**HNF: Annual Corporate Governance Report 2023**

On January 15, 2024, HuuNghi Food Joint Stock Company announced Report No. 11/PC-VPHDQT on the Corporate Governance of the Company in 2023 as follows:

* Name of Company: HuuNghi Food Joint Stock Company
* Head office address: No. 122 Dinh Cong Street - Dinh Cong Ward - Hoang Mai - Hanoi
* Tel: Fax: Email:
* Charter capital: VND 300,000,000,000
* Securities code: HNF
* Corporate governance model
* The General Meeting, Board of Directors, Supervisory Board and the Managing Director/Manager
* Internal audit execution: The Company operates under the Supervisory Board model, not the Audit Committee model under the Board of Directors. However, regarding the audit function according to Decree No. 05/2019, the Company has initially implemented part of the internal audit function.
1. Activities of the General Meeting

Information about the Meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots)

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| No. | General Mandate | Date | Contents |
| 1 | 104/NQ.DHDCD-TPHN | June 27, 2023 | 1. Approve the Report on the production and business results in 2022 and the plan for 2023 of the Company (Report No. 75/BC-TPHN dated May 15, 2023).
2. Approve the Report of the Board of Directors (on the governance and performance of the Board of Directors and each member of the Board of Directors) in 2022; the plan for 2023 (Report No. 74/BC-TPHN dated May 15, 2023).
3. Approve the Report of the Supervisory Board (on the business results of the Company and the performance of the Board of Directors and Executive Manager (Managing Director); appraisal of the Supervisory Board on the Audited Financial Statements; Self-assessment Report on the performance of the Supervisory Board and Supervisors in 2022 and the plan for 2023 (Report No. 76/BC-BKS dated May 15, 2023).
4. Approve the content of Proposal No. 78/TTr-TPHN dated May 15, 2023 on the profit distribution and appropriation for funds in 2022 and the authorization to the Board of Directors to implement under applicable laws and the Company’s Charter.
5. Approve the content of Proposal No. 79/TTr-TPHN dated May 15, 2023 on approving the plan for dividend payment in 2022 in cash for existing shareholders and authorizing to the Board of Directors.
6. Approve the content of Proposal No. 80/TTr-TPHN dated May 15, 2023 on the expected plan for dividend payment in 2023.
7. Approve the content of Proposal No. 82/TTr-TPHN dated May 15, 2023 on selecting an audit company in 2023.
8. Approve the content of Proposal No. 83/TTr-TPHN dated May 15, 2023 on the remuneration fund for the Board of Directors and the Supervisory Board in 2023.
9. Approve the content of Proposal No. 77/TTr-TPHN dated May 15, 2023 on approving the Audited Financial Statements.
10. Approve the content of Proposal No. 81/TTr-TPHN dated May 15, 2023 on the re-election of 01 member of the Board of Directors for the next 5-year term (Mr. Le Viet Anh)
11. Approve the re-election results for 01 member of the Board of Directors for the next 5-year term (2023 - 2028) The list of re-elected members:

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| --- | --- | --- | --- |
| No. | Full name | Number of votes | Rate of Number of votes/Total number of shares with voting rights to attend the Meeting (%) |
| 1 | Le Viet Anh | 28,952,465 | 100% |

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1. Board of Directors (Annual Report)
2. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors)  | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 01 | Trinh Trung Hieu | Chair of the Board of Directors | June 22, 2022 at the Meeting Minutes, the Annual General Mandate 2022 and Board Resolution No. 140/VPHDQT dated June 22, 2022 for the term 2022-2027 |  |
| 02 | Le Thi Lan Anh | Vice Chair of the Board of Directors | June 30, 2021 at the Meeting Minutes and the Annual General Mandate 2021. Ms. Le Thi Lan Anh was reelected to be a member of the Board of Directors by the General Meeting for the next 5-year term (2021 - 2026) |  |
| 03 | Bui Tuan Anh | Independent member of the Board of Directors | June 22, 2022 at the Meeting Minutes and the Annual General Mandate 2022 for the term 2022-2027 |  |
| 04 | Le Viet Anh | Member of the Board of Directors | June 27, 2023 at the Meeting Minutes and the Annual General Mandate 2023 dated June 27, 2023, for the term 2023-2028 (re-elected) |  |
| 05 | Nguyen Thai Duong | Member of the Board of Directors | May 22, 2019 at the Meeting Minutes and Annual General Mandate 2019 dated May 22, 2019 for the term 2019-2024 |  |

1. Board Resolutions/Decisions (Annual Report):

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| --- | --- | --- | --- |
| No. | Resolution | Date | Contents |
| 1 | Resolution No. 13a/QD-TPHN | February 06, 2023 | Approve the appointment of a specialist position in the field of communications and e-commerce  |
| 2 | Resolution No. 23/BB-HNF | February 27, 2023 | Establish the Project Committee for Yen Phong (phase 2) |
| 3 | Meeting Minutes No. 32a/BB-TPHN and Resolution No. 32b/NG-HDQT | March 17, 2023 | Approve the signing of credit contract with Vietcombank |
| 4 | Resolution at Meeting Minutes No. 41a/BB-HDQT  | March 22, 2023 | Approve the extension of credit contract with VP Bank. |
| 5 | Board Resolution No. 40/VPHDQT-TPHN | March 21, 2023 | Approve the transaction contract with South East Asia Food Technology Joint Stock Company. |
| 6 | Board Resolution No. 40/NQ-TPHN | April 01, 2023 | Appoint the Deputy Head of Marketing Department |
| 7 | Meeting Minutes No. 58a/BB-HDQT and Board Resolution No. 58b/NQ-HDQT | April 10, 2023 | Approve the signing of credit contract with BIDV. |
| 8 | Resolution (No Number) | April 14, 2023 | Approve the extension of credit contract with Bangkok Bank |
| 9 | Resolution No. 64/NQ-TPHN | April 24, 2023 | Extend the time of organizing the Annual General Meeting 2023 |
| 10 | Resolution No. 72/NQ-TPHN | May 15, 2023 | Approve the plan of organizing the General Meeting 2023 and the complete dossier and report at the General Meeting.  |
| 11 | Resolution at Meeting Minutes No. 85a/BB- HDQT | May 16, 2023 | Approve the extension of credit contract with Shinhan Bank. |
| 12 | Decision No. 89/QD-TPHN | May 23, 2023 | Establish a Project Board to invest in kneading and shaping machines |
| 13 | Resolution at Meeting Minutes No. 94a/PC-TPHN | June 01, 2023 | Adjust the organizational chart for the English Export Channel Business Department |
| 14 | Meeting Minutes No. 206/TPHN and Resolution No. 207/TPHN | June 20, 2023 | Approve the signing of credit contract with K Bank. |
| 15 | Resolution No. 159/HDQT-TPHN | July 05, 2023 | Select an audit company for 2023 |
| 16 | Resolution No. 108b/VPHDQT-TPHN | July 01, 2023 | Liquidate the Contract. |
| 17 | Resolution dated August 15, 2023 | August 15, 2023 | Re-sign the credit contract with VP Bank |
| 18 | Resolution No. 197/HDQT-TPHN | August 23, 2023 | Invest in bread kneading and shaping machines. |
| 19 | Resolution No.197b/HDQT-TPHN | August 25, 2023 | Register for centralized bond trade at the HNX. |
| 20 | Resolution No. 218a/BB-HDQT | September 30, 2023 | Borrow capital at Military Commercial Joint Stock Bank |
| 21 | Resolution No. 224a/BB-TPHN | October 25, 2023 | Credit plan at Vietnam International Commercial Joint Stock Bank |
| 22 | Resolution No. 225/QD-TPHN | November 01, 2023 | Appoint Ms. Pham Thi Minh Ngoc - Regional Business Manager |
| 23 | Resolution No. 229/QD-TPHN | November 13, 2023 | Record the list of shareholders to pay dividends in round 1. |
| 24 | Resolution No. 237a/BB-HDQT | November 20, 2023 | Approve the credit package with Vietcombank - Hoan Kiem Branch |
| 25 | Resolution No. 243/QD-TPHN | November 23, 2023 | Record the list of shareholders to pay dividends in round 2 |

1. Supervisory Board/Audit Committee (Annual Report):
2. Information about members of the Supervisory Board/Audit Committee

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board  | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Thai Anh Tuan | Chief of the Supervisory Board | Appointed on August 29, 2020 according to the Meeting Minutes and the Extraordinary General Mandate 2020 dated August 29, 2020. | Accounting |
| 2 | Le Mai Diu | Member | Appointed on June 30, 2021 according to the Meeting Minutes and the Annual General Mandate 2021 dated June 30, 2021 | Accounting |
| 3 | Lai Thi Loi | Member | Appointed on June 30, 2021 according to the Meeting Minutes and the Annual General Mandate 2021 dated June 30, 2021 | Accounting |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Le Viet Anh - Deputy Managing Director of Business | June 29, 1984 | Business Administration | Appointed on May 12, 2020 |
| 2 | Ta Nguyen Hai - Deputy Managing Director of Supply Chain | March 01, 1979 | Food Technology | Appointed on January 02, 2020 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Doan Thuy Duong | July 03, 1985 | Accounting | Appointed on October 01, 2020 |

1. Corporate governance training
2. List of related persons of the public company (Semi-annual Report) and transactions between related persons of the Company and the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, or related persons of PDMR

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/Individual | Relations with the Company | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any | Content, quantity, total value of transaction | Note |
| 1 | Alpha International Food Joint Stock Company | Related person | May 18, 2021 | Board Resolution No. 140/HDQT-TPHN dated May 18, 2021 | Approve the business cooperation contract between HuuNghi Food Joint Stock Company and Alpha International Food Joint Stock Company |  |
| 2 | DNA Holding Joint Stock Company | Related person | May 18, 2021 | Board Resolution No. 143/HDQT-TPHN dated May 18, 2021 | Approve the signing of the Property Security Contract between HuuNghi Food Joint Stock Company (the guaranteed party) and DNA Holding Joint Stock Company (the guarantor) |  |
| 3 | South East Asia Food Technology Joint Stock Company | Related person | May 20, 2022March 21, 2023 | Board Resolution No. 93/VPHDQT-TPHNBoard Resolution No. 40/VPHDQT-TPHN | Approve the transaction contract between HuuNghi Food Joint Stock Company and South East Asia Food Technology Joint Stock Company. |  |

Note: NSH\* No.: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (for the organization)

1. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies controlled by the Company:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed Company  | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries, companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are founding members or members of the Board of Directors or the Executive Manager (Managing Director) in the past three years (at the date of reporting)
	2. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director), and other managers who are members of the Board of Directors or Executive Manager (Managing Director)
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers:
2. Share transactions of PDMR and related persons of PDMR (Semi-annual Report)
3. Company’s share transaction of PDMR and related persons

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| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase/decrease (purchase, sale, conversion, reward, etc.) |
| Number of shares | Rate  | Number of shares | Rate  |  |
| 1 | Le Mai Diu | Member of the Supervisory Board | 3,492,000 | 11.64% | 864,601 | 2.88% | Sale |
| 2 | Le Thi Lan Anh | Deputy Chair | 0 | 0 | 137,399 | 0.46% | Purchase |
| 3 | Le Viet Anh | Deputy Managing Director | 0 | 0 | 1,350,000 | 4.50% | Purchase |
| 4 | Vu Lam Nhi | PDMR of the Deputy Chair | 0 | 0 | 1,140,000 | 3.80% | Purchase |

1. Other significant issues: None.