung	02/02	100%	100%	
3	Ms Vu Dieu Thuy	02/02	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

- The BOS has conducted supervision over the company's operations and finances, as well as monitoring the activities of the Board of Directors, Executive Board, and management personnel. The BOS has collaborated with the Board of Directors and Executive Board, with clear and specific task assignments for each member.
- Controlled plans and strategies related to financial execution, production, and business operations, as well as the development of short-term, mid-term, and long-term strategic plans.
- Monitored compliance with laws and company regulations during decision-making and operational activities. Reviewed and contributed to the drafting and issuance of processes and regulations in the company's management system to identify risks and shortcomings, proposing recommendations and suitable solutions.

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

- The Board of Supervisors (BOS) has closely coordinated with the Board of Directors (BOD), the Executive Board, and management personnel in performing its assigned functions and duties, as well as in inspection and supervision activities as stipulated.
- The BOD, Executive Board, and management personnel have cooperated and facilitated the BOS in carrying out its duties by providing necessary reports and documents for inspection and supervision, assigning personnel to work with the BOS upon request, etc.
- At all meetings chaired by the Chairman of the Board of Directors, the BOS was invited to attend and provide feedback to ensure the company's activities align with shareholder interests.

5. Hoạt động khác của BKS/ Ủy ban Kiểm toán (nếu có)/Other activities of the Board of Supervisors and Audit Committee (if any):

IV. Ban điều hành/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	Mr Nguyen Van Toan	20/7/1978	University	01/5/2022
2	Mr Nguyen Khac Quy	03/7/1973	University	16/11/2009
3	Mr Le Hai Long	03/02/1977	Master	27/4/2015

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
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Mrs Bui Thi Thu Hien	13/4/1976	University of Finance and Accountancy	24/4/2013
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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: none.

STT/No.	Họ và tên/Full name	Chức vụ/Position	Ngày cấp/ Date of issue

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

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
1	Vietnam Northern Food Corporation								Shareholder 51%
2	Le Van Thanh		Chairman of the Board of Directors			4/2015			Board of Directors
	Trần Thị Mỹ Hà								
	Lê Thị Thúy An								
	Lê An Khanh								
3	HTB Construction Company Limited					7/2015			Shareholder: 23,96%
4	Thái Thị Mỹ Sang					7/2015			Shareholder: 19,53%
5	Lưu Thị Tuyết Mai		Member of the Board of Directors			4/2017			Board of Directors
	Lưu Văn Phò						Dead		
	Đinh Thị Quýt						Dead		
	Do Vương Tuấn								

	Do Vuong Mai							
	Do Sophia Mai							
	Do Theadora Mai							
	Luu Văn Thọ							
	Luu Văn Lộc							
	Luu Văn Phước							
	Luu Văn Vũ							
	Luu Văn Phát							
	Luu Văn Hồng							
	Luu Văn Ngọc							
	Luu Thị Tuyết Hương							
	Nguyễn Tiến Phong							
	Nguyễn Yến Châu							
6	Nguyễn Văn Toàn		Member of Board of Directors / Deputy Director of the Company		24/6/2020			Board of Directors
	Nguyễn Thanh Vân							
	Mạc Thị Loan							

	Nguyễn Thị Thanh Thủy								
	Nguyễn Thị Nhung								
	Nguyễn Quốc Việt								
	Nguyễn Thúy Hằng								
	Nguyễn Tuấn Phong								
	Nguyễn Tuệ Nhi								
	Nguyễn Tuệ Linh								
7	Nguyễn Anh Dũng		Member of the Board of Directors			19/4/2022			Board of Directors
	Chu Thị Thanh Tâm								
	Nguyễn Đức Duy								
	Nguyễn Minh Phương								
	Nguyễn Minh Hương								
8	Đỗ Thị Hồng Thủy		Member of the Board of Directors			21/4/2023			Board of Directors
	Đỗ Đăng Điều								
	Phạm Thị Ngọc								
	Đỗ Hồng Sơn								

Trần Hồng Thanh									
Trần Đức Thắng									
Trần Đức Huy									
Trần Đức Thuận									

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

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons. none.

No.	Name of Organization /Individual	Relationship with the Company	Business Registration No.*, Date of Issue, Place of Issue	Head Office / Contact Address	Time of Transaction with the Company	Resolution/Decision No. of GMS/BOD, etc. (if any, specify date of issuance)	Content, Quantity, Total Transaction Value	Note
1	Vietnam Northern Food Corporation LTD	Related party of an insider – Parent company	0100102608 29/07/2015 Business Registration Office – Hanoi Department of Planning and Investment	No. 6 Ngo Quyen, Hoan Kiem District, Hanoi	23/01/2024		Contract for export rice supply. Quantity: 500 tons, transaction value: 7.499.250.000 VND.	
1.1	Vietnam Northern Food Corporation LTD	Related party of an insider – Parent company	0100102608 29/07/2015 Business Registration Office – Hanoi Department of Planning and Investment	No. 6 Ngo Quyen, Hoan Kiem District, Hanoi	21/02/2024		Contract for export rice supply. Quantity: 500 tons, transaction value: 6.550.000.000 VND.	
1.2	Vietnam Northern Food Corporation LTD	Related party of an insider – Parent company	0100102608 29/07/2015 Business Registration Office – Hanoi Department of Planning	No. 6 Ngo Quyen, Hoan Kiem District, Hanoi	27/5/2024		Contract for export rice supply. Quantity: 500 tons, transaction value: 6.862.330.000 VND.	

			and Investment					
1.3	Vietnam Northern Food Corporation LTD	Related party of an insider – Parent company	0100102608 29/07/2015 Business Registration Office – Hanoi Department of Planning and Investment	No. 6 Ngo Quyen, Hoan Kiem District, Hanoi	20/6/2024		Contract for export rice supply. Quantity: 500 tons, transaction value: 6.488.950.000 VND.	
1.4	Vietnam Northern Food Corporation LTD	Related party of an insider – Parent company	0100102608 29/07/2015 Business Registration Office – Hanoi Department of Planning and Investment	No. 6 Ngo Quyen, Hoan Kiem District, Hanoi	05/11/2024		Contract for export rice supply. Quantity: 500 tons, transaction value: 6.654.655.000 VND.	
2	Vinafood 1 Flour Joint Stock Company	Related party of an insider – Under the same parent company	0107151097 04/01/2017 Business Registration Office – Hanoi Department of Planning and Investment	No. 94 Luong Yen, Bach Dang Ward, Hai Ba Trung District, Hanoi	04/9/2024		Goods purchase and sale contract. Quantity: 500 kg, transaction value: 8.520.000 VND.	
3	Hung Yen Food Joint Stock Company	Related party of an insider – Under the same parent company	0900269211 18/10/2024 Business Registration Office – Hung Yen Department of Planning and Investment	No. 14 Bach Dang Street, Minh Khai Ward, Hung Yen City			Business cooperation contract for dried cassava. transaction value: 164.410.000 VND.	
4	Son La Vinafood 1 Joint-Stock Company	Related party of an insider – Under the same parent company	5500208911 21/06/2022 Business Registration Office – Son La	No. 4 Lo Van Gia, Group 1, Chieng Le Ward, Son La City, Son	19/02/2024		Dried cassava purchase and sale contract. Quantity: 5000 tons, transaction	

			Department of Planning and Investment	La Province			value: 13.513.750.000 VND.	
5	Ha Bac Food Joint Stock Company – Dong Thap Branch	Related party of an insider – Under the same parent company	2400289460-020 17/11/2022 Business Registration Office – Dong Thap Department of Planning and Investment	No. 114/6, Tan Lap Hamlet, Tan Quy Tay Commune, Sa Dec City, Dong Thap Province	23/01/2024		Contract for export rice purchase and sale. Quantity: 500 tons, transaction value: 7.489.251.000 VND.	
5.1	Ha Bac Food Joint Stock Company – Dong Thap Branch	Related party of an insider – Under the same parent company	2400289460-020 17/11/2022 Business Registration Office – Dong Thap Department of Planning and Investment	No. 114/6, Tan Lap Hamlet, Tan Quy Tay Commune, Sa Dec City, Dong Thap Province	21/02/2024		Contract for export rice purchase and sale. Quantity: 500 tons, transaction value: 6.525.000.000 VND.	
5.2	Ha Bac Food Joint Stock Company – Dong Thap Branch	Related party of an insider – Under the same parent company	2400289460-020 17/11/2022 Business Registration Office – Dong Thap Department of Planning and Investment	No. 114/6, Tan Lap Hamlet, Tan Quy Tay Commune, Sa Dec City, Dong Thap Province	27/5/2024		Contract for export rice purchase and sale. Quantity: 500 tons, transaction value: 6.837.285.000 VND.	
5.3	Ha Bac Food Joint Stock Company – Dong Thap Branch	Related party of an insider – Under the same parent company	2400289460-020 17/11/2022 Business Registration Office – Dong Thap Department of Planning and Investment	No. 114/6, Tan Lap Hamlet, Tan Quy Tay Commune, Sa Dec City, Dong Thap Province	20/6/2024		Contract for export rice purchase and sale. Quantity: 500 tons, transaction value: 6.439.035.000 VND.	
5.4	Ha Bac Food Joint Stock Company – Dong Thap Branch	Related party of an insider – Under the same parent company	2400289460-020 17/11/2022 Business	No. 114/6, Tan Lap Hamlet, Tan Quy Tay	05/11/2024		Contract for export rice purchase and sale. Quantity: 500 tons,	

			Registration Office – Dong Thap Department of Planning and Investment	Commune, Sa Dec City, Dong Thap Province			transaction value: 6.579.602.500 VND.	
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NSH 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. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: none.

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

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): none.

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): none.

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: none

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 công ty / Transactions of internal persons and affiliated persons with shares of the Company

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	Lê Văn Thành		Chairman of the Board of Directors			1,000	0.005	
	Trần Thị Mỹ Hà – vợ							
	Lê Thị Thúy An – con							

	Lê An Khanh - con							
2	Lưu Thị Tuyết Mai		Member of the Board of Directors					
	Lưu Văn Phò – father						Dead	
	Đinh Thị Quýt – mother						Dead	
	Do Vương Tuan – Husband							
	Do Vương Mai - con							
	Do Sophia Mai - con							
	Do Theadora Mai - con							
	Lưu Văn Thọ							
	Lưu Văn Lộc							
	Lưu Văn Phước							
	Lưu Văn Vũ							
	Lưu Văn Phát							
	Lưu Văn Hồng							
	Lưu Văn Ngọc							
	Lưu Thị Tuyết Hương							
	Nguyễn Tiên Phong							
	Nguyễn Yên Châu							
3	Đỗ Thị Hồng Thủy		Member of the Board of Directors					
	Đỗ Đăng Điều- bố/father							
	Phạm Thị Ngọc- mẹ/mother							
	Đỗ Hồng Sơn- anh/brother							

	Trần Hồng Thanh-con							
	Trần Đức Thắng-son							
	Trần Đức Huy-son							
	Trần Đức Thuận- husband							
4	Hoàng Hùng		Board of Supervisors					
	Hoàng Thái – bố/father							
	Nguyễn Thị Mai Hương – mẹ/mother							
	Nguyễn Thị Huỳnh Mai – vợ/wife							
	Hoàng Anh My - con							
	Hoàng Bạch Yến – chị gái/sister							
	Nguyễn Hồng Nguyên – anh rể/brother- in-law							
5	Vũ Diệu Thúy		UV.BKS					
	Vũ Duy Tiến – husband							
	Vũ Hà Linh - con							
6	Vũ Thị Thúy		Head of Supervisory Board					
	Vũ Văn Vy – bố/father							
	Nguyễn Thị Tâm – mẹ/mother							
	Vũ Thị Hoài							

	Thanh							
	Vũ Thị Thủy							
	Vũ Tiền Tiền							
	Hoàng Trung Kiên – husband							
	Hoàng Thanh Mai – con							
	Hoàng Đức Tuấn – son							
7	Nguyễn Văn Toàn		Board Member/ Company Director			9.300	0,043	
	Nguyễn Thanh Văn – father							
	Mạc Thị Loan – mother							
	Nguyễn Thị Thanh Thủy – sister							
	Nguyễn Thị Nhung – young sister							
	Nguyễn Quốc Việt – younger brother							
	Nguyễn Thúy Hằng – wife							
	Nguyễn Tuấn Phong – son							
	Nguyễn Tuệ Nhi – daughter							
	Nguyễn Tuệ Linh – daughter							
8	Nguyễn Anh Dũng		Member of the Board of Directors			3,300	0,015	
	Chu Thị Thanh Tâm – wife							

	Nguyễn Đức Duy – son							
	Nguyễn Minh Phương – daughter							
	Nguyễn Minh Hương – daughter							
9	Nguyễn Khắc Quý		P.GĐ			5,500	0.03	
	Nguyễn Khắc Ủy – bố/father							
	Trần Thị Bắc – mẹ/mother							
	Nguyễn Quyền – em/brother							
	Nguyễn Thị Dung – em/sister							
	Nguyễn Thị Hải Hợp – vợ/wife							
	Nguyễn Yên Nhi – con/daughter							
	Nguyễn Khắc Duy – con/son							
10	Lê Hải Long		P.GĐ/ Deputy Director			36.800	0,17	
	Lê Hồng Lan – bố/father							
	Nguyễn Thị Ngọc Mai – vợ/wife							
	Lê Ngọc Minh Châu – con							
	Lê Hồng Minh Thảo – con							
	Lê Anh Vũ – em							
	Lê Hồng Ngọc – em							
	Lê Thanh Minh Ánh – con							

11	Bùi Thị Thu Hiền		KTT				19,000	0.09	
	Vũ Khắc Định – chồng								
	Vũ Quốc Bảo - con								
	Vũ Bảo Khánh - con								
12	Nguyễn Thị Trang		Head of Supervisory Board						
	Nguyễn Quốc Gia								
	Đào Thị Phương								
	Nguyễn Văn Công								
	Đỗ Ngọc Bằng								
	Đỗ Hương Giang								
	Đỗ Quỳnh Anh								

2. Transactions of internal persons and affiliated persons with shares of the company: none.

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.)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Các vấn đề cần lưu ý khác/Other significant issues: None

Nơi nhận:

Recipients:

- ...;
- Lưu: VT ,...
- Archived: ...

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)


Le Van Thanh